

Policy on Related Party Transactions

1. Objective of the Policy

The Board of Directors ("the Board") of GTPL Kolkata Cable & Broad Band Pariseva Limited ("the Company"), on recommendation of the Audit Committee, has adopted the policy on Related Party Transactions ("RPT Policy"/"Policy") and associated procedures for regulating Related Party Transactions, in line with the Companies Act 2013, ("the Act") and rules made thereunder in its meeting held on October 6, 2020

This Policy is intended to ensure that proper reporting, approval, and disclosure process are in place for all transactions between the Company and its Related Parties. This Policy specifically deals with the review and approval mechanism of material related party transactions keeping in mind the potential or actual conflicts of interest that may arise because of such transactions.

2. Definitions and Applicability

"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.

"Audit Committee or Committee" means "Audit Committee" constituted by the Board of Directors of the Company under the Companies Act, 2013.

"Board of Directors" or "Board" means the Board of Directors of the Company.

"Key Managerial Personnel" or "Key Management Personnel" means Key Managerial Personnel ('KMP') as defined in Section 2(51) of the Act and the Rules made thereunder which include (i) the Chief Executive Officer or the Managing Director or the Manager (ii) the Company Secretary ('CS'); (iii) the Whole-time Director; and (iv) the Chief Financial Officer and (v) such other officer as may be prescribed.

"Material related party transactions" as per the Act is as defined in *Annexure 1* to this policy.

"Ordinary Course of Business" means a transaction which is carried out in the normal course of business envisaged in accordance with the Memorandum and Articles of Association of the Company, or any other applicable factors like market conditions, industry practices etc.

"Policy" means Related Party Transaction Policy.

"Related Party" means a related party as defined under sub-section (76) of section 2 of the Act.

"Relatives" shall have the meaning ascribed to the term under section 2(77) of the Act and the Rules thereunder.

"Related Party Transaction" ("RPT") means all the transactions between the Company on one hand and one or more related party/parties on the other hand including contracts, arrangements and transactions as envisaged in Section 188(1) of the Act.

3. Identification of Related parties

- The Company shall on annual basis obtain disclosure from each Director and each KMP and other related party/parties falling within the meaning of Section 2(76), 184 and 189 of the Companies Act.
- Directors and KMPs would be responsible for promptly notifying the Company in case of any changes/update occurring in the aforesaid declarations given by them.
- Any individual appointed/elected as a Director or KMP shall be responsible to promptly complete and submit to the Company, the disclosure/declaration referred above.
- The Company shall be informed in advance regarding RPT, which shall be placed before the Audit Committee/Board for its review and approval, as the case may be.

4. Process for approval of related party transactions

- The Company will identify related party transactions in accordance with Section 188 of the Act. The Company will determine whether the transactions is in the ordinary course of business and at arm's length basis and for this purpose, the Company may seek external expert opinion, if necessary.
- The Audit committee may grant omnibus approval as per the criteria approved by the Board for Related Party Transactions proposed to be entered into by the Company as stipulated under the Act.
- The transactions of the following nature will not be subject to omnibus approval of the Audit Committee:
 - I. Transactions which are not repetitive in nature;
 - II. Transactions involving sale or disposal of an undertaking of the Company;
 - III. Transactions involving sale or disposal or assignment of any significant or critical assets of the Company.
- The Audit Committee shall on quarterly basis review the RPT, including the omnibus approval granted.
- Transactions which are proposed at a variation from the omnibus approval would be placed before the Audit Committee for appropriate action including amending the criterion, the basis of which the omnibus approval or a specific approval was granted.
- All RPTs which are not in Ordinary Course of Business or not at Arm's Length or both will also require prior approval of Board of Directors.
- All Related Party Transactions as per Section 188 of the Act (as set out in Annexure-I) will also require prior approval of Shareholders through a resolution and no member of the company shall vote on such resolution to approve any contract or

arrangement which may be entered into by the company, if such member is a related party.

- The Policy shall be reviewed by the Board at least once every three years and updated accordingly.

5. Other points:

- Any Director or KMP or any other employee, who had entered into or authorised the contract or arrangement in violation of the policy and its framework shall be held accountable for non-compliance and Audit Committee and/or Board may initiate appropriate action against the person(s) responsible.
- A person who has been convicted of an offence under Section 188 of the Act in respect of RPT at any time during the preceding five years prior to the date of proposed appointment, shall not be eligible for appointment as a Director of the Company.
- The Audit Committee of the Company, subject to supervision of the Board, shall be the Competent Authority for investigating and taking appropriate actions/steps for prevention or remedy of any breach and/or defaults in complying with this Policy. Any disciplinary action taken by the Audit Committee shall be in addition to the penal provisions of the Act.
- In the event the Company becomes aware of any Related party transaction that has not been approved or ratified under this Policy by the Committee/Board, the transaction shall be placed as promptly as practicable before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification. The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances in respect of such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction.
- Where any contract or arrangement is entered into by a director or any other employee of the Company, without obtaining the consent of the Board or approval by a resolution in the general meeting under Section 188(1) of the Act and if it is not ratified by the Board or shareholders, as the case may be, within three months from the date of such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Board or the shareholders as the case may be.

6. Limitation and Amendment

Any or all provisions of the Policy would be subject to revision/amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, as applicable to the Company from time to time. In case of any amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and the Policy shall stand amended accordingly from the effective date as laid down under such amendment (s), clarification(s), circular(s) etc.

7. Disclosure & Reporting

- This Policy shall be disclosed on the website of the Company.
- The details of Related Party Transactions shall be disclosed in the Annual report of the Company, as per the provisions of applicable accounting standards, the Companies Act, 2013 or any other applicable laws.

Annexure I - Material related party transaction

Sl. No.	Prescribed Transaction Category	Companies Act, 2013
1.	Sale, purchase or supply of any goods or materials directly or through agents	Transactions exceeding 10% of company's annual turnover*
2.	Selling or otherwise disposing off, or buying, property of any kind directly or through agents	Transactions exceeding 10% of company's net worth*
3.	Leasing of property of any kind	Transactions exceeding 10% of company's net worth*
4.	Availing of or rendering any services directly or by appointing agents	Transactions exceeding 10% of company's net worth*
5.	Related party's appointment to any office or place of profit in the Company or its subsidiary company or associate company	Monthly remuneration exceeding INR 0.25 million (per month)
6.	Underwriting the subscription of any securities or derivatives thereof of the company	Transactions exceeding 1% of Company's net worth*
7.	Any other related party transaction	N.A.

* The Turnover or Net worth referred above shall be computed on the basis of the Audited Financial Statements of the preceding financial year.

Note: Limit Specified above shall apply to transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.