

MORN MEDIA LIMITED
POLICY ON RELATED PARTY
TRANSACTIONS

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Policy On Related Party Transactions

The Company shall not enter into contracts or arrangements with the related party, if any without the approval of the Audit Committee. On a quarterly basis, the Audit Committee shall review transactions with related parties for omnibus approval given.

In the event such contract or arrangement is not in the ordinary course of business or at arm's length, the company shall comply with the provisions of Companies Act, 2013 and rules framed thereunder and obtain approval of the board or its shareholders, as applicable, for such contract or arrangement. 'Arm's' length transaction' has been defined to mean a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

All material related party transactions will be placed for the approval of the shareholders of the Company. A transaction with the related party shall be considered material if the transaction/transactions to be entered into, either individually or taken together with previous transactions with such related party during financial year, exceeds ten percent of turnover as per last audited financial statements of the company.

Company shall not directly or indirectly give loan or give any guarantee or security in connection with loan to any person or body corporate exceeding prescribed limits.

Contracts or arrangements approved not in the ordinary course of business or at arm's length shall be disclosed in the Board's report along with justification for entering into such contract or arrangement. Company shall maintain a register of such contracts and also disclose transactions with related parties in its annual report and material related party transactions in corporate governance report.