MEGH MAYUR INFRA LIMITED

(Formerly Poddar Infrastructure Limited)

14th December, 2015

The Manager,
Corporate Service Department
BSE Limited
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir,

Company Code: 509003
Name of the Company: Megh Mayur Infra Limited
(Formerly known as Poddar Infrastructure Limited, there before known as Transoceanic properties Limited)
E-Mail Id of the Company: grievances@meghmayur.com

Sub: Disclosures as per SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015

With reference to the above subject, we would like to inform you that Mr. Mitul Shah, Managing Director and Mr. Dipesh Mistry Chief Financial Officer of the company is hereby authorized for the purpose of determining materiality of an event and for the purpose of making disclosure to the stock exchange under the above regulation.

Further, the Boards has adopted the following policies and uploaded them on the website www.meghmayuinfra.com. And also copy of the following policies are enclosed for your ready reference:

1) Policy for Determination of Materiality of an Event or Information

2) Policy on Preservation of Documents

3) Policy on Materiality of Related Party Transaction and Dealing with Related Party

MEGH MAYUR INFRA LTD. MUMBAI

Regd. Office : 208, Lalji Shopping Centre, S. V. Road, Borivali (West), Mumbai - 400 092
Ph. : 022 28993841 Email:grievances@meghmayur.com

CIN : L51900MH1981PLC025693

MEGH MAYUR INFRA LIMITED

(Formerly Poddar Infrastructure Limited)

Pursuant to Regulation 30(5) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the board has authorized Mr. Mitul Shah, Managing Director and Mr. Dipesh Mistry, Chief Financial Officer of the company as the custodian of the disclosure process whose contact details as required to be disclosed under the stated regulation is set out below:

Name	Designation	Contact No.	Email ID
Mr. Mitul Shah	Managing Director	0261-2669713	mitul@meghmayur.com
Mr. Dipesh Mistry	CFO	0261-2669713	dipesh@meghmayur.com

You are requested to take same on your record and acknowledge the receipt.

Thanking You,

Yours Faithfully,
For **Megh Mayur Infra Limited**

MEGH MAYUR INFRA LTD MUMBAI

Dipesh Mistry
(Company Secretary)
ACS No. A34755
Address: 142, Shankarnagar Soc., Palanpur Patiya,
Rander Road, Surat-395005

Encl. As Above

POLICY FOR DETERMINATION OF MATERIALITY OF AN EVENT OR INFORMATION

1. OBJECTIVE

The Board of Directors (the "Board") of Megh Mayur Infra Limited (the Company") has adopted the Policy as framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

EFFECTIVE DATE

This Policy is effective December 10, 2015.

2. DEFINITION

"Act" shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

"Board of Directors" or **"Board"** means the Board of Directors of Megh Mayur Infra Limited, as constituted from time to time.

"Company" means Megh Mayur Infra Limited

"Key Managerial Personnel" mean key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;

"Listing agreement" shall mean an agreement that is to be entered into between a recognised stock exchange and the Company pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015

"Material Event" or "Material Information" shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 3 of the Policy. In the Policy, the words, "material" and "materiality" shall be construed accordingly.

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"Policy" means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.

"Regulations" mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

"Schedule" means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

3. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

Events / information shall be considered as Material if it meets any of the following criteria:

(a) the event or information is in any manner unpublished price sensitive information;

(b) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly;

(c) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; and

(d) any other event/information which is treated as being material in the opinion of the Board of Directors of the Company.

4. DISCLOSURES OF EVENTS OR INFORMATION

a. Events specified in "Annexure A" are deemed to be material events and the Company shall make disclosure of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:

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i. inform the stock exchanges in which the securities of the Company are listed;

ii. upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

b. The Company shall make disclosure of events as specified in "Annexure B" based on application of guidelines for determining Materiality as per clause 3 of the Policy.

c. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

d. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.

e. In case where an event occurs or information is available with the Company, which has not been indicated in "Annexure A" or "Annexure B", but which may have material effect on it, the Company will make adequate disclosures in regard thereof.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

5. AUTHORITY TO KEY MANAGERIAL PERSONNEL

Mr. Mitul Shah, Managing Director and Mr. Dipesh Mistry Chief Financial Officer of the Company shall have the authority to determine Materiality of any event or information and ensure disclosures of the same are made to stock exchange(s), subject to the provisions of this Policy.

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Contact details:

Mr. Mitul Shah
1st Floor, Megh Dhwani Complex, Crossing Citylight, Udhna Magdalla Road, Surat-394210
Phone -0261-2669713

Mr. Dipesh Mistry

1st Floor, Megh Dhwani Complex, Crossing Citylight, Udhna Magdalla Road, Surat-394210
Phone -02612669713

6. AMENDMENTS

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

7. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.

8. DISSEMINATION OF POLICY

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company.

MEGH MAYUR INFRA LIMITED
(FORMERLY KNOWN AS PODDAR INFRASTRUCTURE LTD.)

DIRECTOR

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Annexure A

Events which shall be disclosed without any application of the guidelines for Materiality:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring;

   Explanation. -'Acquisition' shall mean,

   (i) acquiring control, whether directly or indirectly; or,
   (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that

(a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;

(b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.

2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.;

3. Revision in credit rating(s);

4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:

   a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
   b) any cancellation of dividend with reasons thereof;
   c) the decision on buyback of securities;
   d) the decision with respect to fund raising proposed to be undertaken
   e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;
   f) reissue of forfeited shares or securities, or the issue of shares or securities held in

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reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;

g) short particulars of any other alterations of capital, including calls;
h) financial results;
i) decision on voluntary delisting by the Company from stock exchange(s).

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company),agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;

6. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;

7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;

8. Appointment or discontinuation of share transfer agent;

9. Corporate debt restructuring;

10. One-time settlement with a bank;

11. Reference to BIFR and winding-up petition filed by any party /creditors;

12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company;

13. Proceedings of Annual and extraordinary general meetings of the Company;

14. Amendments to memorandum and articles of association of Company, in brief;

15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.

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Annexure B

Illustrative list of events which shall be disclosed upon application of the guidelines for materiality:

1 Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;

2 Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal);

3 Capacity addition or product launch;

4 Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;

5 Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof;

6 Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;

7 Effect(s) arising out of change in the regulatory framework applicable to the Company;

8 Litigation(s) / dispute(s) / regulatory action(s) with impact;

9 Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;

10 Options to purchase securities including any ESOP/ESPS Scheme;

11 Giving of guarantees or indemnity or becoming a surety for any third party;

12 Granting, withdrawal, surrender , cancellation or suspension of key licenses or regulatory approvals;

13 Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

MEGH MAYUR INFRA LIMITED
(FORMERLY KNOWN AS PODDAR INFRASTRUCTURE LTD.)

DIRECTOR

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Policy On
Preservation of Documents

1. PREFACE

The Board of Directors (the "Board") of Megh Mayur Infra Limited (the "Company") has adopted the following policy with regard to preservation of Documents. This Policy has been formulated in accordance with Regulation 9 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. This Policy shall be known as "Policy for Maintenance and Preservation of Documents."

2. PURPOSE OF THE POLICY

The purpose of this Policy is to specify the type of document(s) and time period for preservation there of based on the classification mentioned under Regulation 9 of Listing Regulations,2015 .

3. TYPE OF DOCUMENTS AND TIME PERIOD FOR PRESERVATION:

The company shall maintain and preserve documents as specified hereunder:

Category (A): The documents of permanent nature (listed in Annnexure1) shall be maintained and preserved permanently by the Company subject to the modifications, amendments, addition, deletion or any changes made therein from time to time. Provided that all such modifications, amendments, addition or deletion in the documents shall also be preserved permanently by the Company.

Category(B): The documents of the company to be maintained and preserved for specified time period after completion of the relevant transactions (listed in Annnexure-2) shall be preserved by the Company for the term not less than eight year after completion of the relevant transactions subject to the modifications, amendments, addition, deletion or any changes made there in from time to time. Provided that all such modifications, amendments, addition or deletion in the documents shall also be preserved for a term not less than eight years.

For the purpose of this policy, document may include the following:
i. "books and papers" as defined in clause 12 of section 2 of the Companies Act, 2013;;
ii. 'books of accounts" as defined in clause 13 of section 2 of the Companies Act,2013;
iii. 'documents' as defined in sub-section 36 of section 2 of the Companies Act ,2013;
iv. register of company' as defined in clause 74 of section 2 of the Companies Act, 20013

Further, the company may deeming fit and possible from time to time maintain above mentioned documents in electronic form to the extent possible.

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4. AMENDMENT

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding

5. COMMUNICATION

Copy of this policy duly approved shall be placed before the Board and circulated among all the Director of the Company. This policy as amended from time to time shall be made available at the Website of the Company.

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DIRECTOR

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Annnexure1:

Documents whose preservation shall be permanent in nature:

Sr. No	Nature of Document(s)
1	All documents and Information originally filed with ROC for Incorporation Of Company.
2	Memorandum of Association & Articles of Association as originally filed and updated from Time to Time.
3	Register of Members
4	Index of Members
5	Minutes of General Meeting
6	Minutes of Board Meeting
7	Minutes of various Committee Meetings
8	Any other document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time.

Annnexure2:

Documents with preservation period of not less than eight years after completion of the relevant transactions:

S.No	Nature of Document(s)
1	Books of Accounts
2	Annual Return(s)
3	Register of Debenture holders
4	Index of Debenture holders
5	Statutory Registers
6	Tax related records and documents
7	Any other document as may be required to maintain in terms of applicable law(s), maintained and preserved from time to time.

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INFRASTRUCTURE LTD.)

DIRECTOR

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Policy On Materiality of Related Party Transactions and Dealing with Related Party Transactions

1. Purpose:

The Board of Directors (the "Board") of Megh Mayur Infra Limited ("the Company"), based on recommendations of the Audit Committee, has adopted the Policy on materiality of Related Party Transactions and dealing with Related Party Transactions (the "Policy") in accordance with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which sets out a framework for proper approval and reporting transactions between the Company and any of its Directors or key Managerial Personnel or certain entities or persons related to them in such a way that they are in the best interest of the Company and the Stakeholders. The Audit Committee would review and recommend to the Board any amendment / modification to the Policy, as and when required.

2. Definitions:

2.1 "Arm's Length Transaction" means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest.

2.2 "Ordinary Course of Business" means a transaction which is;

- carried out in the normal course of business envisaged in accordance with the Memorandum of Association ("MOA") and the Articles of Association ("AOA") of the Company as amended from time to time or
- historical practice with a pattern of frequency, or
- common commercial practice, or
- meets any other parameter/criteria as decided by the Board/Audit Committee.

2.3 "Relative" in relation to a related party shall have the same meaning assigned to in Section 2(77) of the Act.

2.4 "Related Party" means Related Party as defined under Section 2 (76) of the Act and/or the revised Clause 49 of the Listing Agreement.

Reference and reliance may be placed on the clarification issued by the Ministry of the Corporate Affairs, Government of India and Securities and Exchange Board of India and other Authorities from time to time on the interpretation of the term "Related Party".

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2.5 "Related Party Transaction" (RPT) means all transactions between the Company on one hand and one or more related party(ies) on the other hand including contracts, arrangements and transactions as envisaged in Section 188(1) of the Act and/or Clause 49 of the Equity Listing Agreement

2.6 "Material Related Party Transaction" will have the same meaning as defined in Clause 49 of the Listing Agreement.

2.7 "Policy" means this Policy.

2.8 "Key Managerial Personnel" (KMP) means key managerial personnel as defined under the Companies Act, 2013 and includes

(i) Managing Director, or Chief Executive Officer or manager and in their absence, a whole-time director;
(ii) Company Secretary;
(i) Chief Financial Officer: and
(ii) Any other person appointed as the KMP by the Board of Directors of the Company.

2.9 "Board of Directors or Board" means the collective body of the Directors of the Company.

2.10 "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and the Clause 49 of the Listing Agreement.

2.11 "Chief Executive Officer (CEO)" means a person appointed as the Chief Executive Officer of the Company.

2.12 "Managing Director" means Managing Director as defined in Section 2(54) of the Act.

2.13 "Whole-time Director" means Whole-time Director as defined in Section 2(94) of the Act.

2.14 "Chief Financial Officer (CFO)" means a person appointed as the Chief Financial Officer of the Company.

2.15 "Company Secretary (CS)" means a Company Secretary as defined in Section 2(24) of the Act.

2.16 "Transaction" shall be construed to include single transaction or a group of transactions in a contract.

5. Manner of Dealing with Related Party Transactions:

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All proposed Related Party Transactions must be reported to the Audit Committee to obtain their approval in accordance with this Policy. In dealing with Related Party Transactions, the Company will follow the following approach:

i) Identification of Related Parties

- All Related Party Transactions must be brought to the notice of the Audit Committee of the Company.
- Any employee of the Company who is aware of any transaction that is or may be perceived to be a Related Party Transaction is required to bring the same to the attention of the Audit Committee of the Company through Company Secretary.
- All Directors, Members of the Management Committees and Key Managerial Personnel (KMPs) shall provide notice to the Company of their interest (including interest of their Relatives) in other companies, firms or concerns at the beginning of every financial year and any change in such interest during the year. In addition, all Directors, Members of the Management Committee and KMPs shall provide notice to the Company Secretary of any potential Related Party Transaction involving him/her or his or her relative, including any additional information about the transaction that the Audit Committee may request. The Board shall record the disclosure of interest and the Audit Committee will determine whether the transaction is in the ordinary course of business and on an arm's length basis and for this purpose, the Company may seek external professional opinion, if necessary.
- The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Audit Committee/Board has adequate time to obtain and review information about the proposed transaction.

ii) Procedure for approval of Related Party Transaction

- All Related Party Transactions shall require approval of the Audit Committee as specified in the Regulations.
- Unless otherwise stated in this policy, all Related Party Transactions require prior approval of the Audit Committee of the Company. All Related Party Transactions must be reported to the Company Secretary who shall submit the same for approval or ratification by the Audit Committee in accordance with this policy.
- The Audit Committee shall grant omnibus approval to Related Party Transactions that are Repetitive in nature. The Audit Committee shall satisfy itself the need for such approval and that such approval is in the interest of the company.
- Such omnibus approval shall specify (i) the name/s of the Related Party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into (ii) the indicative value and the formula for variation in the value, if any and (iii) such other conditions as the Audit Committee may deem fit;

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- However, in case of Related Party Transactions which can not be foreseen and where the above details are not available, Audit Committee may grant omnibus approval provided the value does not exceed Rs 1 crore per transaction.
- Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.
- The Audit Committee shall on quarterly basis review the details of the Related Party Transactions entered into by the Company pursuant to the omnibus approval.
- In an unforeseen event where a Related Party Transaction, for which Omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies between two Audit Committee meetings, the Audit Committee may approve such Related Party Transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.
- Ratification, if any, of a Related Party Transaction after its commencement or completion will be approved by the Audit Committee in exceptional circumstances only.
- A Related Party Transaction entered into without prior approval of the Audit Committee shall not be deemed to violate this policy, or be invalid or unenforceable, so long as the transaction is brought to the Audit Committee for ratification as promptly as reasonably practical after it is entered into and such transaction is ratified.
- Any member of the Audit Committee, who has a potential interest in any Related Party Transaction, will recuse him or herself and abstain from voting on the approval or ratification of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval or ratification of the Audit Committee.
- All Related Party Transactions that are not in the ordinary course of business or not on arm's length basis shall be referred to the Board of Directors for their approval. Any member of the Board who has a potential interest in such Related Party Transaction will recuse him or herself and abstain from voting on the approval of such Related Party Transaction. Such member may, however, participate in discussions with respect to other Related Party Transactions placed for approval of the Board.
- Any such Related Party Transactions shall also be placed for prior approval of shareholders if it exceeds the thresholds as prescribed under the Companies Act, 2013 and rules framed there under and the Listing Agreement. All entities falling under the definition of Related Parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

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iii) Related Party Transactions that shall not require Approval:

Following transactions shall not require separate approval under this policy:

- Any transaction pertaining to appointment and remuneration of Directors and KMPs that has already been approved by the Nomination and Remuneration Committee of the Company or the Board;
- Transactions that have been approved by the Board under the specific provisions of the Companies Act, e.g. inter-corporate deposits, borrowings, investments with or in wholly owned subsidiaries or other Related Parties;
- Payment of Dividend;
- Transactions involving corporate restructuring, such as buy-back of shares, capital reduction, merger, demerger, hive-off, approved by the Board and carried out in accordance with the specific provisions of the Companies Act, 2013 or the Listing Agreement;
- Contribution to Corporate Social Responsibility (CSR), subject to approval of CSR Committee and within the overall limits approved by the Board of Directors of the Company.

6. Material Related Party Transactions:

Material Related Party Transactions proposed must be reported to the Audit Committee and Board for their prior approval and subsequently placed before the Shareholders in a General Meeting for seeking their approval by way of Special Resolution. Such Transactions should not be consummated before the approval of the Shareholders.

7. Transactions Not In Ordinary Course Of Business Or Not At Arm's Length All Related Party :

Transactions in excess of the limits prescribed under the Companies Act, 2013, which are not in the Ordinary Course of Business or not at Arms' Length shall also require the prior approval of the shareholders through special resolution and the Related Parties shall abstain from voting on such resolution.

8. Amendment to the Policy:

The RPT policy will be reviewed, approved and amended from time to time by the Audit Committee and the Board of Directors of the Company.

9. Disclosures:

Disclosures with respect to RPT shall be made from time to time as per the applicable provisions.

MEGH MAYUR INFRA LIMITED
(FORMERLY KNOWN AS PODDAR INFRASTRUCTURE LTD.)

DIRECTOR

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