

UNIVERSUS PHOTO IMAGINGS LIMITED
POLICY ON RELATED PARTY TRANSACTION

This Policy is framed pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], as amended from time to time.

The words and expressions used but not defined in this Policy, shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations or any other applicable law or regulation, as amended from time to time.

Universus Photo Imagings Limited (The Company) shall not enter into contracts or arrangement with a related party without the prior approval of the Audit Committee. All subsequent material modification to such contracts or arrangement shall also require prior approval of the Audit Committee. For administrative convenience, the Audit Committee would provide omnibus approval annually for estimated value of transactions with each specified related party for any transaction individually or taken together with previous transaction(s) during a financial year not exceeding ten percent of the annual consolidated turnover of the company as per the last audited financial statements. On a quarterly basis, the Audit Committee shall review transactions conducted with related parties under the contracts or arrangements including modifications to existing contracts or arrangements, if any, with related parties vis-à-vis omnibus approval provided earlier, and consider approval.

The Audit Committee shall approve a related party transaction to which the subsidiary of a listed entity is a party, but the listed entity is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary. The Audit Committee may grant omnibus approval for related party transactions proposed to be entered into by subsidiaries of the Company and shall review the same on a quarterly basis, in accordance with Regulation 23 of SEBI Listing Regulations.

All 'material' related party transactions and subsequent material modification to such transaction will be placed for the approval of the shareholders of the Company. A transaction with the related party shall be considered 'material' if the transaction/ transactions to be entered, either individually or taken together with previous transactions with such related party during financial year, exceeds ten percent of annual consolidated turnover as per last audited financial statements of the company or rupees one thousand crore, whichever is lower.

Transactions 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 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 statements.

Change in scope of contract due to addition/reduction of distinct goods or services, resulting in an increase/decrease in the value of contract by 25% of annualized contract value or rupees 50 crore whichever is higher will be considered as material modification.

Transactions with wholly owned subsidiaries and between wholly owned subsidiaries are exempt for all approvals provided they are in ordinary course of business and at arm's length.

In the event such contract or arrangement is not in the ordinary course of business or at arm's length, the Company shall comply with the provisions of the Companies Act, 2013 and rules framed there under and obtain approval of the Board or its shareholders, as applicable, for such contract or arrangement.

'Arm's length transaction' has been defined to mean a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

All transactions involving transfer of resources, services, or obligations between a company or any of its subsidiary and a related party or any of its subsidiary or any other person/entity the purpose and effect of which would benefit, related party or any of its subsidiary regardless of whether a price is charged or not, are considered related party transactions as per SEBI Listing Regulations.

The members of the Audit Committee, who are Independent Directors, may ratify related party transactions within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to such conditions as mentioned in sub-regulation (2) of Regulation 23 of SEBI Listing Regulations.

Company shall not give any loan/advance/guarantee directly or indirectly to any director, director of holding company, or any partner or relative of any such director and anybody corporate in which he or his relatives are interested subject to conditions laid down by the Companies Act 2013 and rules framed there under. Company shall not directly or indirectly give loan or give any guarantee or security in connection with loan to any person or body corporate exceeding prescribed limits. However, such restrictions would not apply to transactions with wholly owned subsidiaries.

Contracts or arrangements approved not in the ordinary course of business or at arm's length shall be disclosed in the Board's report along with justification for entering such contract or arrangement. Company shall maintain a register of such contracts and disclose transactions with related parties in its annual report and material related party transactions in corporate governance report.

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.