

CALCOM VISION LIMITED
Related Party Transaction Policy

1. Preface

The Company is committed to upholding the highest ethical and legal conduct in fulfilling its responsibilities and recognises that related party transactions can present a risk of actual or apparent conflicts of interest of the Directors, Senior Management etc. with the interest of the Company.

The Board of Directors of Calcom Vision Limited (the “Company”) have adopted the Related Party Transaction Policy for dealing with Related party Transaction in line with the requirements of Regulation 46 (2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177, 188 and other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

2. Objective

The objective of the Company with respect to this policy is to ensure proper disclosure, approval and reporting of transactions, as applicable with its related parties, in the best interest of the Company and stakeholders.

3. Definitions

- a) “Act” means the Companies Act, 2013 and includes any re-enactment of statutory modification thereof for the time being in force.
- b) “Audit Committee” means Committee of Board of Directors of the Bank constituted under provisions of the Listing Regulations and Companies Act, 2013.
- c) “Board” means the Board of the Directors for the time being in force.
- d) “Key Managerial Personnel” in relation a Company means
 - i. the Chief Executive Officer or the managing director or the manager;
 - ii. the company secretary;
 - iii. the whole-time director;
 - iv. the Chief Financial Officer.
- e) “Material specific Transaction”: A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

- f) “SEBI Listing Regulations” here means Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- g) “Related Party” shall mean a person or entity that is related to the company as defined under Section 2(76) of the Companies Act, 2013 or under Regulation 2(1)(zb) of the SEBI Listing Regulations as may be amended from time to time.
- h) “Arm’s Length Transaction” means a transaction between two Related Parties that is conducted as if they were unrelated, so that there is no conflict of interest or personal gain.

4. Transactions covered by this Policy

Transactions covered by this Policy include transactions, any contract or arrangement (as per SEBI Listing Regulations and Section 188(1) of the act read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014) as may be amended from time to time with a related party with respect to:-

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
- (g) underwriting the subscription of any securities or derivatives thereof, of the Company.
- (h) Transfer of resources, services or obligations between the Company and a related party (hereinafter referred to as “Specific Transactions”), regardless of whether a price is charged.

Provided that any transaction entered into by the Company with a Related Party in its ordinary course of business and on an arm’s length basis shall not require any approval of the Audit Committee/ Board of Directors of the Company.

Provided further that, any transaction entered into by the Company with Related Party in its ordinary course of business and on an arm’s length basis, except material Specific Transactions for which proper procedure shall be followed as provided under this Policy, shall be quarterly submitted to the Audit Committee for review.

5. Identification of Related Party Transaction

Each Director and Key managerial personnel is responsible for informing any potential related party transaction involving them or their relative(s), including any additional information to the Board or Audit committee.

6. Review and approval of Related Party Transaction

i. Prior approval of Audit Committee

All Related Party Transaction shall require prior approval of Audit committee.

The Audit committee shall be provided with the relevant information of Related Party Transactions in accordance with the requirements of the act, the Rules made thereunder and SEBI Listing Regulations, as amended from time to time and as required by the Audit Committee.

The Audit Committee may grant omnibus approval for Related Party Transactions of repetitive nature, proposed to be entered into by the Company, subject to the following conditions:

- (i) The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the Company and such approval shall be applicable in respect of transactions which are repetitive in nature.
- (ii) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.
- (iii) 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 base price/ current contracted price and the formula for variation in the price if any and (iii) such other conditions as the Audit Committee may deem fit;

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs 1 crore per transaction.

- (iv) Audit Committee shall review, atleast on a quarterly basis, the details of RPTs entered into by the Company pursuant to each of the omnibus approval given.

(v) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

ii. Prior approval of Board

Transactions with the related parties which are either not in the Ordinary Course of Business or are not at Arm's length price shall require prior consent of Board through Board Resolution.

In determining, whether to approve or not a Related Party Transaction, the Board will take into account, among other factors, recommendations of the Audit Committee, whether the said Transaction is in the interest of the Company and its stakeholders and there is no actual or potential conflict of interests between the Company and Related Parties.

Any Director who is interested in any Related Party Transaction will abstain from discussion and voting on the approval of the Related party Transaction.

iii. Shareholder's approval

All the Related Party Transactions which are not in the Ordinary Course of Business and not on arm's length price and Material Specific Transactions shall require prior approval of shareholders in the General meeting or through any other mode by way of Ordinary Resolution. Transactions, other than Material Specific Transaction which exceeds the threshold prescribed under section 188 of the act read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Meetings of Board and its Powers) Amendment Rules, 2017 or amended form time to time shall also require prior approval of the shareholders through ordinary resolution.

The Related Party concerned or interested in any contract or arrangement to be entered into by the Company with such Related Party shall not vote on such Ordinary Resolution requiring approval of the Shareholders, subject to the applicable provisions as may be prescribed from time to time.

7. Consequences of non-compliance to this policy

i. Where any contract or arrangement is entered into by a director or any other employee with a related party, without obtaining the consent of the Board or approval by a ordinary resolution in the general meeting, where required and if it

is not ratified by the Board or, as the case may be, by the Shareholders at a meeting within three months from the date on which such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board.

- ii. If the contract or arrangement is with a related party to any director, or is authorized by any other director, the directors concerned shall indemnify the company against any loss incurred by it.
- iii. The Company may proceed against a director or any other employee who had entered into such contract or arrangement in contravention of this Policy for recovery of any loss sustained by it as a result of such contract or arrangement and shall take any such action, it deems appropriate.

8. Policy review

The Audit Committee may review the policy from time to time and carry out any amendment/changes in this Policy as may be required.