

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

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1. Introduction and Background

Infomedia Press Limited (the “Company” or “Infomedia”) 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. Scope & Inclusion

This Policy sets definition of materiality of related party transactions, definition of material modification in related party transactions and dealing with related party transactions.

3. Terms and References

3.1 Related Party Transaction

“Related Party Transaction” means related party transaction as defined under Regulation 2 (1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”).

3.2 Related Party Transaction(s) of the Company

Related Party Transaction(s) where the Company is a party to the transaction(s) / contract(s) / arrangement(s) with a related party.

3.3 Materiality of Related Party Transaction(s)

3.3.1 Contracts / arrangements with a related party shall be considered as material related party contracts / arrangements if the transaction(s) to

be entered into individually or taken together with previous transactions during a financial year under such contracts / arrangements exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of the Company as per the last audited financial statement, whichever is lower, or such sum or limit as may be prescribed under the Listing Regulations.

- 3.3.2 A transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statement of the Company, or such sum or limit as may be prescribed under Listing Regulations, as amended from time to time.

3.4 Material Modifications

Material modifications in relation to the Related Party Transaction(s) shall mean any change / variation / modification in an existing related party transaction / contract / arrangement, the financial effect of which is an increase in the per annum value of the relevant related party transaction / contract / arrangement by 10% or rupees five crore, whichever is higher.

All other terms and references used but not defined herein shall have the same meaning as is assigned to them under the Companies Act, 2013 ('Act'), the Listing Regulations and rules, regulations, notifications and circulars issued thereunder.

4. Policy

- 4.1 All Related Party Transaction(s) shall be entered on arms' length basis.
- 4.2 In exceptional circumstances, where permitted by law, Related Party Transactions(s) may deviate from the principle of arm's length, after approval from Audit Committee, and the Board of Directors, as the case may be.
- 4.3 All Related Party Transaction(s) of the Company shall be in compliance with the provisions of the Act, Listing Regulations and applicable Accounting Standards as amended from time to time.
- 4.4 All domestic related party contracts / arrangements shall, wherever applicable, comply with Domestic Transfer Pricing Requirement under section 92BA of Income Tax Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.
- 4.5 All international related party contract / arrangements shall comply with International Transfer Pricing Requirement under section 92B of Income Tax

Act, 1961 including certification from independent accountants under the Transfer Pricing Regulations.

5. Approval

All Related Party Transaction(s) of the Company and subsequent Material Modifications thereto, shall require prior approval of the Audit Committee, and shall also be subject to approval by the Board of Directors or the Shareholders of the Company, as the case may be, if required under the provisions of the Act and / or the Listing Regulations.

6. Amendment

Any subsequent amendment / modification in the Listing Regulations or the Act or any other governing Act/ Rules/ Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Policy.

7. Review

This policy will be reviewed as and when required, but at least once in three years.

[This Policy was approved by the Board of Directors at its meeting held on January 14, 2015 and modified on October 9, 2018, July 17, 2021 and May 2, 2022.]