

BACKGROUND

1. TELOGICA always follows the highest standards of ethics, governance and transparency to conduct its business activities, including Related Party Transactions. Company ensures that its Related Party Transactions are in the best interest of the Company and the relationship with Related Parties does not, in any way, influence the transactions. The Companies Act 2013 ('the Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') as amended from time to time, prescribe comprehensive regulatory framework governing Related Party Transactions. The Act and the SEBI LODR also require companies, to adopt comprehensive policy for dealing with Related Party Transactions. In the above context and on the recommendation of the Audit Committee, the Board of Directors of the company has adopted this Policy on Related Party Transactions ('the Policy'). The Policy inter-alia encompasses process for identification of Related Parties, procedure for entering Related Party Transactions, approvals at various levels, criteria for granting omnibus approval by the Audit Committee, defining material modifications, disclosures and reporting obligations, etc.

2. Important Definitions

2.1 "Applicable Law" includes (a) the Act and rules made thereunder, as amended from time to time; (b) the SEBI LODR, as amended from time to time; (c) Indian Accounting Standards; and (d) any other statute, law, standards, regulations or other governmental circulars, notifications or instructions (including circulars, notifications and guidance issued by the Securities and Exchange Board of India from time to time) relating to Related Party Transactions as may be applicable to the Company.

2.2 "Arm's length transaction" means a transaction between two Related Parties that is conducted as if they are unrelated, so that there is no conflict of interest.

2.3 "Management" includes Key Managerial Personnel and employees up to one level below the Chief Financial Officer.

2.4 "Material Modification" means a change of more than 10% in approved price, pricing formula or value of the Related Party Transaction.

2.5 "Material Related Party Transaction" means a transaction with a Related Party which is defined as 'material' under Regulation 23 of the SEBI LODR.

2.6 "Ordinary Course of Business" shall include those transactions that satisfy any of the following criteria: I. Carried out in the normal course of business of the Company and can be reasonably, envisaged to be pursuant to, or incidental to the objects specified in the Memorandum of Association of the Company (as amended from time to time), or it is required to undertaken to conduct the routine or usual transactions of the Company or has any connection with the normal business of the Company;

II. Transactions which are incidental, ancillary or routinely effectuated in relation to business of pharma industry, or part of standard industry practice, but for which, the business of the Company would be adversely affected.

2.7 "Related Party" means a person or an entity defined as related party under the Act or SEBI LODR.

2.8 "Related Party Transaction or RPT" means a transaction defined as a related party transaction under the Act or SEBI LODR. 2.9 "Relative" is any person as defined under Section 2(77) of the Act and rules prescribed thereunder. Explanation: Any words/terms used in the Policy but not defined herein shall have the same meaning ascribed to it, in the Act or rules made thereunder, the SEBI LODR, the Indian Accounting Standards or any other relevant legislation / law applicable to the Company.

3 Interpretation

3.1 In the event of a conflict between the terms of the Policy and any rule, regulation or standards, the provisions of such rule, regulation or standards shall prevail over this Policy, to the extent of such inconsistency.

3.2 In case of any dispute or difference upon the meaning/interpretation of any provision in the Policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final. In interpreting such term / provision, the Audit Committee may, in its discretion, seek the help of the Management of the Company or an outside expert, as it deems fit.

4. Identification of Related Parties and the Related Party Transactions

4.1 Every director and key managerial personnel (KMP) of the Company and its subsidiaries shall, a. at the time of appointment; b. annually; and c. whenever there is any change in the information already submitted, provide requisite information about his / her Relatives and all firms, entities, body corporates, in which such director or KMP is interested, whether directly or indirectly, to the Company Secretary of the Company or the subsidiary (as the case may be). Every such director and KMP shall also provide any additional information about the transaction, that the Board /Audit Committee may reasonably request.

4.2 Each subsidiary shall furnish an updated list of its Related Parties to the Company.

4.3 On the basis of the above, a consolidated list of Related Parties shall be prepared in accordance with the provisions of the Act and SEBI LODR.

4.4 Potential transactions with the Related Parties, as per the above-mentioned list, shall be identified and a proposal with details as per clause of this Policy, shall be submitted for requisite approval.

4.5 The subsidiaries shall, from time to time, provide to the Company, information of any proposed Material Related Party Transactions and any Material Modification(s), for the purpose of obtaining requisite approvals from the Company.

4.6 The subsidiaries shall provide to the Company, on a half-yearly basis, information regarding the transactions entered into with any of the Related Parties of the Company, or with any of its subsidiaries, for making required disclosures to the stock exchanges.

5 Approval of the Related Party Transactions

5.1 Approval of the Audit Committee 5.1.1 All RPTs between the Company and its Related Parties, and any modifications therein, shall require prior approval of the Audit Committee.

5.1.2 RPTs to which a subsidiary of the Company is a party, but the Company is not a party ('Other RPTs'), shall require prior approval of Audit Committee of the Company, if the value of the transaction (whether entered into individually or taken together with previous transactions, during a financial year) exceeds the statutory limits prescribed in the SEBI LODR. Provided that, if an RPT is entered into between any subsidiary of the Company and promoters, promoter group, directors or KMPs of the Company, including any entity or body corporate in which any of them are concerned or interested, such RPT will require prior approval of the Audit Committee and the threshold limit set herein, shall not be applicable.

5.1.3 The Audit Committee may grant omnibus approval for the RPTs, which are routine and repetitive in nature and which satisfy the criteria for omnibus approvals, as prescribed under the Act or the SEBI LODR.

5.1.4 Only Independent Directors, who are members of the Audit Committee shall approve the RPTs. In case such Independent Director is interested in any potential RPT, then he/she shall abstain from voting when such transaction is being considered.

5.1.5 In case the Audit Committee does not approve any transaction, it shall make its recommendations on such RPTs to the Board.

5.1.6 The Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs, on an annual basis