

POLICY ON RELATED PARTY TRANSACTIONS

Preamble

The Board of Directors (the “Board”) of BMW Industries Limited (the “Company”), has adopted the following policy and procedures with regard to Related Party Transactions as defined elsewhere in this policy document. This policy is to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company. The Audit Committee will review and may amend this policy from time to time subject to the approval of the Board of Directors.

Objective

This policy is framed as per the requirement of Revised Clause 49 of the Listing Agreement and in accordance with the provisions of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014. Related Party Transaction (RPT) transactions are appropriate only if they are in the best interest of the Company and its stakeholders in addition to being in conformity with the applicable laws. The Company is required to disclose each year in the Financial Statements RPT. The Policy has been designed to ensure the transparency of approval process and disclosures requirements for fairness in the conduct of RPT in accordance with the applicable laws. This policy shall supplement the Company’s practices applicable to or involving the transactions with related persons. Further, the Board may amend this policy from time to time as may be required.

Definitions

“Act” shall mean the Companies Act, 2013 and includes any amendment thereof.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Rules thereunder and the Listing Agreement, as amended from time to time.

Review and Approval

In the event of a related party transaction not in the ordinary course of business or at arm's length, provisions of the Companies Act, 2013 and the Rules framed thereunder shall be complied with and the Company shall obtain approval of the Board or its shareholders, as may be applicable for such transaction.

Audit Committee shall review, on a quarterly basis, the details of related party transactions entered into by the Company pursuant to the omnibus approval. In connection with any review of a related party transaction, the Committee has authority to modify or waive any procedural requirements of this policy.

A related party transaction entered into by the Company, which is not under the omnibus approval or otherwise pre-approved by the Committee, will be placed before the Committee for ratification.

This Policy will be communicated to all operational employees and other concerned persons of the Company and shall be placed on the Company's website www.bmwil.co.in

Limitation and Amendment

In the event of any conflict between the provisions of this Policy and of the Act or Listing Agreement or any other statutory enactments, rules, the provisions of such Act or Listing Agreement or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Agreement, Act and/or applicable laws in this regard shall automatically apply to this Policy

By order of the Board of Directors of
BMW Industries Limited

Kolkata
29th May, 2015

Harsh Bansal
Managing Director

AMENDMENT TO POLICY ON TRANSACTION WITH RELATED PARTIES

This Policy is adopted by the Board of Directors in their meeting held on Saturday, 14th November, 2015 in supersession to such policy hitherto in place and is following provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 2nd September, 2015 read with relevant provisions of the Companies Act, 2013 and Rules framed thereunder and shall be effective that date.

For the purpose of this Policy, “Related Party, Related Party Transactions and Relative” shall have the same meaning given in the said Regulations and for the sake of brevity have not been reproduced here.

All related party transactions shall be undertaken with prior approval of the Audit Committee, for reasons recorded in writing, has granted omnibus approval for transactions, either of routine and/or repetitive nature, undertaken in the ordinary course of business at arm’s length, subject to review on a quarterly basis. Such omnibus approval shall be valid for a period not exceeding one year. However “all material related party transactions” shall be subject to the approval of Shareholders resolution and the related parties concerned shall abstain from voting on such resolution. A transaction shall be considered to be material, if the same, individually or collectively undertaken together with other transactions during a financial year, shall exceed 10% of the annual consolidated turnover of the Company as per its last audited financial statements.

A copy of this Policy is being hosted on the Company’s website www.bmwil.co.in

By order of the Board of
BMW Industries Ltd

Kolkata
14th November, 2015

Harsh Bansal
Managing Director