



RAMA VISION LIMITED

RELATED PARTY TRANSACTIONS POLICY OF RAMA VISION LIMITED

INTRODUCTION

This policy is made in supersession of existing Related Party Transactions Policy and has been drafted in accordance with the provisions contained under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time.

Rama Vision Limited (the “Company” or “RVL”) and its subsidiary companies (Indian and foreign) and its associate companies, if any, (“the Group”) would, in ordinary course of business, enter into transactions with a Related Party or parties.

OBJECTIVES

The Board of Directors (the “Board”) of RVL has adopted Related Party Transactions Policy on materiality of related party transactions and on dealing with related party transactions (this “Policy”) to set forth the procedures under which transactions with Related Parties shall be reviewed for approval or ratification in accordance with the procedures set forth below.

This Policy also aims to comply with the provisions of the Companies Act 2013 and rules framed thereunder and Regulation 23 of SEBI (LODR) Regulations.

No Related-Party Transaction may be entered into by the Company, or any of its subsidiaries or associates, except in accordance with the provisions of this Policy.

DEFINITIONS & INTERPRETATIONS

Words and expressions used in this policy shall have the same meaning as respectively assigned to them under Companies Act, 2013 and rules made thereunder and Listing Regulations as amended from time to time.

MATERIALITY OF RELATED PARTY TRANSACTIONS

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 rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or



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taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.

MATERIAL MODIFICATION OF RELATED PARTY TRANSACTIONS

Any modification to a Related Party Transaction approved by the Audit Committee and/or the Shareholders having a variation of 25% or more of the value of transaction as already approved earlier.

DEALING WITH RELATED PARTY TRANSACTIONS

1. All Related Party Transactions and subsequent material modifications, with respect to transactions where Rama Vision Limited is a party, must be reported to the Audit Committee for its prior approval in accordance with this Policy. Further, all subsequent non-material modifications to a Related Party Transaction must also be reported to the Audit Committee for approval. Related Party Transactions and subsequent material modifications, with respect to transactions where subsidiary Company is a party (and Rama Vision Limited is not a party) must be reported to the Audit Committee for its prior approval, subject to certain threshold limit as mentioned under Companies Cat, 2013 & Listing Regulations. The Committee shall review the transactions and recommend the same for approval of the Board and shareholders, if required, in accordance with this policy.

The approval of Audit Committee, Board or Shareholders, as may be required under this Policy is to be taken prior to entering into the Related Party Transaction.

(A) Approval of Audit Committee

- 1) All Related Party Transactions and subsequent material modifications with respect to transactions where Rama Vision Limited is a party, require prior approval of Audit Committee either at a meeting or by resolutions by circulation. Further, all subsequent non-material modifications to a Related Party Transaction shall also be required to be approved by the Audit Committee on or before the immediately next meeting falling after such modification.

1A) All Related Party Transactions and subsequent material modifications, with respect to transactions where subsidiary Company is a party (and Rama Vision Limited is not a party) require prior approval of Audit Committee either at a meeting or by resolutions by circulation if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of Rama Vision Limited;

With effect from April 1, 2023, All Related Party Transactions and subsequent material modifications, with respect to transactions where subsidiary Company is a party (and Rama Vision Limited is not a party) shall require prior approval of Audit Committee either at a meeting or by resolutions by circulation if the value of such transaction whether entered into individually or taken together with previous



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transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary company; No approval of Audit Committee is required for transactions entered into between two wholly-owned subsidiaries of the company, whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval.

1B) Only those members of the Audit Committee, who are independent directors, shall approve related party transactions

2) The Audit Committee shall grant approval/ omnibus approval for Related Party Transactions proposed to be entered into by the company, in line with this policy on Related Party Transactions (including criteria for granting approvals/ omnibus approval) of the company.

3) For granting of approval & for review of approved Related Party Transactions, the Audit Committee shall be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matter. The information shall specifically cover the following:

- a. Type, material terms and particulars of the proposed transaction
 - b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)
 - c. Tenure of the proposed transaction (particular tenure shall be specified)
 - d. Value of the proposed transaction
 - e. the percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction and for a RPT involving a subsidiary, such percentage calculated on the basis of the turnover on a standalone basis shall be additionally provided
 - f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:
 - i) details of the source of funds in connection with the proposed transaction
 - ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;
 - iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and
 - iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.
 - g. Justification as to why the RPT is in the interest of the listed entity;
 - h. A copy of the valuation or other external party report, if any such report has been relied upon;
 - i. Percentage of the counter- consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;
 - j. Any other information that may be relevant, the audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.
2. All Related Party Transactions shall be on arm's length price.
3. All Related Party Transaction that deviate from the principle of arm's length price or not done in ordinary course of business or exceeds such sum as may be prescribed under section 188 of the Companies Act, 2013 shall be approved by Board of Director and by prior approval of shareholders of the company.



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4. Further, all Material Related Party Transactions shall require approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to a particular transaction or not.

Information to be provided to shareholders for consideration of RPTs:

The notice being sent to the shareholders seeking approval for any proposed RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:

- a. A summary of the information provided by the management of the listed entity to the audit committee as specified above
 - b. Justification for why the proposed transaction is in the interest of the listed entity;
 - c. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point (f) above; (The requirement of disclosing source of funds and cost of funds shall not be applicable to listed banks/NBFCs.)
 - d. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;
 - e. Percentage of the counter- consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;
 - f. Any other information that may be relevant.
5. All entities falling under the definition of Related Party shall not vote to approve the relevant transaction irrespective of whether the entity is a related party to a particular transaction or not.
 6. Any director who is interested in any contract or arrangement with a related party shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

DISCLOSURE

Disclosure will be made in the Company's Annual Report of the particulars of the contract and arrangement along with the justification for entering into such contracts/arrangements with the Related Parties as part of Directors' Report. This Policy will also be uploaded in the website of RVL and will be disclosed in the Annual Report of RVL in every year.

The Company shall submit within 15 days from the date of publication of its standalone and consolidated financial results for the half year, and with effect from April 1, 2023, on the date of publication of its standalone and consolidated financial results, the disclosures of related party transactions on a consolidated basis, in the format as specified by the SEBI time to time, to the stock exchanges and publish the same on its website.



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POLICY REVIEW

This Policy is framed based on the provisions of the Companies Act, 2013, and rules there under and the requirements of Listing Regulations. In case of any subsequent changes in the provisions of the Companies Act, 2013, or any other regulations which makes any of the provisions in the Policy inconsistent with the Act or regulations, the provisions of the Act or regulations would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with law. This policy shall be reviewed and updated by the board of directors at such intervals as provided in Companies Act, 2013 and rules made thereunder and Listing Regulations as amended from time to time.