

**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 and dealing with related party transactions.

3. Terms and References

3.1 Materiality of related party transactions

Contracts / arrangements with a related party shall be considered as "material related party contracts / arrangements" if the transactions to be entered into individually or taken together with previous transactions during a financial year under such contracts / arrangements exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statement or such as may be prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended from time to time.

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, exceed two percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or such as may be prescribed under Listing Regulations as amended from time to time.

4. Policy

- 4.1 All related party contracts / arrangements shall be entered on arms' length basis.
- 4.2 In exceptional circumstances, where permitted by law, related party contracts / arrangements may deviate from the principle of arm's length, after approval from Audit Committee, Board of Directors or Shareholders, as the case may be
- 4.3 All related party contract / arrangements shall comply with the Companies Act, 2013 Listing Regulations and applicable Accounting Standards As amended from time to time.
- 4.6 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.
- 4.7 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.
- 4.8 Approval of Audit Committee shall be taken for related party contracts / arrangements as required under the Companies Act, 2013 and Listing Regulations. The Audit Committee is empowered to fix the criteria for omnibus approval.