

RAMA TELECOM LIMITED

Related Party Transaction Policy

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CONTENTS

<u>1. Preamble</u>	3
<u>2. Objective</u>	3
<u>3. Interpretations & Definitions</u>	3-6
<u>4. Transaction to be considered as Related Party Transaction</u>	6-7
<u>5. Identification of Related Party Transaction</u>	7
<u>6. Review and approval of Related Party Transaction</u>	7-9
<u>7. Reporting of Related Party Transactions</u>	10
<u>8. Exemption from applicability of the policy</u>	11
<u>9. Related Party Transaction not approved under this Policy</u>	12
<u>10. Disclosure</u>	12
<u>11. Policy Review</u>	12
<u>12. Version History</u>	13
<u>13. Annexure I</u>	14

1. PREAMBLE

The Board of Directors (the "Board") of Rama Telecom Limited (the "Company"), has formulated the Related Party Transaction Policy which provides a framework to regulate transactions between the Company and its related parties based on the laws and regulations applicable on the Company. This policy is framed as per Regulation 23 of SEBI (LODR) Regulations, 2015 and section 188 of the Companies Act, 2013. SEBI has mandated every listed company to formulate a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions ("RPTs") including clear threshold limits duly approved by the Board of Directors and such policy shall be reviewed by the board of directors at least once every 3 years and updated accordingly.

2. OBJECTIVE

This Policy is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its related parties in compliance with the applicable laws and regulations as may be amended from time to time. The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure the transparency in the conduct of RPTs in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

3. INTERPRETATIONS & DEFINITIONS

In this Policy unless the context otherwise requires,

"Act" shall mean the Companies Act, 2013 or any statutory modification or re-enactment thereof and includes any Rules framed thereunder, including any modifications, amendments, clarifications, circulars, notifications, orders to remove difficulties or re-enactments thereof;

"Board of Directors" or "Board" means the collective body of the Directors of the Company;

"Company" means Rama Telecom Limited;

"Related party" means related party as defined in Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015 ('SEBI Listing Regulations'), which inter alia provides that a "related party" means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards.

Pursuant to Section 2(76) of the Companies Act, 2013, related party with reference to a Company, means:

- a) Director or his relative;
- b) a Key Managerial Personnel (KMP) or his relative;
- c) a Firm, in which a director, manager or his relative is a partner;
- d) a Private Company in which a director or manager or his relative is a member or director;
- e) a Public Company in which a director or manager is a director and holds along with his relatives, more than 2% (two per cent) of its paid-up share capital;
- f) any body corporate whose board of directors, managing director, or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- g) any person under whose advice, directions or instructions a director or manager is accustomed to act;

Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;

h) anybody corporate which is –

- a holding, subsidiary or an associate company of the Company;
- a subsidiary of a holding company to which it is also a subsidiary;
- an investing company or the venture of the Company

"The investing company or the venture of a company" means a body corporate whose investment in the Company would result in the Company becoming an associate company of the body corporate.

i) Such other person as may be prescribed;

For the purposes of sub-clause (ix) of clause (76) of section 2 of the Act, a director other than independent director or key managerial personnel of the holding company or his relative with reference to a company, shall be deemed to be a related party.

"Relative" means relative as defined under the Companies Act, 2013 and includes anyone who is related to another, if –

- They are members of a Hindu undivided family (HUF);
- They are husband and wife; or
- Father (including step-father)
- Mother (including step-mother)
- Son (including step-son)
- Son's wife
- Daughter
- Daughter's husband
- Brother (including step-brother)
- Sister (including step-sister)

Provided that the following shall be deemed to be a related party in the Company, either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year

- any person or entity forming a part of the promoter or promoter group of the listed entity; or
- any person or any entity, holding equity shares: (a) of twenty per cent or more; or (b) of ten per cent or more, with effect from April 1, 2023;

Provided further that this definition shall not be applicable for the units issued by mutual fund which are listed on the recognized stock exchange.

"SEBI (LODR) Regulations, 2015" or "SEBI (LODR)" shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, amendments, clarifications, circulars, notifications, orders to remove difficulties or re-enactments thereof.

"Associate Company" means a company in which the other company has significant influence, but which is not a subsidiary of the Company having such influence and includes a joint venture company as per Section 2(6) of the Companies Act, 2013.

As per Reg 2(1)(b) of SEBI (LODR) Regulations, 2015 "associate" shall mean any entity which is an associate under 2(6) of the Companies Act, 2013 or under the applicable accounting standards.

"Significant influence" means control of at least 20 (twenty)% of the total voting power or control of or participation in business decisions.

"Joint Venture" means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangements.

"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.

"Audit Committee" means the committee of Board of Directors of the Company constituted in accordance with the provisions of Reg. 18 of SEBI (LODR) Regulations, 2015, the Companies Act, 2013 and Rules made thereunder.

"Control" means right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

"Material Related Party Transaction" – In terms of Explanation to Reg. 23(1) of SEBI (LODR) Regulations, 2015, 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 percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

- Notwithstanding the above, 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 taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.
- Transaction as per threshold limit approved by the Board from time to time.

"Material Modification" in terms of SEBI (LODR) means any modification in the original contract or arrangement with a Related Party that would result in an increase of 20% or more on the originally approved transaction value.

In case a modification is required pursuant to amendment to the applicable laws, it shall not be regarded as a material modification.

4. TRANSACTION TO BE CONSIDERED AS RELATED PARTY TRANSACTION

Following types of transactions are considered as related party transactions as per section 188 of the Companies Act, 2013:

- i. Sale, purchase or supply of any goods or materials;
- ii. selling or otherwise disposing of, or buying, property of any kind;
- iii. leasing of property of any kind;
- iv. availing or rendering of any services;
- v. appointment of any agent for purchase or sale of goods, materials, services or property;
- vi. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
- vii. Underwriting the subscription of any securities or derivatives thereof, of the company.

Types of transactions considered as related party transactions as per Reg. 2(1)(zc) of SEBI (LODR) Regulations, 2015 means a transaction involving a transfer of resources, services or obligations between:

- A listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, or
- A listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, with effect from April 1, 2023, regardless of whether a price is charged, and a transaction with a related party shall be construed to include a single transaction or group of transactions in a contract:

Provided that the following shall not be a related party transaction:

- The issue of specified securities on a preferential basis, subject to compliance of the requirements under SEBI (ICDR) Regulations, 2018;
- The following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding: payment of dividend; subdivision or consolidation of securities; issuance of securities by way of a rights issue or a bonus issue; and buyback of securities;
- acceptance of fixed deposits by banks/NBFCs at terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s) in the format specified by the Board;
- Retail purchases from any listed entity or its subsidiary by its directors or its employees, without establishing a business relationship and at terms which are uniformly applicable/offered to all employees and directors.

5. IDENTIFICATION OF RELATED PARTY TRANSACTION

Every Director shall, at the beginning of the financial year, provide information by way of written notice to the Company regarding his concern or interest in the entity with specific reference to parties which may be considered as related party with respect to the Company and shall also provide the list of relatives who are regarded as related party as per this policy. Directors are also required to provide information regarding their engagement with any other entity during the financial year which may be regarded as related party according to this policy.

6. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTION

Audit Committee

Every Related Party Transaction and subsequent material modifications shall be subject to the prior approval of the Audit Committee. Only Independent Directors who are members of the Audit Committee shall approve Related Party Transactions. The transaction for the year already approved by the Board before the enactment of this policy is not required to be approved by the Committee again.

The remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of the promoter or promoter group, shall not require approval of the Audit Committee, provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation.

The members of the Audit Committee, who are independent directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to the following conditions:

- i. the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
- ii. the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;
- iii. rationale for inability to seek prior approval for the transaction shall be placed before the Audit Committee at the time of seeking ratification;
- iv. the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation;
- v. any other condition as specified by the Audit Committee.

Provided that failure to seek ratification of the Audit Committee shall render the transaction voidable at the option of the Audit Committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company or its subsidiary which are repetitive in nature, subject to compliance with the conditions contained in the Companies Act, 2013 and SEBI LODR as amended from time to time. 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 lay down the criteria for granting the omnibus approval in line with the policy on related party transactions of the listed entity, and such approval shall be applicable in respect of transactions which are repetitive in nature.

The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the listed entity.

The omnibus approval shall specify the name(s) of the related party, nature of transaction, period of transaction, and maximum amount of transactions that shall be entered into.

Provided that where the need for a related party transaction cannot be foreseen and the aforesaid details are not available, the Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding rupees one crore per transaction.

Following transactions not to be considered as Related Party Transactions

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of the Audit Committee, Board of Directors or Shareholders:

- i. Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- ii. Transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- iii. Transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.

Approval of the Board and the Shareholders

All Related Party Transactions (other than Material Related Party Transactions) which are not in the ordinary course of business or not at arm's length price shall require prior approval of the Board of Directors

of the Company. Where any Director is interested in any Related Party Transaction, such Director will abstain from discussion and voting on the subject matter of the resolution relating to such Transaction.

Further, all such related party transactions exceeding threshold limits prescribed in the Act as per Annexure I shall also require prior approval of shareholders of the Company by way of Ordinary Resolution and related party/ies shall abstain from voting on such resolution.

All material Related Party Transactions and subsequent material modifications as defined by the Audit Committee shall require prior approval of the shareholders through resolution, and no related party shall vote to approve such resolutions whether the said related party/ies is/are a party/ies to the particular transaction or not.

Provided that the aforesaid requirements shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

Provided that the Material Related Party Transactions entered into by the Company with its wholly owned subsidiary(ies) whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval shall not require approval of the shareholders.

The Committee will consider the following factors while granting its approval:

- Whether the terms of the Related Party Transaction(s) are fair and on an arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- Whether the Related Party Transaction(s) would affect the independence of an independent director;
- Whether the proposed transaction(s) includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- Whether the Company was notified about the Related Party Transaction(s) before its commencement and, if not, why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to the Company;
- Whether the Related Party Transaction(s) would present an improper conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the director, Key Managerial Personnel or other Related Party, the direct or indirect nature of the director's, Key Managerial Personnel's or other Related Party's interest in the transaction(s) and the ongoing nature of any proposed relationship and any other factors the Board/the Committee deem relevant.

7. REPORTING OF RELATED PARTY TRANSACTIONS

- i. Every contract or arrangement, which is required to be approved by the Board or the shareholders under this Policy, shall be referred to in the Board's report to the shareholders as per the requirement of law.
- ii. The details of all transactions with related parties shall be submitted on a consolidated basis, in the format specified by SEBI, within 15 days of publishing its standalone financial results half yearly to the stock exchanges, and the same shall immediately be published on the Company's website.

8. EXEMPTION FROM APPLICABILITY OF THE POLICY

This policy shall not apply to the following related party transactions, and such transactions shall not require the approval of the Audit Committee, Board or shareholders:

- i. where the transaction is entered into between a company and its wholly owned subsidiary or between two wholly owned subsidiaries of the Company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval;
- ii. any transaction that involves the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business, to a director or Key Managerial Personnel in connection with his or her duties to the Company or any of its subsidiaries or associates;
- iii. any sale of product(s), asset(s) of the Company to any Director/KMP/Employee of the Company (being a related party) in terms of the Policy of the Company (applicable for consideration in monetary terms only).

Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party, like payment of dividend, rights/bonus entitlement, buyback, etc.

9. RELATED PARTY TRANSACTION NOT APPROVED UNDER THIS POLICY

In the event any Transaction has been undertaken/is being undertaken with a Related Party without obtaining requisite approval under this Policy, such transactions should be immediately reported to the Company Secretary. Such Transactions shall be reviewed by the Audit Committee in the next meeting. The Audit Committee shall be provided with all the relevant facts and circumstances for entering into such transaction with a related party. Based on the information provided, the Audit Committee shall evaluate and take such necessary steps, as it may deem fit, including Ratification, Termination or Revision of any terms of the Related Party Transaction. The Audit Committee shall keep the Board apprised of any instances of such transactions entered into with any related party in contravention of this Policy and recommend to the Board for its consideration and approval.

In case the aforesaid Related Party Transaction requires the approval of shareholders, then once it is ratified by the Audit Committee, it shall be placed for ratification before the shareholders in their general meeting.

10. DISCLOSURE

This policy shall be hosted on the website of the Company. The salient features of the policy and changes therein, if any, along with the web address of the policy, shall be provided in the annual report of the Company. The necessary disclosure about the policy, if any, will also be made as per requirements of the Act. The Board's Report shall contain details of RPTs as required under applicable law.

11. POLICY REVIEW

This Policy is framed based on the provisions of the Companies Act, 2013 and rules thereunder and the requirements of the Listing Regulations.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which make any of the provisions in the policy inconsistent with the Act or regulations, then 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 by the Audit Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification to the policy as recommended by the Committee would be placed before the Board of Directors for their approval.

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ANNEXURE I

Transactions that require prior approval of Shareholders of the Company, as prescribed under rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014, include the transactions/contracts/arrangements as follows:

(a) As contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of Section 188, with criteria as mentioned below –

- Sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to ten percent or more of the turnover of the company as mentioned in clause (a) and clause (e) respectively of sub-section (1) of section 188 of the Companies Act, 2013;
- Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten percent or more of net worth of the company as mentioned in clause (b) and clause (e) respectively of sub-section (1) of section 188 of the Companies Act, 2013;
- Leasing of property of any kind amounting to ten percent or more of turnover of the company as mentioned in clause (c) of sub-section (1) of section 188 of the Companies Act, 2013;
- Availing or rendering of any services, directly or through appointment of agent, amounting to ten percent or more of the turnover of the company as mentioned in clause (d) and clause (e) respectively of sub-section (1) of section 188 of the Companies Act, 2013.

These limits shall, however, apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

(b) For appointment to any office or place of profit in the company, its subsidiary company or associate company, remuneration shall be in accordance with the Companies Act and SEBI LODR provisions.

(c) Is for remuneration for underwriting the subscription of any securities or derivatives thereof, of the company, exceeding one per cent of the net worth as mentioned in clause (g) of sub-section (1) of section 188.

Explanation.- (1) The Turnover or Net Worth referred to in the above sub-rules shall be computed on the basis of the Audited Financial Statement of the preceding Financial Year.