

PERFECT OCTAVE MEDIA PROJECTS LIMITED

Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions

(pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Status

Pursuant to Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulation) the board at its meeting held on 11th February 2016 had approved a policy on Materiality of Related Party Transaction dated 9th November 2021, has notified certain amendments effective thereby requiring a listed entity to make amendments to the policy. In supersession of the existing Policy, the Policy on Materiality of Related party Transactions is accordingly being revised as under with effect from 1st April 2022:

2. Policy

- A. All Related Party Transactions (RPTs) of the company covered under Companies Act, 2013 and Regulation 23 of the SEBI LODR Regulations will be approved by the Audit Committee of the Board from time to time.
- B. Consent of the Board and the Shareholders would be taken in respect of all RPTs, except in the following cases:
 - i. Where the transactions are below the threshold limits specified in the Companies Act 2013 & Rules thereunder or the SEBI LODR Regulations, as may be applicable; or
 - ii. Where the transaction are entered into by the company in its ordinary course of business and are on an arms' length basis; or
 - iii. Payment made with respect to brand usage or royalty where the transaction (s) to be entered into individually or taken together with previous transactions during a Financial year, do not exceed five percent of the annual consolidated turnover as per the last audited financial statements of the company.
 - iv. Where the transactions to be entered into individually or taken together with previous transactions during a Financials year does not exceed rupees on thousand crore or ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company whichever is lower.

3. Definition of “ Material Modification “ in related party transactions:

“Material Modification” means any variation having an impact on the monetary limits already approved by the Audit Committee or Shareholders, as the case may be, exceeding 20% of original transaction with related party (per transactions), in each case, over and above the approved limits.

4. Review of the Policy

The above policy is subject to review from time to time and at least once in every three years.

The above policy was adopted at the Board meeting held on 11/02/2016, and subsequently was revised at the board meeting held on 12/02/2019 and 11/02/2022.

For Perfect-Octave Media Projects Ltd

A handwritten signature in blue ink, appearing to be 'K Ganeshkumar', written over a faint rectangular stamp.

**K Ganeshkumar
Chairman & Managing Director**