

RETINA PAINTS LIMITED

RELATED PARTY TRANSACTION POLICY

APPLICABILITY AND EFFECTIVE DATE

This Policy is called “Related Party Transaction Policy (“Policy”) and will be applicable to the Company from 01st January 2023.

SCOPE

This Policy is framed based on requirements of LODR and the provisions of Section 188 of the Companies Act, 2013 (Act).

DEFINITIONS

"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.

“Related Party” means as defined under the Companies Act, 2013 and applicable Accounting standards.

"Related Party Transaction" means transaction in the nature of contract or arrangement involving transfer of resources, services or obligations between the Company and the Related Party, regardless of whether a price is charged.

Audit Committee:

All Related Party Transactions shall be subject to the prior approval of the Audit Committee whether at a meeting or by resolutions by circulation. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to

be entered into with the Company which are repetitive in nature and are in the ordinary course of business and at Arm's Length basis, subject to compliance of the conditions contained in LODR.

Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval shall not require prior approval of the Audit Committee.

Board:

If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case decides to review any such matter on its own or it is mandatory under any law for the Board to approve the Related Party Transaction, then the Board shall consider and approve the Related Party Transaction and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Shareholders:

All the material Related Party Transactions shall require approval of the shareholders through special resolution and the Related Party with whom transaction is to be entered shall abstain from voting on such resolution.

MATERIAL RELATED PARTY TRANSACTIONS

A transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the consolidated annual turnover as per the last audited financial statements of the Company.

RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event of the Company becoming 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 Audit Committee. The Audit 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 may examine the facts and circumstances of the case and take any such action it deems appropriate.

DISCLOSURES

Details of all material transactions with Related Parties shall be disclosed to stock exchanges quarterly along with the compliance report on corporate governance. The Company shall disclose the policy on dealing with Related Party Transactions on its website and web-link shall be provided in the Annual Report.