



Digicontent Limited
(formerly HT Digital Ventures Limited)

**POLICY ON MATERIALITY OF AND DEALING WITH
RELATED PARTY TRANSACTIONS**

1.0 OBJECTIVE

- 1.1 This Policy may be called the '*Policy on materiality of and dealing with Related Party Transactions*' (hereinafter referred to as '**the Policy**').
- 1.2 The Policy is framed in accordance with and to comply with the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as '**Listing Regulations**').
- 1.3 The Policy has been approved by the Board of Directors (hereinafter referred to as '**the Board**') of Digicontent Limited (hereinafter referred to as '**the Company**') at its meeting held on 18th April, 2019 and is applicable upon listing of equity shares of the Company on stock exchanges.

2.0 DEFINITIONS

- 2.1 "**Audit Committee**" means the committee of Directors constituted u/s 177 of the Companies Act, 2013 and Listing Regulations.
- 2.2 "**Board**" means the Board of Directors of the Company.
- 2.3 "**Act**" means Companies Act, 2013 and rules made thereunder, as amended from time to time.
- 2.4 "**Key Managerial Personnel**" means the person(s) appointed as such under Section 203 of the Act and/or person(s) covered under applicable Accounting Standard.
- 2.5 "**Related Party**" shall have the meaning ascribed to the term in Regulation 2(1)(zb) of the Listing Regulations.
- 2.6 "**Related Party Transaction**" shall have the meaning ascribed to the term in Regulation 2(1)(zc) of the Listing Regulations and/or Section 188 of the Act, as amended from time to time.

3.0 PROCEDURE

3.1 Identification of Related Party

- 3.1.1 On the basis of criteria prescribed under the Act and/or Listing Regulations, and also as per the declarations/disclosures furnished by Directors and Key Managerial Personnel, the list of Related Parties shall be compiled, which shall be updated from time to time.

3.2 Review and approval of Related Party Transactions

- 3.2.1 Unless otherwise provided in the Act and Listing Regulations, all Related Party Transactions shall require prior approval of the Audit Committee.
- 3.2.2 Audit Committee shall be provided all relevant and material information on proposed Related Party Transactions, including the terms thereof, business case, justification of arm's length terms etc. Basis this, the Audit Committee could either approve or reject a proposed Related Party Transaction. It is clarified that any modification/renewal of an existing Related Party Transaction shall also require prior approval of Audit Committee.
- 3.2.3 The Audit Committee may grant omnibus approval to one or more proposed Related Party Transactions except selling or disposing of undertaking of the Company, which are of repetitive nature and where exact volume or price of the transaction cannot be ascertained at the time of approval.

The omnibus approval shall be subject to the following conditions:-

- a) The Audit Committee shall satisfy itself about the need for such omnibus approval and that such approval is in the interest of the Company;
- b) Such omnibus approval shall specify (i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transaction that shall 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 the transaction value not exceeding Rs.1 crore per transaction.

- c) Audit Committee shall review, on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each omnibus approval.
 - d) 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.
- 3.2.4 Where a proposed Related Party Transaction is 'Material Related Party Transaction' in terms of Clause 4.1 hereinbelow, it shall also require prior approval of the shareholders and no Related Parties shall vote to approve the proposed transaction, irrespective of whether they are party to the particular transaction or not.
- 3.2.5 Where a proposed Related Party Transaction is not in the ordinary course of business of the Company and/or on arm's length basis; and also exceeds the limits set-out in Rule 15(3) of Companies (Meeting of Board and its Powers) Rules, 2014, prior approval of the shareholders shall be sought; and all Related Parties (in the context of that particular contract or arrangement) shall not vote to approve such contract or arrangement.
- 3.2.6 In the event the Audit Committee decides to put up a Related Party Transaction before the Board, or if the Board *suo-moto* elects to review any Related Party Transaction or it is mandatory for the Board to accord prior approval of the particular Related Party Transaction

under the Act and/or Listing Regulations, then the process set forth in Clause 3.2.2 above shall apply *mutatis-mutandis* to the process of review/approval by the Board, subject to such exceptions as may be necessary or appropriate under the circumstances.

3.2.7 The Related Party Transactions entered into by the Company shall be subject to *post-facto* review by the Audit Committee on quarterly basis.

4.0 MATERIALITY OF RELATED PARTY TRANSACTIONS

4.1 Unless otherwise provided in Listing Regulations, 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 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Provided that, in terms of Regulation 23(1A) of the Listing Regulations, 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, exceeds 5% (or any other limit prescribed by the Listing Regulations, from time to time) of the annual consolidated turnover as per the last audited financial statements of the Company.

5.0 RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THE POLICY

5.1 In the event the Company becomes aware of any Related Party Transaction that required to be approved under the Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the said Related Party Transaction, if so require. The Audit Committee may examine the facts and circumstances of the case and take such action as it deems appropriate considering the applicable provisions/ regulations of the Act read with rules made there under and Listing Regulations respectively.

6.0 GENERAL PRINCIPLES

6.1 CFO is authorized to issue guidelines/instructions for implementation of the Policy from time to time, and his interpretation on the Policy shall be final.

7.0 DISCLOSURE OF RELATED PARTY TRANSACTIONS

7.1 Particulars of Related Party Transactions shall be disclosed in such manner as may be prescribed under Listing Regulations, the Act (including rules made there under), from time to time.

7.2 The Company shall host the Policy on its website and a web-link thereto shall be provided in the Annual Report.

7.3 The Policy will be hosted on the intranet for dissemination of contents thereof, to the concerned persons.