

LANDMARK GLOBAL LEARNING LIMITED

(Formerly known as Landmark Immigration Consultants Limited)

CIN NO.: L74140CH2010PLC032494

**Regd. Office: SCO-95 97 2nd Floor, Sector 17 D,
Chandigarh, Chandigarh G.P.O., Chandigarh, Chandigarh,
Chandigarh, India, 160017**

Tel.: 0172 5006644

Email: info@landmarkimmigration.com

POLICY ON RELATED PARTY TRANSACTIONS

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1. INTRODUCTION:

The Board of Directors (the “Board”) of Landmark Immigration Consultants Limited (the “Company”), has adopted the following policy and procedures with regard to Related Party Transactions as defined below. The Audit Committee will review and may amend this policy from time to time. This policy is to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable on the Company.

This policy is framed as per the requirements of Regulation 23 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any modification(s) / amendment(s) / re-enactment(s) thereof] (“SEBI LODR”) and in terms of Section 188 of the Companies Act, 2013 and is intended to ensure proper approval, disclosure and reporting requirements of transactions between the Company and its Related Parties.

2. OBJECTIVE:

The objective of this Policy is to set out:

- a) To ensure proper approval, disclosure and reporting of transactions, as applicable, between the Company and any of its related parties as per legal requirement and in the best interest of the Company and its stakeholders;
- b) the materiality thresholds for related party transactions and;
- c) to govern the transparency of approval process and disclosures requirements to ensure fairness in the conduct of the related party transactions in terms of applicable laws.

3. DEFINITIONS:

- a) “Act” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.
- b) “Arm’s length transaction” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. For determination of Arm’s Length basis, guidance may be taken from provisions of Transfer Pricing under Income Tax Act, 1961.
- c) “Audit Committee or Committee” means “Audit Committee” constituted by the Board of Directors of the Company under provisions of SEBI LODR and Companies Act, 2013 as amended from time to time.
- d) “Associate Company” means any other Company, in which the Company has a significant influence, but which is not a Subsidiary Company of the Company having such influence and includes a joint venture company.

Explanation – For the purpose of this clause “significant influence” means control of at least twenty per cent of total share capital, or business decisions under an agreement.

- e) "Board of Directors" or "Board" means the Board of Directors of the Company, as constituted from time to time. "Control" shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- f) "Holding Company" shall have the same meaning as defined under the Act.
- g) "Material Related Party Transaction" in terms of **SEBI LODR** means a transaction to be entered into with a Related Party, individually or taken together with previous transactions during a financial year:
- i. In case of transactions involving payments made with respect to brand usage or royalty, if it exceeds 5% of the annual consolidated turnover of the Company as per its last audited financial statements;
 - ii. In case of any other transaction(s), if the amount [exceeds Rs 50 crores or] 10% (ten percent) of the annual consolidated turnover of the Company as per its last audited financial statements, [whichever is lower]. ["Material Modification" in terms of SEBI LODR means any modification(s) in the pricing, quantity or overall transaction value having a variance of 20% (twenty percent) or more, in the relevant previously approved related party transaction.]
- h) "Ordinary Course of Business" means of transaction:
- i. which is carried out in the normal course of business and can reasonably be envisaged in accordance with the objects under Memorandum of Association ('MOA') of the Company as amended from time to time or
 - ii. which undertaken in connection with or furtherance of ruler business activities of the Company or
 - iii. which is frequent over a period of time or, if not frequent, are commonly undertaken to attaining the business objectives of the Company. Or
 - iv. wherein the income, if any, earned from such activity/transactions is assessed as business income in the Company's books of accounts and hence is a business activity, or
 - v. which is incidental to or in connection with the industry in which the Company operates or part of standard industry practice, or
 - vi. meets any other parameters/criteria as decided by the Board/Audit Committee.
- i) "Policy" means Related Party Transaction Policy.
- j) "Related Party" means related party as defined under Section 2(76) of the Companies Act, 2013 and the rules framed thereunder or under the applicable accounting standards or SEBI (LODR) Regulations, 2015:

[The following shall also be treated as the Related Party –

- a) all persons or entities forming part of promoter or promoter group irrespective of their shareholding;
- b) any person/entity holding equity shares in the listed entity, as below, either directly or on a beneficial interest basis at any time during the immediately preceding financial year:
 - i. to the extent of 20 % or more
 - ii. to the extent of 10% or more w.e.f. April 1, 2023]
- k) “Related Party Transaction or transaction (“RPT)” means transaction in the nature of contract involving transfer of resources, services or obligations between the Company and the Related Party, regardless of whether a price is charged. Explanation – A “transaction” with a Related Party shall be construed to include single or a group of transactions in a contract. [The RPT shall include transactions between –
 - a. the Company or any of its subsidiaries on one hand and a related party of the Company or any of its subsidiaries on the other hand;
 - b. the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries w.e.f. April 1, 2023.]
- l) “Relative” with reference to any person shall have meaning as defined in Section 2(77) of the Act read with rule 4 of Companies (Specifications of Definition Details) Rules, 2014 and the amendment made thereunder from time to time.
- m) “Subsidiary Company” or “Subsidiary”, shall have the meaning as defined under the Act.

Any other term not defined herein shall have the same meaning as defined in the Act or Rules made thereunder, SEBI LODR, applicable Accounting Standards or any other law or regulation applicable to the Company.

4. POLICY AND PROCEDURE:

➤ Policy

All Related Party Transactions [where the Company is a party to such transactions], must be reported to the Audit Committee and referred for approval by the Committee in accordance with this policy.

➤ Procedures

A. Identification of Related Party Transactions

Every director shall at the beginning of the financial year provide information by way of written notice to the company regarding his concern or interest in the entity with specific concern to parties which may be considered as related party with respect to the Company and shall also provide the list of relatives which are regarded as related party as per this policy. Directors are

also required to provide the information regarding their engagement with other entity during the financial year which may be regarded as related party according to this policy.

The Company will identify potential transactions with Related Parties based on written notices of concern or interests received from its Directors / Key Managerial Personnel as well as based on the list of related parties of the Subsidiary Companies, in the manner prescribed in the Companies Act, 2013 and the rules thereunder and SEBI LODR as amended from time to time.

B. Review and approval of Related Party Transaction

» Audit Committee

1. Every Related Party Transaction [and subsequent Material Modifications] shall be subject to the prior approval of the Audit Committee. [Members of the audit committee, who are independent directors, shall only approve related party transactions].
2. The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the Company subject to compliance of the conditions contained in the Companies Act, 2013 and SEBI LODR as amended from time to time.
3. The audit committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.
4. Prior approval of the Audit committee shall be required for –
 - a) All RPTs and subsequent Material Modifications;
 - b) RPTs where Company's subsidiary is a party but Company is not a party, if the value of such transaction, whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the consolidated turnover of the Company, as per the last audited financial statements of the Company;
 - c) with effect from April 1, 2023, a related party transaction to which the Company's subsidiary is a party but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of such subsidiary.
 - d) prior approval of the audit committee of the Company shall not be required for RPTs where a listed subsidiary of the Company is a party but the Company is not a party, if regulation 23 and 15 (2) of SEBI LODR are applicable to such listed subsidiary.

Explanation: for related party transactions of unlisted subsidiaries of a listed subsidiary as referred to in (d) above, the prior approval of the audit committee of the listed subsidiary shall suffice]

- e) remuneration and sitting fees paid by the Company or its subsidiaries to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of audit committee provided that same

is not material in terms of the provisions of sub-regulation (I) of regulation 23 of LODR.

- f) The members of the audit committee, who are independent directors, may ratify related party transactions within three months from the date of the transactions or in the immediate next meeting of the audit committee, whichever is earlier, subject to the following conditions:
- i. The value of ratified transactions with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
 - ii. The transaction is not material in terms of the provisions of sub-regulation(I) of regulation 23 of LODR;
 - iii. Rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
 - iv. The details of ratification shall be disclosed along with disclosure of related party transactions to exchanges
 - v. Any other condition as specified by the audit committee.

The Committee shall also satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company.

If any additional Related Party Transaction is to be entered by the Company post omnibus approval granted by the Audit Committee, then the Company shall present such transaction before the Audit Committee in its next meeting for its prior approval.

- The Audit Committee shall also review the statement of significant related party transactions submitted by management as per its terms of reference.
- Any member of the Committee who has a potential interest in any Related Party Transaction shall abstain from discussion and voting on the approval of the Related Party Transaction.
- To review a Related Party Transaction, the Committee shall be provided with the necessary information [(as prescribed under the Companies Act, 2013 and/or the SEBI Listing Regulations, from time to time)], to the extent relevant, with respect to actual or potential Related Party Transactions.
- The Audit Committee shall recommend the Related Party Transactions for approval of Board of Directors / Shareholders as per terms of this policy.

Approval of the Board and the Shareholders

- All Related Party Transactions which are not in the ordinary course of business or not at the arm's length price shall require prior approval of the Board of Directors of the Company. 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.

Further, all related party transactions [which are not in the ordinary course of business or not at the arm's length price and are] exceeding threshold limits prescribed in the Act as per Annexure 1 shall also require prior approval of shareholders of the Company by way of Ordinary Resolution and [all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction, irrespective of whether the entity is a party to the particular transaction or not.]

[Further, the information as prescribed under the Companies Act, 2013 and/or the SEBI Listing Regulations, from time to time shall be provided in the Notice to the shareholders for consideration of RPTs.]

All the Material Related Party Transactions [and subsequent Material Modifications] shall require [prior] approval of the Board and shareholders through Ordinary Resolution and [no Related Party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.]

[Provided that prior approval of shareholders of the Company shall not be required for RPTs where listed subsidiary is a party but the Company is not a party, if regulation 23 and 15 (2) of SEBI LODR are applicable to such listed subsidiary.]

Provided that the aforesaid requirements shall not apply in respect of a resolution plan approved under section 31 of the Insolvency Code, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

Provided that the Material Related Transactions entered into by the Company with its wholly owned subsidiary(ies) whose accounts are consolidated with the company and placed before the shareholders at the general meeting for approval shall not require approval of the shareholders.

[Provided that the provisions pertaining to -

- Prior approval of the Audit Committee for all RPTs;
- Omnibus approval for RPTs; and
- Prior approval of shareholders for Material Related Party Transactions and subsequent

Material Modifications shall not be applicable when the transactions are entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.]

The transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between an entity on one hand and the Central Government or any State Government or any combination thereof on the other hand.

5. TRANSACTIONS WHICH DO NOT REQUIRE APPROVAL:

Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party [including following

- a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) the following corporate actions by the Company which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - i. payment of dividend;
 - ii. subdivision or consolidation of securities;
 - iii. issuance of securities by way of a rights issue or a bonus issue; and
 - iv. buy-back of securities.

6. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY:

If a Related Party Transaction is entered into by the Company without being approved under this Policy, the same shall be reviewed by the Audit Committee. The Audit Committee shall evaluate the transaction and may decide such action as it may consider appropriate including ratification, revision or termination of the Related Party Transaction. The Audit Committee may examine the facts and circumstances of the case and take any such action it deems appropriate.

7. DISCLOSURES:

- Every Related Party Transaction with proper justification shall be disclosed in the Directors Report.
- [Material RPTs shall be provided in the notice to shareholders].
- Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.
- The Company shall submit to the stock exchanges disclosure of related party every six months on the date of publication of its standalone and consolidated financial results in the format specified by the SEBI from time to time. –
- The Company shall disclose policy on dealing with Related Party Transactions on its website and also in the Annual Report.

This Policy will be communicated to all operational employees and other concerned persons of the Company.

8. POLICY REVIEW:

This policy is framed based on the provisions of the Companies Act, 2013, and rules thereunder and the requirements of the SEBI LODR.

In case of any subsequent changes in the provisions of the Companies Act, 2013 and SEBI LODR or any other regulations (“the Regulations”) which makes any of the provisions in the policy inconsistent with the Regulations, the provisions of the Regulations would prevail over the Policy and the provisions in the policy would be modified in due course to make it consistent with the Regulations.

The Policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the policy due to change in the Regulations or as may be felt appropriate by the Committee. Any changes or modification on the Policy as recommended by the Committee would be presented for approval of the Board of Directors. Provided that this policy shall be reviewed by the board of directors at least once every three years and updated accordingly.

In the event of any conflict between the provisions of this policy and of the Act or SEBI LODR or any other statutory requirements, rules, regulations, enactments, the provisions of such Act or SEBI LODR or any other statutory requirements, rules regulations, enactments, shall prevail over the policy.

Any subsequent amendment/modification in SEBI LODR, Act and/or applicable law in this regard shall automatically apply to this policy and the Company Secretary is authorized to make such amendment/modification to this policy in consultation with the Management.