

OTCO INTERNATIONAL LIMITED

POLICY ON RELATED PARTY TRANSACTIONS

Related Party Transactions Policy on Related Party Transactions

1.0 PREAMBLE

The enactment of the Companies Act 2013 (the “Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and requirements under the Income Tax Act relating to Transfer Pricing both for International and Domestic transactions, has resulted into a significant importance on the compliances to be made on the Related Party Transactions. Pursuant to Regulation 23 of Listing Regulations, the Company is required to devise a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. OTCO International Limited (the “Company” or “OTCO”) recognizes that Related Party Transactions can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company’s and its stakeholders’ best interests.

2.0 OBJECTIVE

The Objective of this Policy is to bring uniform practices relating to Related Party Transactions covering the process, methodology, arm’s length pricing, approval mechanism, disclosures and compliance with the provisions of the Companies Act 2013 and rules framed there under, Listing Regulations and the Transfer Pricing norms prescribed under the Income Tax Act, 1961 and Accounting Standards. Hence the Company seeks to formulate a robust Policy on Related Party Transactions to deal with the identification, review and approval of Related Party Transactions. This Policy is applicable to all Related Party Transactions entered by the Company as per the Companies Act, 2013 and the Listing Regulations.

3.0 DEFINITIONS

For the purposes of this policy, the following definitions apply: “Relative” as per the provisions of Section 2(77) of the Companies Act, 2013 means—

- (i) They are members of a Hindu Undivided Family;
- (ii) They are husband and wife; or

- (iii) One person is related to the other as under:
- a) Father h) Daughter b) Step-father i) Daughter's husband c) Mother
 - j) Brother d) Step-mother k) Step-brother e) Son l) Sister and f) Step-son
 - m) Step-sister g) Son's wife
- Policy on Related Party Transactions

“Related Party”:

a. As per Listing Regulations:

Related Party means a person or an entity:

- (i) which is a related party under section 2(76) of the Companies Act, 2013; or
- (ii) which is a related party under the applicable accounting standards.

b. As per The Companies Act, 2013

Related Party under section 2(76) of the Companies Act, 2013 and rules made there under are as follows-

- (i) A director or his relative;
- (ii) A key managerial personnel (KMP) or his relative;
- (iii) A firm, in which a director, manager or his relative is a partner;
- (iv) A private company in which a director or manager or his relative is a member or director;
- (v) A public company in which a director or manager is a director or holds along with his relatives, more than two per cent of its paid-up share capital;
- (vi) Any body corporate who's Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- (vii) Any person on 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;
- (viii) any company which is— (A) a holding, subsidiary or an associate company of such company; or (B) a subsidiary of a holding company to which it is also a subsidiary; and

(ix) A Director, other than an 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, Policy on Related Party Transactions

c. As per Accounting Standard 18:

(a) enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding companies, subsidiaries and fellow subsidiaries);

(b) associates and joint ventures of the reporting enterprise and the investing party or venturer in respect of which the reporting enterprise is an associate or a joint venture;

(c) individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;

(d) key management personnel and relatives of such personnel; and

(e) Enterprises over which any person described in (c) or (d) is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise and enterprises that have a member of key management in common with the reporting enterprise.

d. As per Section 40 A(2)(b) of Income Tax Act 1961:

i. The persons referred to in clause (a) of are the following, namely :—

ii. where the assessee is an individual - any relative of the assessee;

iii. where the assessee is a company, firm, association of persons or Hindu un-divided family - any director of the company, partner of the firm, or member of the association or family, or any relative of such director, partner or member;

iv. any individual who has a substantial interest in the business or profession of the assessee, or any relative of such individual;

v. a company, firm, association of persons or Hindu undivided family having a substantial interest in the business or profession of the

assessee or any director, partner or member of such company, firm, association or family, or any relative of such director, partner or member [or any other company carrying on business or profession in which the first mentioned company has substantial interest];

vi. a company, firm, association of persons or Hindu undivided family of which a director, partner or member, as the case may be, has a substantial interest in the business or profession of the assessee; or any director, partner or member of such company, firm, association or family or any relative of such director, partner or member; Policy on Related Party Transactions

vii. any person who carries on a business or profession,—

(A) where the assessee being an individual, or any relative of such assessee, has a substantial interest in the business or profession of that person; or

(B) where the assessee being a company, firm, association of persons or Hindu undivided family, or any director of such company, partner of such firm or member of the association or family, or any relative of such director, partner or member, has a substantial interest in the business or profession of that person.

Explanation

For the purposes of this sub-section, a person shall be deemed to have a substantial interest in a business or profession, if,—

(a) in a case where the business or profession is carried on by a company, such person is, at any time during the previous year, the beneficial owner of shares (not being shares entitled to a fixed rate of dividend whether with or without a right to participate in profits) carrying not less than twenty per cent of the voting power; and

(b) in any other case, such person is, at any time during the previous year, beneficially entitled to not less than twenty per cent of the profits of such business or profession.

“Related Party Transaction” means:

a. As per Listing Regulations

A related party transaction is a transfer of resources, services or obligations between a company and a Related Party, regardless of whether a price is charged.

A "transaction" with a related party shall be construed to include single transaction or a group of transactions in a contract.

b. As per Section 188 of the Companies Act, 2013

Any contract or arrangement with respect to the following shall be considered as a Related Party Transaction:

- sale, purchase or supply of any goods or materials;
- selling or otherwise disposing of, or buying, property of any kind;
- leasing of property of any kind;
- availing or rendering of any services;
- appointment of any agent for purchase or sale of goods, materials, services or property;
- appointment of a person to any office or place of profit in the company, its subsidiary company or associate company; and
- under writing the subscription of any securities or derivatives thereof of the Company

c. As per Section 177 of the Companies Act, 2013

- Any transaction or any subsequent modification of transactions of the Company with related parties.

“Related Party Transactions which are not in Ordinary Course of Business or not at an Arm’s Length”:

Pursuant to Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, except with the prior approval of the Company by a Resolution, the Company shall not enter into a transaction or transactions, if the Related Party Transactions are not in Ordinary Course of Business or not at an Arm's Length and exceeds the prescribed criteria as given below.

| SL No | Transaction or Contract or Arrangement with Related Party | Prescribed criteria for Related Party Transactions which are not in Ordinary Course of Business or not at an Arm's Length |
|--------------|---|--|
| 1 | Sale, purchases or supply of any goods or materials, services or property, directly or through appointment of agent | *The lower of the following: (i) exceeding 10% of the Turnover of the Company ; or (ii) Rs.100 Crore |
| 2 | Selling or otherwise disposing of, or buying services or property of any kind, directly or through appointment of agent | The lower of the following: (i) exceeding 10% of the Net Worth of the Company; or (ii) Rs.100 Crore |
| 3 | Leasing of property of any kind | *The lower of the following: i. exceeding 10% of the Net Worth of the company ; or ii. 10% of the Turnover of the company; or iii. Rs.100 Crore |
| 4 | Availing or rendering of any services, directly or through appointment of agent | *The lower of the following: (i) exceeding 10% of Turnover of the Company; or (ii) Rs.50 Crore |
| 5 | For appointment to any office or place of profit in the Company, its Subsidiary or Associate Company | Remuneration exceeding Rs.2,50,000/- per month |
| 6 | Remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company | Remuneration exceeding 1% of Net Worth of the Company |

*Applies to transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year

“Material Related Party Transactions”: As per Explanation to sub regulation (1) of Regulation 23 of the Listing Regulations, a Related Party Transaction shall be considered Material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited Financial Statements of the Company.

“Arms’ length transaction”: 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.

“Associate Company”: As per the Provisions of Section 2(6) of the Companies Act, 2013, Associate Company, in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

Explanation: For the purposes of this clause, “significant influence” means control of at least 20% of the total share capital, or of business decisions under an agreement.

“Holding Company”: as per the Provisions of Section 2(46) of the Companies Act, 2013, Holding Company, in relation to one or more companies means a company of which such companies are subsidiary companies.

“Key Managerial Personnel (KMP)” means

- (i) The Chief Executive Officer or the Managing Director or the Manager and in their absence the Whole-time Director;
- (ii) The Company Secretary and
- (iii) The Chief Financial Officer

“Net worth” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation;

“Office or place of profit”

Office or place of profit means any office or place:

(i) Where such office or place is held by a director, if the director holding it receives from the company anything by way of remuneration, over and above the remuneration to which he is entitled as director, by way of salary, fee, commission, perquisites, any rent free accommodation, or otherwise;

(ii) Where such office or place is held by an individual other than a director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise Policy on

“Ordinary Course of Business” Ordinary course of business shall include the usual transactions, customs and practices of the company, or transactions permitted by the Object Clause in the Memorandum of Association of the Company, or transactions that are considered while computing the business income / revenue / turnover of the Company as opposed to “income from other sources”.

“Subsidiary Company” as per the Provisions of Section 2(87) of the Companies Act, 2013 “subsidiary company” or “subsidiary”, in relation to any other company (that is to say the holding company), means a company in which the holding company—

(i) Controls the composition of the Board of Directors; or

(ii) Exercises or controls more than one-half of the total share capital either at its own or together with one or more of its subsidiary companies.

“Turnover” means the aggregate value of the realisation of amount made from the sale, supply or distribution of goods or on account of services rendered, or both, by the Company during a financial year.

POLICY ON RELATED PARTY TRANSACTIONS:

The broad Policy covering various aspects of review, approval mechanism and implementation is described below:

I) APPROVING AUTHORITY:

A. BY THE AUDIT COMMITTEE:

Under the Listing Regulations: All Related Party Transactions as per Listing Regulations shall require the prior approval of the Audit Committee at a Meeting of the Audit Committee or by Circulation.

Under the Companies Act, 2013:

Any transaction or any subsequent modification of transactions of the Company with related parties shall require the approval of the Audit Committee at a Meeting of the Audit Committee or by Circulation.

B. BY THE BOARD OF DIRECTORS:

Under the Listing Regulations:

All Material Related Party Transactions under the Listing Regulations which are subject to approval of the shareholders shall require the approval of the Board of Directors at a Meeting of the Board or by Circulation.

Under the Companies Act, 2013:

All “Related Party Transactions which are not in Ordinary Course of Business or not at an Arm’s Length” shall require the prior approval

of the Board of Directors at a Meeting of the Board and cannot be passed by Circulation.

C. BY THE SHAREHOLDERS:

Under the Listing Regulations:

All Material Related Party Transactions under the Listing Regulations shall require approval of the Shareholders' by means of a Resolution passed at a General Meeting or through Postal Ballot. 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.

Approval of shareholders is not required for any transaction entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

Under the Companies Act, 2013:

All "Related Party Transactions which are not in Ordinary Course of Business or not at an Arm's Length" and exceeding the prescribed criteria under Section 188 of the Companies Act, 2013 shall require prior approval of the Shareholders' by means of a Resolution passed at a General Meeting or through Postal Ballot.

In case of Wholly Owned Subsidiary, the Resolution passed by the Company shall be sufficient (for the Wholly Owned Subsidiary Company) for the purpose of entering into the transactions between the Wholly Owned Subsidiary and the Company.

II) APPROVAL PROCESS FOR TRANSACTIONS WITH RELATED PARTIES.

1. Omnibus Approval by the Audit Committee:

a. The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for making the omnibus approval which shall include the following, namely:-

(a) maximum value of the transactions, in aggregate, which can be allowed under the omnibus route in a year;

(b) the maximum value per transaction which can be allowed;

(c) extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;

(d) transactions which cannot be subject to the omnibus approval by the Audit Committee.

b. Transactions including modifications to the existing Transactions with Related Parties which are not material but repetitive in nature can be covered in the Omnibus Approval by the Audit Committee which requires the following information:

(i) name of the related party

(ii) nature of the transaction

(iii) period of transaction

(iv) maximum amount of transaction that can be entered into

(v) indicative base price / current contracted price and the formula for variation in the price if any and taxes (vi) payment security and payment terms

(vii) warranties and guarantees

(viii) justification for the arm's length nature of transaction and

(ix) Compliance under the Act, Listing Regulations and other legal aspects

Note: The above details should contain the required relaxation if any. For example, in case the Period of Transaction is 3 years and relaxation required is say 3 months, then the same should be mentioned in the particulars.

Related Party Transactions qualifying for Omnibus Approval will be as per the list approved by the Audit Committee.

c. Where the need for Related Party Transactions 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.

d. The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely: –

(a) repetitiveness of the transactions (in past or in future);

(b) justification for the need of omnibus approval. The Audit Committee shall satisfy itself on the need for omnibus approval for transactions of repetitive nature and that such approval is in the interest of the Company.

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

f. The Audit Committee shall review, at such intervals as the Audit Committee may deem fit, related party transaction entered into by the company pursuant to each of the omnibus approval made.

2. Specific Approval by the Audit Committee:

All the transactions that are identified as Related Party Transactions under the scope of this Policy and not covered under Omnibus Approval mechanism, shall be placed before the Audit committee for approval with the relevant material information of the Related Party Transaction, covering:

(i) name of the related party

(ii) nature of the transaction

(iii) period of transaction

(iv) amount of transaction that can be entered into

(v) price and the formula for variation in the price if any and taxes

(vi) payment security and payment terms

(vii) warranties and guarantees

(viii) justification for the arm's length nature of transaction and

(ix) Compliance under the Act, Listing Regulations and other legal aspects

Note: The above details should contain the required relaxation if any. For example, in case the Period of Transaction is 3 years and

relaxation required is say 3 months, then the same should be mentioned in the particulars.

3. Approval by the Board and Shareholders:

In case of “Related Party Transactions which are not in Ordinary Course of Business or not at an Arm’s Length” and exceeds the prescribed criteria under Section 188 of the Companies Act, 2013 and in case of Material Related Party Transactions, the following Policy information shall be given in the explanatory statement forwarded to Shareholders after the approval of the Board:

- a. Name of the Related Party
- b. Name of the Director or Key Managerial Personnel who is related, if any
- c. Nature of relationship
- d. Nature, material terms, monetary value and particulars of the contract or arrangement
- e. Any other information relevant or important for the members to take a decision on the proposed resolution

III) REVIEW OF RELATED PARTY TRANSACTIONS

a) The Audit Committee shall review, at least on a quarterly basis, the details of the Related Party Transactions entered into by the Company pursuant to each of the Omnibus Approval given, with the following details:

- (i) name of the related party
- (ii) nature of the transaction
- (iii) period of transaction
- (iv) amount of transaction
- (v) price details and taxes
- (vi) payment security and payment terms
- (vii) warranties and guarantees
- (viii) justification for the arm’s length nature of transaction and
- (ix) Compliance under the Act, Listing Regulations and other legal aspects

b) A statement of Related Parties of the Company shall be reviewed by the Audit Committee on quarterly basis (This is required as per Accounting Standard 18).

c) A statement of all Related Party Transactions shall be reviewed by the Audit Committee on quarterly basis (This is required as per Accounting Standard 18).

5.0 AMENDMENT TO THE POLICY

The Audit Committee shall review on an annual or periodic basis this Policy and advise changes if any required from time to time in line with the latest law and considering the nature of related party transactions to be entered into by the Company. Any change to this Policy requires approval of the Board of Directors.

6.0 IMPLEMENTATION

This Policy shall be effective from October 01, 2014.

7.0 DISCLOSURE

The particulars of contracts or arrangement with related parties referred in section 188(1) of the Companies Act 2013 should be disclosed in the Directors Report in the prescribed format.

The particulars of contracts or arrangement with related parties as per the Accounting Standards should be disclosed in the Financial Statements in the prescribed format.

Details of all material transactions with the Related Parties should be disclosed to the Stock Exchanges on quarterly basis along with the Corporate Governance Compliance Report.

The Company shall disclose the policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report.

8.0 APPLICABILITY OF LAW

The provisions of the Companies Act, 2013 and rules made there under and the Listing Regulations (including any amendment thereto from time to time), Accounting Standards, Income Tax Act, 1961 to the extent applicable, shall also apply in addition to this Policy from time to time.
