

**OMEGA INTERACTIVE TECHNOLOGIES LIMITED**

**POLICY ON RELATED PARTY TRANSACTIONS & MATERIALITY OF RELATED PARTY TRANSACTIONS**

This policy was formulated in compliance of provisions of Regulation 23 of the Amended Listing Regulations 2015.

With the notification of SEBI (Listing Obligations and Disclosure Regulations) Regulations 2015 (hereinafter referred as “LODR Regulations”) on 2<sup>nd</sup> September, 2015, effective from 1<sup>st</sup> December, 2015, the Company has amended its Policy in line with aforementioned Regulations.

**Definitions:-**

1. **“Related Party”** with reference to a Company, shall have the same meaning as defined in Section 2(76) of the Companies Act, 2013 read with Rule 3 of the Companies (Specification of definition details) Rules, 2014 and also as given in Regulation 2(zb) of Chapter 1 of the LODR Regulations, 2015.
2. **“Related Party Transaction”** means:-
  - a) For the purpose of the Act, specified transactions mentioned in clause (a) to (g) of subsection (1) of Section 188 of the Companies Act, 2013.
  - b) For the purpose of LODR Regulations, as given in Regulation 2(zc) of Chapter 1 of the LODR Regulations, 2015.
3. **“Material Related Party Transaction”** refers to such transaction(s), to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

❖ **Company’s Policy on Related Party Transactions:-**

A. The Company shall enter into transactions with related parties only if such transactions are:

- a. in the Ordinary Course of business and on arm’s length basis.

b. duly approved by the Audit Committee.

B. In cases where the transactions are not in the ordinary course of the Company’s business although below the threshold limit provided under proviso to sub-section (1) of Section 188 of the Companies Act, 2013, the Company shall enter into transactions with related parties only if

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such transactions are duly approved by the Audit Committee & the Board of Directors at a duly convened meeting.

C. In cases where the transactions to be entered into, exceeds the aforesaid threshold limits, then the Company shall comply with the provisions of the Companies Act, 2013 and the Rules framed thereunder and shall be entered into, only after prior approval of the shareholders for such transactions with related parties.

D. The Audit Committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approval given. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

❖ **Company's Policy on Material Related Party Transactions**

In determining whether the transaction is "material" or not, regard shall be had to the requirements of Regulation 23 of SEBI (LODR), 2015.

All material related party transactions, other than those with Exempted Wholly Owned Subsidiaries will be placed for approval of the shareholders of the Company. A transaction with a related party is considered material if the transaction / transactions to be entered into, either individually or taken together with previous transactions with such related party during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

❖ **Amendment to the Policy**

The Board of Directors may review and amend this policy from time to time subject to the review of Audit Committee.

Place: Mumbai

Sd/-  
Biswanath Sarkar  
(Compliance Officer)