



CATVISION LIMITED

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

1. PREAMBLE

This Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions (“Policy”) has been framed in accordance with the provisions of:

- Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”);
- Companies Act, 2013 read with Rules made thereunder;
- Applicable Accounting Standards;
- SEBI Circulars, Notifications and Clarifications issued from time to time.

This Policy is intended to ensure proper approval, disclosure and reporting of transactions between the Company and its Related Parties and to ensure transparency, fairness, accountability and protection of minority shareholders’ interests.

This Policy shall be applicable to Catvision Limited (“Company”) and its subsidiaries.

2. OBJECTIVE OF THE POLICY

The objective of this Policy is to:

- a) regulate transactions between the Company and its Related Parties;
- b) ensure that Related Party Transactions are conducted in the ordinary course of business and on arm’s length basis;
- c) establish approval and reporting mechanisms for Related Party Transactions;
- d) comply with the provisions of Companies Act, 2013 and SEBI LODR Regulations;
- e) ensure proper disclosure and transparency of Related Party Transactions;
- f) define materiality thresholds for Related Party Transactions;
- g) safeguard interests of minority shareholders.



3. DEFINITIONS

3.1 “Act”

Means the Companies Act, 2013 and Rules framed thereunder, including any statutory modification(s), amendment(s), re-enactment(s) thereof.

3.2 “Applicable Law”

Means the Companies Act, 2013, SEBI LODR Regulations, Accounting Standards and all other applicable laws, rules, regulations and guidelines.

3.3 “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.

3.4 “Audit Committee”

Means the Audit Committee constituted by the Board of Directors of the Company under applicable laws.

3.5 “Board”

Means Board of Directors of Catvision Limited.

3.6 “Key Managerial Personnel” or “KMP”

Shall have the meaning assigned under Section 2(51) of the Companies Act, 2013.

3.7 “Material Related Party Transaction”

A transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds:

- Rs. 1,000 Crore; or
- 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company,

whichever is lower.

3.8 “Material Modification”

Material Modification means any modification to an existing Related Party Transaction having variance exceeding:

- 20% of the originally approved transaction value; or
- such threshold as may be determined by the Audit Committee from time to time.



3.9 “Ordinary Course of Business”

Means the usual transactions, customs and practices undertaken by the Company in the normal course of business operations and activities.

3.10 “Related Party”

Shall have the meaning assigned to it under:

- Section 2(76) of the Companies Act, 2013;
- Regulation 2(1)(zb) of the SEBI LODR Regulations;
- Applicable Accounting Standards.

3.11 “Related Party Transaction” or “RPT”

Shall have the meaning assigned under Regulation 2(1)(zc) of the SEBI LODR Regulations and shall include:

- a) transactions involving transfer of resources, services or obligations between:
 - the Company and a Related Party;
 - the Company and any other person/entity for the benefit of a Related Party;
 - a subsidiary and a Related Party;
 - a subsidiary and any other person/entity for the benefit of a Related Party.
- b) transactions irrespective of whether a price is charged.

3.12 “Relative”

Shall have the meaning assigned under Section 2(77) of the Companies Act, 2013 and Rules made thereunder.

3.13 “Subsidiary”

Shall have the meaning assigned under the Companies Act, 2013 and SEBI LODR Regulations.

4. POLICY

All Related Party Transactions shall:

- be in the ordinary course of business;
- be on arm’s length basis;
- comply with Applicable Laws;
- be approved in accordance with this Policy;
- be in the best interest of the Company and its shareholders.

The Company shall not enter into any Related Party Transaction which is prejudicial to the interests of the Company or minority shareholders.



5. IDENTIFICATION OF RELATED PARTIES AND RELATED PARTY TRANSACTIONS

The Company shall identify Related Parties as per applicable laws and maintain an updated database of Related Parties.

Every Director and KMP shall disclose information relating to Related Parties in the prescribed format periodically and whenever there is any change.

The Company Secretary and Finance Department shall maintain a list of Related Parties and Related Party Transactions.

6. REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

6.1 Approval of Audit Committee

All Related Party Transactions and subsequent Material Modifications shall require prior approval of the Audit Committee.

The Audit Committee shall review the following while approving a Related Party Transaction:

- name of the Related Party;
- nature and duration of transaction;
- material terms and conditions;
- value of transaction;
- business rationale;
- arm's length nature;
- ordinary course of business determination;
- benefit to the Company;
- impact on independence of directors and minority shareholders.

The Audit Committee may seek external professional opinion if deemed necessary.

6.2 Omnibus Approval by Audit Committee

The Audit Committee may grant omnibus approval for repetitive Related Party Transactions subject to the following:

- a) criteria for granting omnibus approval shall be laid down by the Audit Committee;
- b) omnibus approval shall specify:
 - name of the Related Party;
 - nature of transaction;
 - period of transaction;



- maximum amount of transaction;
 - indicative base price/current contracted price;
 - formula for variation in price, if any.
- c) Audit Committee shall review Related Party Transactions approved under omnibus approval at least on a quarterly basis.

Such omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval thereafter.

Omnibus approval shall not be granted for:

- transactions involving disposal of undertaking;
- transactions which are not repetitive in nature;
- transactions involving significant governance concerns.

6.3 Approval of Board of Directors

Where required under applicable laws, Related Party Transactions shall also require approval of the Board of Directors.

Any Director interested in a Related Party Transaction shall abstain from discussion and voting on the matter.

6.4 Approval of Shareholders

All Material Related Party Transactions and Material Modifications shall require prior approval of shareholders through resolution.

No Related Party shall vote to approve such resolution irrespective of whether such Related Party is a party to the transaction or not.

The explanatory statement to the notice shall contain disclosures as prescribed under applicable laws.

7. RELATED PARTY TRANSACTIONS OF SUBSIDIARIES

The Audit Committee shall review and approve Related Party Transactions of subsidiaries in accordance with SEBI LODR Regulations.

Prior approval of Audit Committee shall be required for:

- transactions of a subsidiary with a Related Party;
- transactions where the Company is not a party but the value exceeds thresholds prescribed under SEBI LODR Regulations.

Material Related Party Transactions of subsidiaries shall require shareholder approval where applicable.



8. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a Related Party Transaction not approved in accordance with this Policy, the matter shall be reviewed by the Audit Committee.

The Audit Committee may:

- ratify the transaction;
- revise the transaction;
- terminate the transaction;
- recommend corrective actions.

The Audit Committee shall consider all relevant facts and circumstances while reviewing such transactions.

9. CRITERIA FOR DETERMINING ARM'S LENGTH BASIS

For determination of arm's length basis, the Audit Committee may consider:

- comparable market prices;
- industry benchmarks;
- independent third-party quotations;
- transfer pricing guidelines;
- valuation reports;
- professional opinions.

The Company may obtain external expert opinion wherever necessary.

10. DISCLOSURES

The Company shall make disclosures of Related Party Transactions as required under:

- Companies Act, 2013;
- SEBI LODR Regulations;
- applicable Accounting Standards.

The Company shall:

- a) disclose Related Party Transactions to Stock Exchanges in prescribed format on half-yearly basis;
- b) disclose this Policy on the website of the Company;
- c) provide web-link of the Policy in Annual Report;
- d) maintain registers of contracts and arrangements with Related Parties.



11. ROLE OF COMPANY SECRETARY

The Company Secretary shall:

- assist the Audit Committee in implementation of this Policy;
- maintain records of Related Party Transactions;
- ensure disclosures and filings;
- periodically review compliance framework;
- update regulatory amendments.

12. REVIEW OF POLICY

The Audit Committee and Board may review this Policy periodically and amend the same from time to time to ensure compliance with applicable laws and amendments.

Any amendment in Applicable Laws shall automatically apply to this Policy.

13. INTERPRETATION

Any words used in this Policy but not defined herein shall have the meaning assigned under the Companies Act, 2013, SEBI LODR Regulations or other Applicable Laws.

In case of any inconsistency between this Policy and Applicable Laws, the provisions of Applicable Laws shall prevail.

14. EFFECTIVE DATE

This revised Policy shall come into effect from the date of approval by the Board of Directors of the Company.

Approved by the Board of Directors in its Board Meeting held on 28-05-2026

CATVISION LIMITED