

POLICY ON RELATED PARTY TRANSACTIONS

Preamble

The enactment of the Companies Act 2013 (the "Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and requirements under the Income Tax Act relating to Transfer Pricing both for International and Domestic transactions, has resulted into a significant importance on the compliances to be made on the Related Party Transactions. Pursuant to Regulation 23 of Listing Regulations, the Company is required to devise a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. Fourth Dimension Solutions Limited (the "Company") recognizes that Related Party Transactions can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company's and its stakeholders' best interests.

Objective

The Objective of this Policy is to bring uniform practices relating to Related Party Transactions covering the process, methodology, arm's length pricing, approval mechanism, disclosures and compliance with the provisions of the Companies Act 2013 and rules framed thereunder, Listing Regulations and the Transfer Pricing norms prescribed under the Income Tax Act, 1961 and Accounting Standards. Hence the Company seeks to formulate a robust Policy on Related Party Transactions to deal with the identification, review and approval of Related Party Transactions.

This Policy is applicable to all Related Party Transactions entered by the Company as per the Companies Act, 2013 and the Listing Regulations.

Definitions

- i. **'Act'** means Companies Act, 2013, as amended from time to time.
- ii. **'Arm's Length Transaction'** means a transaction between the Company and its Related Party(ies) that is conducted as if they were unrelated and at a fair value, so that there is no conflict of interest.
- iii. **'Associate Company'** means any company, in which the Company controls at least twenty per cent (20%) of total share capital or controls business decisions under an agreement, including a joint venture company but not a subsidiary of the Company.
- iv. **'Audit Committee' or 'Committee'** means Committee of Board of Directors of the Company constituted under provisions of the Act and the Listing Regulations.
- v. **'Director'** means a director on the board of the company.
- vi. **'Key Managerial Personnel or KMP'** mean key managerial personnel as defined under the Act.
- vii. **'Material Related Party Transaction'** means a transaction with a Related Party if the transaction /transactions to be entered into individually or taken together with previous transactions during a financial year exceed ten percent (10%) of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.
- viii. **'Policy'** means this Related Party Transaction Policy.
- ix. **'Related Party'** has the same meaning as assigned to it under the Act and the Listing Regulations, as amended from time to time.
- x. **'Related Party Transaction'** means transaction in the nature of contract involving transfer of resources, services or obligations between the Company and its Related Party, regardless of whether a price is charged or not.

A transaction with a related party shall be construed to include transaction or a group of transactions in a contract.

- xi. **'Stock Exchanges'** means the stock exchanges where equity shares of the Company are listed.
- xii. **'Subsidiary company'** or 'subsidiary' means the company as defined under Section 2(87) of the Companies Act, 2013. However, for the purpose of compliance under the Listing Regulations, subsidiary or subsidiary company means the company as defined under the accounting standards issued by the Institute of Chartered Accountant of India.
- xiii. **'Total Share Capital'** means the aggregate of the
 - (a) paid-up equity share capital; and
 - (b) convertible preference share capital.

Words and expressions not defined in this Policy shall have the same meaning as contained in the Act read with the Rules made thereunder, the Listing Regulations or any other applicable laws or regulations.

Policy

All Related Party Transactions shall be placed before the Audit Committee for its pre-approval in accordance with this Policy.

A. Identification of Related Parties

- i. Each Director and KMP shall disclose to the Company Secretary in form MBP-1, at the time of appointment, beginning of every financial year and whenever there is any change in the disclosure so made, about all persons, entities, firms in which he/she is interested, whether directly or indirectly.
- ii. The Chief Financial Officer, at the beginning of every financial year, shall provide the information to the Company Secretary about the related parties of the company and subsequent changes therein forthwith (If any).
- iii. The Company Secretary shall compile the information received from all concerned and send the information about such Related Parties to Functional Heads (i.e. Accounts, Finance, Legal, HR, Marketing etc.), Business Heads and any other concerned person for their information and any necessary action.
- iv. Functional Head / Business Head shall forward to the Company Secretary and Chief Financial Officer, the details of any proposed Related Party Transaction with the draft terms and conditions or other related information and certifying that such Transactions are at arm's Length and in ordinary course of business. The Company Secretary or the Chief Financial Officer, upon receipt of such information, will furnish the same to Audit Committee for its approval and further action, if any.

Any proposed modification(s) in the Related Party Transactions already entered into shall be intimated to the Company Secretary and Chief Financial Officer by the Functional Head / Business Head, which shall be placed before the Audit Committee for its prior approval in accordance with this Policy.

B. Approval of Audit Committee

I. The following Related Party Transactions which are not in the ordinary course of business or are in the ordinary course of business but are not Arm's Length Transactions shall require prior approval of the board:

- i. sale, purchase or supply of any goods or materials.
- ii. selling or otherwise disposing of, or buying, property of any kind;
- iii. leasing of property of any kind;
- iv. availing or rendering of any services.
- v. appointment of any agent for purchase or sale of goods, materials, services or property;
- vi. such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or Associate Company; and
- vii. Underwriting the subscription of any securities or derivatives thereof, of the Company.

II. All the Material Related Party Transactions shall be considered and approved by the Board before placing them before shareholders for their approval except for those transactions that do not require approval under Section 177 and 188 of the Act; and are transactions entered into between the Company and its wholly-owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.

III. Where any Director is interested in any Related Party Transaction, such Director will abstain from discussion and voting on the subject matter of the resolution relating to such Transaction. For the purpose of this Policy, wholly-owned subsidiary means a company whose 100% voting power, directly or indirectly, is controlled by another company i.e. holding company.

D. Approval of Shareholders

I. To approve a Related Party Transaction, the Committee/ Board/ shareholders, shall be provided all relevant material information of the Transaction, including the terms, purpose of the transaction and such other details as required under the applicable law or by the Committee/Board, as the case may be. While approving a Related Party Transaction, the Committee/Board will consider the following factors, among others, to the extent relevant:

Whether the terms on which Related Party Transaction proposed are fair and on arm's length basis to the company;

Whether the Related Party Transaction would affect the independence of an independent director;

Whether the Related Party Transaction includes any potential reputational risk that may arise as a result of or in connection with the proposed transaction; and

Whether the Related Party Transaction would present conflict of interest for any Director or KMP of the Company. Whenever there is any doubt with regard to transaction(s) with Related Party(ies) and/or the applicable corporate governance requirements, the Audit Committee / Board shall be entitled to seek a legal opinion/clarification for the same.

II. The Audit Committee shall consider all relevant facts and circumstances regarding a Related Party Transaction placed before it.

III. In the event of any Director, KMP or any other employee become aware of any Related Party Transaction(s) that has been omitted to be approved by the Audit Committee/Board/Shareholders or is in deviation of this Policy, such person shall promptly notify the Company Secretary of such transaction, who shall ensure that such transaction is brought to the notice of the Audit Committee or the Board, as applicable, at the earliest.

IV. The Audit Committee / Board shall evaluate such transaction(s) and may decided necessary action as it may consider appropriate including ratification, revision or termination of the Related Party Transaction.

Disclosure

I. In terms of the provisions of Section 134(3)(h) of the Act, Related Party Transactions requiring approval of Board/Shareholders under Section 188 of the act shall be disclosed in the Director's Report along with the justification for entering into such Related Party Transactions.

II. Details of all Material Related Party Transactions shall be disclosed quarterly along with Company's Compliance Report on Corporate Governance, in accordance of the Listing Regulation but which is not applicable to our company right now due to listed under SME platform.

III. This Policy shall be disclosed on the website of the Company.

IV. The Company shall keep one or more registers giving separately the particulars of all contracts or arrangements with any Related Party.

Policy Review

I. This Policy is based on the provisions of the Act and rules framed there under and as per the requirements of the Listing Regulation.

II. In case of any changes in the provisions of the Act, the Listing Regulation or any other regulation which are inconsistent with the Policy, such amended provisions would prevail over the Policy.

III. The Company Secretary and Chief Financial Officer jointly authorized to amend this Policy to be consistent with the prevailing provisions of the Act and Listing Regulation, which shall be placed before the Audit Committee and Board for their approval.

General

In case of any doubt with regard to any provision of the Policy and also in respect of matters not covered herein, a reference shall be made to the Chairman of the Committee. In all such matters, the interpretation and decision of the Chairman shall be final. The Company reserves the right to modify, cancel, add, or amend any clause of this Policy as set out above.
