



GKB Ophthalmics Ltd.

16-A, Tivim Industrial Estate, Mapusa, Goa 403 526 (INDIA)
CIN.: L26109GA1981PLC000469

Tel. : (91 832) 2257253 / 6714444
Fax : (91 832) 2257044
E-mail : gkbophthalmics@gkb.net
Website : www.gkb.net

RELATED PARTY TRANSACTION POLICY

Preamble:

To lay down the Company's Policy on transactions conducted with any entity that is a related party as defined by law applicable. The Audit Committee will review and may amend this policy from time to time.

Purpose:

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Section 188 of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company has formulated a Policy on dealing with Related Party Transactions.

Definitions:

The meaning of term Related Party, Related Party Transactions and Relative shall be as per the Companies Act, 2013 read with Rules made thereunder and further read with SEBI Listing Regulations and the amendments made thereof.

Material Related Party Transactions shall mean a transaction which individually or taken together with previous transactions during a financial year exceeds the threshold limits as may be prescribed either in the Companies Act, 2013 or the SEBI Listing Regulations , as amended from time to time.

Policy statement:

- 1) To identify the related party and Related Party Transaction and to provide notice to the Board or Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative.
- 2) All Related Party Transactions shall require prior approval of Audit Committee of the Board. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company which are repetitive in nature and subject to the following conditions:
 - i) The name(s) of the related party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into
 - ii) The indicative base price / current contracted price and the formula for variation in the price, if any
 - iii) The Audit Committee may also grant omnibus approval for Related Party Transactions that cannot be foreseen and for which the aforesaid details are not available up to a value of Rs. 1.00 crore per transaction. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
 - iv) Audit Committee shall review, atleast on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approval given.
 - v) Such other relevant information as prescribed under SEBI Listing Regulations and corresponding Circulars notified from time to time.





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- 3) In the event any contract or arrangement with a related party 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 the Rules framed thereunder and obtain approval of the Board or its shareholders, as applicable, for such contract or arrangement
- 4) All material related party transactions and subsequent material modifications will be placed for prior approval of the shareholders of the Company and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.
- 5) Material modification shall mean any modification to an existing related party transaction having a variance of 20% of the existing limit as sanctioned by the Audit Committee or Board or Shareholders, as the case may be.

Disclosures:

- i) The Company is required to disclose Related Party Transactions in the Company's Board's Report to shareholders of the Company.
- ii) Details of all Material Related Party Transactions shall be disclosed quarterly along with Company's Compliance Report on Corporate Governance, in accordance with the Listing Regulations.
- iii) The Company is also required to disclose this Policy on its website and also in the Annual Report of the Company. Such policy shall be reviewed by the board of directors atleast once every three years and updated accordingly
- iv) The Company shall keep one or more registers giving separately the particulars of all contracts or arrangements with any related party.
- v) The Company shall submit to the Stock Exchange, disclosures of related party transactions in the format as specified by the SEBI from time to time and publish the same on the website.
- vi) The Company shall make disclosures in compliance with the Accounting Standard on "Related Party Disclosure" in the annual report.
- vii) A web link of policy on dealing with related party transactions shall be disclosed in the Corporate Governance Report.

Amendment:

The Company reserves the right to amend or modify this Policy in whole or in part, at any point of time.

Note: The provisions of the Companies Act, 2013 and rules thereto and the Listing Regulations (including any amendment thereto from time to time) to the extent applicable, shall apply in addition to this policy.

