

## POLICY ON RELATED PARTY TRANSACTIONS

### **PREAMBLE**

The Company is committed to practicing the maximum transparency in the conduct of Related Party Transactions in sync with its corporate governance philosophy based on the objective of continuing ethical conduct in fulfilling its responsibilities and recognizes that Related Party Transactions can present a risk of actual or apparent conflicts of interest of the Directors, Senior Management etc. with the interest of the Company.

The Board of Directors (the "Board") of Scanpoint Geomatics Limited (the Company) has adopted the following policy on Related Party Transactions to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable to the Company.

### **OBJECTIVE**

This policy is framed as per the requirement of regulation 23 of Securities and exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and in accordance with the provisions of Section 188 of the Companies Act, 2013 read with The Companies (Meetings of Board and its Powers) Rules, 2014. Related Party Transaction (RPT) transactions are appropriate only if they are in the best interest of the Company and its stakeholders in addition to being in conformity with the applicable laws. The Company is required to disclose each year in the Financial Statements RPT as well as the policy concerning RPT. There being two sets of regulations governing RPT and the Company being a listed entity, more stringent of the two shall be adhered to in the conduct of RPT by the Company.

Policy has been designed to ensure the transparency of approval process and disclosures requirements for fairness in the conduct of RPT in accordance with the applicable laws. This policy shall supplement the Company's practices applicable to or involving the transactions with related persons. Further, the Board may amend this policy from time to time as may be required.

The Audit Committee of Directors ('Audit Committee'), shall review, approve and where permitted ratify Related Party Transactions based on this Policy in terms of the requirements under the above regulatory provisions as applicable.

## APPLICABILITY

This Policy shall come into force with effect from 30<sup>th</sup> May, 2015 and shall be applicable to transactions made with:-

- (a) Board of Directors & their Relatives
- (b) Key Managerial Personnel (KMP) of the Company and their Relatives, and
- (c) Other Related Parties, as defined hereinafter.

## DEFINITIONS

**"Audit Committee or Committee"** means Committee of Board of Directors of the Company constituted under the provisions of Companies Act, 2013 and LODR Regulations.

**"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. (Section 188 of the Companies Act, 2013)

**"Board of Directors"** or **"Board"** in relation to a Company, means the collective body of Directors of the Company. (Section 2(10) of the Companies Act, 2013)

**"Control"** includes the 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:

Provided that a director or officer of a target company shall not be considered to be in control over such target company, merely by virtue of holding such position; [As per SEBI (Substantial Acquisition and Take Over) Regulations, 2011]

**"Key Managerial Personnel"** means, [Section 2(51) of the Companies Act, 2013]

- (i) Managing Director;
- (ii) Chief Executive Officer or manager;
- (iii) Whole- time director;
- (iv) Chief Financial Officer; and
- (v) Company Secretary

**"Material Related Party Transaction"** means a transaction with a related party if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ten percent of the annual consolidated turnover of the Company as per its latest audited financial statements. (Regulation 23 of LODR Regulations)

"**Policy**" means Related Party Transaction Policy.

"**Related Party**" means related party as defined in regulation 2(zb) of LODR Regulations and section 2(76) of the Companies Act, 2013.

"**Related Party Transaction**" means transfer of resources, services or obligations between the Company and a related party, regardless of whether a price is charged and a 'transaction' with a related party shall be construed to include a single transaction or a group of transactions in a contract. (Regulation 23 of LODR Regulations)

"**Relative**" means relative as defined under regulation 2(zd) of LODR Regulations and section 2(77) of the Companies Act, 2013.

## **POLICY**

### **1. Broad Principles**

1.1 Any transaction with the related parties will be governed by the following broad principles:

- Globally distributed Delivery Model
- The sub-contracting will happen where skills and Intellectual Property are available
- Geography to which delivery to be made will also be taken into account while sub-contracting.
- The transactions can be either from Parent Company to Subsidiary Company(ies) and vice versa and also among the Group Companies.
- Price at arm's length - transfer pricing rules and regulations will apply.

1.2 All Related Party Transactions must be referred to Audit Committee for prior approval by the Committee in accordance with this Policy.

1.3 Audit committee may grant omnibus approval for related party transactions proposed to be entered into by the listed entity subject to the following conditions, namely-

- 1.3.1 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;
- 1.3.2 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

- 1.3.3 the omnibus approval shall specify:
- a. the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,
  - b. the indicative base price / current contracted price and the formula for variation in the price if any; and
  - c. 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 their value not exceeding rupees one crore per transaction
  - d. the audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity pursuant to each of the omnibus approvals given.
  - e. such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year

## **2. Identification of Potential Related Party Transactions**

Each Director and Key Managerial Personnel is responsible for providing notice to the Board or Audit Committee of any potential Related Party Transaction involving him or her or his or her relative, including any additional information about the transaction that the Board / Audit Committee may reasonably require. Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with the Policy.

The Company strongly advocates receipt of such notice of any potential Related Party Transaction well in advance so that the Audit Committee/Board has adequate time to obtain and review information about the proposed transaction.

## **3. What is not a Related Party Transaction? (Transactions that are exempted)**

The transaction entered into by the company is:

In ordinary course of business (this is not a defined term in the Act and will have to be interpreted on a case to case basis) i.e. a business as stated in main object(s) clause of the Memorandum of Association of the company and should be a business which is usual or customarily carried on by the company at regular intervals; but on the contrary LODR Regulations does not specify any exemption for Related Party Transactions entered in ordinary course of business; and

On arm's length basis i.e. a transaction between two related parties that is conducted as if they were unrelated or in other words at competitive market rates prevailing, so that there

is no conflict of interest. The price and other terms in the contract with the Related Party are to be similar as would be applicable to any third party.

However, in both the above circumstances a proof / evaluation is required to affirm that the transaction is not RPT. This would need to be consistent with domestic transfer pricing requirements as well under the Income Tax Act, 1961.

## **PROHIBITIONS RELATED TO RELATED PARTY TRANSACTIONS**

As per regulation 23(4) of LODR regulations, all material related party transactions shall require approval of shareholders through a resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

In addition to the above, all kinds of transactions specifies in section 188 of the Companies Act, 2013 which (a) are not in ordinary course of business and arm's length basis; and (b) exceeds the threshold laid down in the Companies (Meetings of Board and its Powers) Rules, 2014 shall be placed before shareholders for their approval.

Notwithstanding the foregoing, the following related party transactions shall not require approval of the audit committee or Board or shareholders:

- (i) Any transaction at involves the providing of compensation to a Director or KMP in connection with his her duties to the Company or any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- (ii) Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all the holders of such securities receive the same benefits pro rata as the Related Party.

## **RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY**

In the event the Company becomes aware of a transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Committee. The Committee shall consider all of 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 Related Party Transaction. The Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Committee under this Policy, and shall take such action it deems appropriate.

In any case, where the Committee decides not to ratify a Related Party Transaction that has been commenced without approval, the Committee, as appropriate, may direct

additional actions including, but not limited to, immediate discontinuation or rescission of the transaction. In connection with any review of a Related Party Transaction, the Committee has the authority to modify or waive any procedural requirements of this Policy.

## **REPORTING REQUIREMENTS**

The Company shall report in the Annual Report, the material related party transactions that required the approval of the Board and shareholders with along with other particulars of such transactions.

## **REVIEW**

The policy shall be reviewed by the Audit Committee and the Board, from time to time as may be necessary.

This Policy will be communicated to all related parties, operational employees and other concerned persons of the Company and also uploaded on the web site of the Company.