

To
Manager,
The Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street, Fort
Mumbai - 400001

February 14, 2025

(Scrip Code: 517236)

Dear Sir(s)/Madam(s)

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Revision in Policies

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, this is to inform you that Board of Directors of the Company at its meeting held today, i.e; February 14, 2025 has revised the following policies:

1. Related Party Transaction & Materiality of Related Party Transactions
2. Policy on material subsidiary
3. Policy on material events & informations
4. Terms & Conditions for appointment of Independent Director
5. Familiarization Programme for Independent Directors

The revised policies will be available on the Company's website at www.calcomindia.com.

Kindly take the above information on record.

Thanking you,

Yours Truly
For Calcom Vision Limited

Rakhi Sharma
Company Secretary & Compliance Officer
M. No A72812

Encl.: A/a

CALCOM VISION LIMITED

CIN: L92111DL1985PLC021095

Regd. Office: C-41, Defence Colony, New Delhi-110024

Email: corp.compliance@calcomindia.com

website: www.calcomindia.com

POLICY ON RELATED PARTY TRANSACTIONS **AND** **MATERIALITY OF RELATED PARTY TRANSACTIONS**

1. Preamble

This Policy (“Policy”) is for determining the materiality of Related Party Transactions and also about dealing with Related Party Transactions. This Policy is prepared and adopted to build a framework for the Related Party Transactions of Calcom Vision Limited (herein after referred as “CVL” or “the Company”) in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the provisions of the Companies Act, 2013 and relevant rules made there under; as amended from time to time. This Policy shall regulate the transactions between the Company and its related parties as per the requirements and disclosures under the applicable laws, rules and regulations.

2. Purpose of the Policy

Regulation 23(1) of the Listing Regulations, mandates that all listed companies formulate a policy on materiality of related party transactions and also on dealing with Related Party Transactions, to ensure the proper approval and reporting of transactions between the Company or its subsidiaries and its Related Parties. The Company is required to make various disclosures of its related party transactions before the Board/Shareholders, as the case may be, and also disclose the same as required, in its Board Report, Financial Statements or any other documents as provided under law, on an annual basis and in the compliance report to be sent to the stock exchanges on quarterly basis. This Policy is also prepared for the identification and regulation of the Related Party Transactions keeping in view the provisions of the Companies Act, 2013 and the rules thereunder.

3. Applicable Definitions

3.1. Act means Companies Act, 2013;

3.2. 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;

3.3. Board means the Board of directors of Calcom Vision Limited;

3.4. Committee means the Audit committee as defined under the Companies Act, 2013 and the Listing Agreement;

3.5. Company means Calcom Vision Limited;

3.6. Key Managerial Personnel or **KMP** means key managerial personnel as defined under Companies Act, 2013

3.7. 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, exceeds one thousand crore or ten percent of the annual consolidated turnover as per the last audited financial statements of the Company whichever is lower;

Provided that a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the listed entity.

3.8. “Material Modifications” mean any modification in the existing related party transactions which amounts to any subsequent change to an existing Related Party Transaction, having variance of 10% or more of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

3.9. Policy means this Policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions;

3.10. Related Party means an entity related to the Company where:

- i. Such entity is a related party under Section 2(76) of the Companies Act, 2013 and any amendment thereof; or
- ii. Such entity is a related party under the applicable accounting standards; or
- iii. Such person or entity forms part of the promoter or promoter group
- iv. Such Person holds 10% or more of shareholding in the Company either directly or on a beneficial interest basis.

3.11. Transaction(s) with a related party shall be construed to include single transaction or a group of transactions in a contract/arrangement;

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, Rules issued thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. The Policy

Following shall be the structure of dealing with transactions with Related Parties with the Company:

- Identification & Monitoring of Related Parties
- Identification of potential Related Party Transactions;
- Restrictions relating to Related Party Transactions;
- Approval of Related Party Transactions; and
- Disclosure of Related Party Transactions.

4.1. Identification & Monitoring of Related Parties

Process for Identification of Related Parties

- a) The Company shall identify all Related Parties for the Company on the basis of disclosures received from the Directors/ KMPs/Promoter and Promoter Group, corporate and investment structure, as per the definition provided in the Companies Act, 2013 and Listing Regulations as amended from time to time. Disclosure from the Directors/KMPs shall be received by the Company at the beginning of every year and as and when the information changes. Disclosure from promoter and promoter group shall be received on annual basis.
- b) At the end of every financial year, the Company shall identify the person(s) apart from promoter or promoter group, who at any time during the proceeding financial year held 10% as the case may be, of the equity shareholding of the Company

c) The names of all Related Parties identified of the Company shall be consolidated, as a Related Party List and this List as amended from time to time shall be progressively shared with the Accounts and Finance team of the Company and its Subsidiaries.

Monitoring of Related Parties

The Directors and KMP's and Promoter and Promoter Group of the Company should promptly communicate to the Company, any subsequent changes in the initial disclosure submitted by them in the beginning of the year. The Company shall update the Related Party List based on intimations received from the Directors, KMPs and Promoter and Promoter Group or changes in corporate or investment structure as informed from time to time.

Responsibility of Directors and KMP's:

Each Director and Key Managerial Personnel is responsible for providing notice to the Board or Audit Committee of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board/Audit Committee may reasonably request.

Time Line: The Company strongly prefers to receive such notice of any potential Related Party Transaction well in advance so that the Audit Committee/Board has adequate time to obtain and review information about the proposed transaction.

4.2. Identification of potential Related Party Transactions;

Any transaction involving a transfer of resources, services or obligations between the Company or any of its subsidiaries on one hand and

- a) a related party of the listed entity or any of its subsidiaries on the other hand; or
- b) any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries regardless of whether a price is charged will be treated as related party transaction. And a "transaction" with a related party shall be construed to include a single transaction or a group of transactions in a contract.

However, following shall not be treated as Related Party Transactions:

- 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 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.

c) Acceptance of fixed deposits by banks/Non-Banking Finance Companies at the terms uniformly applicable/offered to all shareholders/public, subject to disclosure of the same along with the disclosure of related party transactions every six months to the stock exchange(s)

d) Acceptance of current account deposits and saving account deposits by banks in compliance with the directions issued by the Reserve Bank of India or any other central bank in the relevant jurisdiction from time to time.

e) Retail purchases from any listed entity or its subsidiary by its directors or its employees, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees and directors.

4.3. Approval of Related Party Transactions:

4.3.1. Audit Committee

All Related Party Transactions and subsequent modification therein shall require prior approval of the Audit Committee.

Provided that only those members of the committee who are independent directors shall approve related party transactions.

The Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into by the company or its subsidiaries subject to the following conditions:

1. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions of the company and such approval shall be applicable in respect of transactions which are repetitive in nature.
2. The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;
3. Such omnibus approval shall specify

- (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 and
- (iii) such other conditions as the Audit Committee may deem fit;

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.

1. Audit Committee shall review, at-least on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approval given.
2. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
The agenda of the meeting at which such Related Party Transaction is proposed to be reviewed/approved by the Audit Committee shall disclose the following: -
 - a. Type, material terms and particulars of the proposed transaction;
 - b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);
 - c. Tenure of the proposed transaction (particular tenure shall be specified);
 - d. Value of the proposed transaction;
 - e. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such

percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);

f. If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:

i. details of the source of funds in connection with the proposed transaction;

ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments,

nature of indebtedness; cost of funds; and tenure;

iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and

iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.

g. Justification as to why the RPT is in the interest of the listed entity;

h. A copy of the valuation or other external party report, if any such report has been relied upon;

i. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;

j. Any other information that may be relevant.

In determining whether to approve a Related Party Transaction, the Committee will consider the following factors, among others, to the extent relevant to the Related Party Transaction:

i. Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company.

ii. Whether there are any compelling business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;

iii. Whether the nature of the proposed transaction is something that the Company would have ordinarily done in the course of its business;

iv. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;

v. Where the ratification of the Related Party Transaction is allowed by law and is sought from the Committee, the reason for not obtaining the prior approval of the Committee and the relevance of business urgency and whether subsequent ratification would be detrimental to the Company or in contravention of any law; and

vi. Any other factor the Committee deems relevant for reviewing and approving such Related Party Transaction.

While considering any modification in any Related Party Transaction, the Audit Committee shall also consider the following:

- Need for the modification and factors on account of which modification is necessary.

- Whether subject of modification could have been assessed at the time of approval of original transaction itself.

Further, the transaction of following nature will not be subject to the omnibus approval of the Audit Committee:

- Transactions which are not at arm's length or not in the ordinary course of business.

- Transactions which are not repetitive in nature.

- Transactions exceeding materiality thresholds as laid down in this Policy.

- Transactions in respect of selling or disposing of the undertaking of the company.

- Financial Transactions eg. Loan to related parties, Inter Corporate Deposits, subscriptions to bond, debenture or preference shares issued by the related parties, corporate guarantee given/received from related parties.
- Any other transaction the Audit Committee may deem not fit for omnibus approval.

4.3.2. Shareholders' Approval

All the Material Related Party Transactions and subsequent Material Modifications shall require approval of the shareholders through an 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.

Further, in terms of Section 188 of the Act, following Related Party Transactions in the Company, which are not in ordinary course of business and/ or not at arm's length price shall require prior approval of the shareholders by way of ordinary resolution:-

- (i) Sale, purchase or supply of any goods or materials, directly or through appointment of agent, equal to or exceeding 10% of the turnover of the company.
- (ii) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent equal to or exceeding 10% of net worth of the company.
- (iii) leasing of property of any kind equal to or exceeding 10% of turnover of the company.
- (iv) availing or rendering of any services, directly or through appointment of an agent, equal to or exceeding 10% of the turnover of the company.

Explanation- It is hereby clarified that the limits specified above shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

Also the approval of following transactions shall be required under Section 188 if the same is not in Ordinary Course of Business and/ or Arm's length basis:

- (i) Related party's appointment to any office or place of profit in the company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding Rs 2.5 lakhs.
- (ii) Remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company exceeding 1% of the net worth of the Company.

The explanatory statement to be annexed to the notice of a general meeting convened for the purpose of approving such related party transactions shall include the following particulars:

1. Name of the related party;
2. Name of the director or key managerial personnel who is related, if any;
3. Nature of relationship;
4. Nature, material terms, monetary value & particulars of the contract or arrangement;
5. Such other details as required under the Act & the Listing Regulations.

4.3.3. All entities falling under the definition of the Related Parties shall not to vote to approve the transaction irrespective of whether the entity is a party to the particular transaction or not.

4.4. Disclosure of Related Party Transactions

4.4.1. Adequate disclosure of all related party transactions shall be submitted to the stock exchanges in the format as specified by SEBI every six months within fifteen days from the date of publication of its

standalone and consolidated financial results and copy of the same will be posted on the website of the Company. Further, details of all Material Related Party Transactions shall also be disclosed in accordance with Regulation 23 of the Listing Regulations.

4.4.2. The Company shall disclose this Policy on its website and also a web link thereto shall be provided in the Annual Report.

4.4.3. A register of Related Party Transactions shall be maintained as per the Companies Act, 2013 and placed before the Board and signed by all the directors present at the meeting, as required from time to time.

4.4.4. In addition to the above, all necessary information/ details about the Related Party Transactions shall be made available to the Board/ Audit Committee, disclosed in Corporate Governance Report/ Annual Report and/or shall be placed wherever required under the provisions of the Act and Listing Regulations, as amended from time to time.

5. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THE POLICY

By Audit Committee

Subject to the provisions of the Act, in case any transaction is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the related party to any director or is authorized by any other director, the director concerned shall indemnify the company against any loss incurred by it.

In case where the Committee does not deem it fit to ratify a Related Party Transaction that has been commenced without approval, the Committee, may recommend the same for approval of Board and/or direct additional actions including, but not limited to, immediate discontinuation of the transaction.

By Board and shareholders

If any Related Party Transaction is entered without obtaining the consent of the Board or Shareholders, as the case may be, the same is required to be ratified by the Board or the shareholders, as the case may be, within three months from the date on which such related party transaction was entered into. The Board shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to it under this Policy and shall take any such action it deems appropriate.

If the related party transaction is not ratified by Board or Shareholders as mentioned above, such related party transaction shall be voidable at the option of the Board or Shareholders, as the case may be, and if the related party transaction is with a party related to any director, the director concerned shall indemnify the Company against any loss incurred by it.

6. REVIEW

The Committee shall, at least once in every three years from last review, assess the adequacy of this

Policy and make any necessary or desirable amendments to ensure it remains consistent with the Board's objectives, laws applicable and the best practices.

7.INDEMNITY AGAINST LOSSES TO THE COMPANY AND PENALTY

In the event of entering into any Related Party Transaction with the director(s) of the Company, that has been entered into without obtaining of requisite approvals as may be required, the concerned director, if he has so acted negligently or deliberately, shall be liable for all the losses, if any, that may be suffered by the Company in that transaction and he/she shall indemnify the Company for the same.

The Company may also proceed against a director or any other employee for recovery of any loss sustained by it as a result of a contract/ arrangement entered into by such person in contravention of the provisions of the law relating to Related Party Transactions.

**Last modified and revised in the Board Meeting held on February 14, 2025.

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POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

LEGAL FRAMEWORK

The Board of Directors (hereinafter referred as “**the Board**”) of Calcom Vision Limited (hereinafter referred as “**the Company**”) is obliged to formulate a policy for determining “**Material Subsidiaries**” to comply with the requirements of Regulation 16(1)(c) of the SEBI LODR for such Material Subsidiaries. In case of any amendment (s), clarification (s), circular (s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment (s), clarification (s), circular (s) etc.

PURPOSE OF THE POLICY

This Material Subsidiary Policy is formulated in accordance with the principles of good corporate governance, regulatory requirements, and to ensure transparency, accountability, and effective management of subsidiaries that are considered material to the parent company. Besides determining the Material Subsidiaries and disclosure thereof as required by SEBI LODR and any other Laws and Regulations as may be applicable to the Company, the Policy on Material Subsidiaries (hereinafter referred to as “**the Policy**”) intends to ensure governance of Material Subsidiaries by complying with Directorship requirements, review of financial statements, bringing to the attention of the Board certain transactions or arrangements, rules regarding disinvestment of shares held by the Company and restrictions on selling or disposing or leasing of assets of such Subsidiaries by the Company.

DEFINITIONS

1. **Act** means Companies Act, 2013 and Rules prescribed thereunder, including any statutory amendment or modification thereof from time to time.
2. **Audit Committee** means the Audit Committee of the Board which as on date complies with the provisions of Section 177 of the Act read with applicable Rules and Regulation 18 of the SEBI (LODR).
3. **SEBI LODR** means the regulations as contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 including any amendment or modification thereof from time to time
4. **Consolidated Income** means the total income of the Company and its Subsidiaries.
5. **Holding Company** as per Section 2(46) Companies Act, 2013 of India, a company that Controls the composition of the Board of Directors of another company, or Controls more than half of the voting power of another company, or holds more than half of the equity share capital of another company. in relation to one or more other companies, means a company of which such companies are Subsidiary companies.

6. Independent Director means a Director of the Company who is eligible to be appointed as independent director as per section 149 of companies act and SEBI LODR, not being a Whole-time Director and who is neither a Promoter nor belongs to the Promoter group of the Company.

7. Material Subsidiary

For the purpose of formulating a policy for “**Material Subsidiary**” shall mean a subsidiary whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding financial year.

8. Net Worth shall mean the net worth as defined in Section 2(57) of the Companies Act 2013.

9. “Subsidiary Company” or “Subsidiary” in relation to any other company (that is to say the Holding Company), means a company in which the Holding Company:

- i. controls the composition of the Board; or
- ii. exercises or controls more than one half of the total voting power either at its own or together with one or more of its Subsidiary companies.

Explanation- For the purpose of this definition:-

- a) *A company shall be deemed to be a Subsidiary company of the Holding Company even if the control referred to in clause (i) or (ii) above is of another Subsidiary company of the Holding Company;*
- b) *The composition of a company’s Board shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the Directors.*

The term "Control" shall include the right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner. (Section 2 (27), of the Act).

SECRETARIAL AUDIT OF MATERIAL UNLISTED SUBSIDIARIES INCORPORATED IN INDIA

All material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a peer reviewed Company Secretary in practice in the prescribed format.

PROVISIONS WITH REGARD TO MATERIAL SUBSIDIARY COMPANIES

1. The Chief Financial Officer of the Company will be responsible for monitoring and determining which of the Subsidiaries falls within the definition of Material Subsidiary.
2. Monitoring of investments made by the Company in the Subsidiaries for the purpose of

determining the Materiality of the Subsidiary shall be done whenever such an investment is made. Monitoring the quantum of generation of consolidated income of the Company will be done at the time of finalizing the consolidated annual accounts of the Company.

RESTRICTION ON DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY

The Company shall not dispose shares in its Material Subsidiary which would reduce its shareholding (either on its own or together with other Subsidiaries) to less than or equal to 50% or cease the exercise of control over the Subsidiary without passing a special resolution in its General Meeting except in cases where such disinvestment is made under a scheme of arrangement duly approved by a Court or Tribunal or under a resolution plan duly approved under Section 31 of the Insolvency and Bankruptcy Code, 2016 and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

RESTRICTION ON DISPOSAL OF ASSETS OF MATERIAL SUBSIDIARY

The Company shall not sell, dispose and lease assets amounting to more than 20 % of the assets of the Material Subsidiary on an aggregate basis during a financial year without prior approval of the shareholders by way of passing special resolution in its General Meeting, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

COMPLIANCE BY STEP DOWN SUBSIDIARIES

Where a listed entity has a listed subsidiary, which is itself a holding company, the provisions of this regulation shall apply to the listed subsidiary in so far as its subsidiaries are concerned.

DISCLOSURES

The Company shall disclose all events or information with respect to subsidiaries, which are material for the Company as per Regulation 30(9) of the Listing Regulation.

AMENDMENT OR REVIEW

The Board reserves the right to amend, modify or review this Policy in whole or in part, at any point of time, as may be deemed necessary.

**Last modified and revised in the Board Meeting held on February 14, 2025.

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POLICY FOR DETERMINING MATERIALITY OF EVENT
OR INFORMATION

I. Legal Framework and Background

Calcom Vision Limited (hereinafter referred as “**CVL**” or “**the Company**”) is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. This Policy for Determination of Materiality of Events or Information (hereinafter referred as “**the Policy**”) is aimed at providing guidelines to the management of Company, to determine the materiality of events or information, which could affect investment decisions and to ensure timely and adequate dissemination of information to the Stock Exchange(s).

This Policy has been formulated in accordance with the guidelines laid down by Securities Exchange Board of India under Regulation 30 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to disclosure of events and information.

II. Objective

The objective of this Policy is to serve as a guiding charter to the management of the Company, to ensure that timely and adequate disclosure of events or information that are material in nature and could affect investment decisions of the investor community timely and appropriately as mandated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

III. Definitions

- (a) “**Act**” means the Companies Act, 2013 and as amended, modified or replaced from time to time and includes any statutory replacement or re-enactment thereof, and to the extent that any provisions of the Companies Act, 2013, including any rules made thereunder.
- (b) “**Board of Directors**” means the Board of Directors of the Company.
- (c) “**Company**” means Calcom Vision Limited.
- (d) “**Key Managerial Personnel**” means key managerial personnel as defined under section 2 (51) of the Companies Act, 2013.
- (e) “**Listing Regulations / SEBI (LODR)**” means the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- (f) “**Policy**” means this policy, as amended from time to time.
- (g) “**SEBI**” means the Securities and Exchange Board of India.
- (h) “**Rules**” means the rules made under the Act.
- (i) “**Stock Exchange**” means such stock exchange where the equity shares of the Company are listed.

All other words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

IV. Key managerial personnel (KMP) for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange

The Company's Key Managerial Personnel and Company Secretary & Compliance Officer shall determine materiality of information/ events and dissemination of the same as covered by this Policy. The Company Secretary & Compliance Officer or his/her designee, in each case, shall pre-approve, in consultation with Chief Executive Officer (“CEO”), if any and Chief Financial Officer (“CFO”), any deviation from the policies and procedures outlined in this Policy. The Company Secretary & Compliance Officer will be the single point of contact for the above signatories who are authorized to determine materiality and make distributions covered by this Policy.

The following KMPs are hereby severally authorized by Board of Directors for the purpose of determining materiality of an event or information and for the purpose of making disclosures to Stock Exchange(s) (herein after referred to as “**Authorised Person(s)**”):

- (a) Chief Financial Officer
- (b) Company Secretary & Compliance Officer

V. Events or information which are deemed to be material events

The Company shall, disclose all such events pertaining to itself and/or its material subsidiary(ies), which are specified in **Para A of Part A of Schedule III of the Listing Regulations** (as may be applicable and amended from time to time). Notwithstanding anything contained in this Policy, the Company shall at all times be required to disclose all such events as are specified under sub-regulation (2) of Regulation 30 of the Listing Regulations.

VI. Events or information which are dependent on application of guidelines for materiality

The Company shall, disclose all such events pertaining to itself and/or its material subsidiary(ies), which are specified in **Para B of Part A of Schedule III of the Listing Regulations** pursuant to this Policy.

The guidelines for determining materiality of events or information are set out below.

- (a) omission of any disclosure which is likely to result in alteration (including but not limited to discontinuation) of information that was previously made publicly available by the Company;
- (b) the omission of which is likely to result in significant market reaction if the said omission

- came to light at a later date; or
- (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
- (1) two percent of turnover, as per the last audited consolidated financial statements of the listed entity;
 - (2) two percent of net worth, as per the last audited consolidated financial statements of the listed entity, except in case the arithmetic value of the net worth is negative;
 - (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the listed entity;
- (d) the Board of Directors of the Company may prescribe any other criteria, from time to time, to determine materiality of events/information under this Policy. However, such criteria shall not dilute the requirements prescribed under the Listing Regulations

VII. Any other information or event which is to be disclosed by the Company

Events of the Company to which neither Para A nor B of Schedule III apply, should be disclosed if such events are considered as material by the Company.

The Company shall disclose major developments that are likely to affect its business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and any other information which is exclusively available with the Company and which may be necessary to enable the holders of securities to review their position and to avoid creation of a false market for equity shares of the Company.

The Company may at its own discretion, confirm or deny any reported event or information to stock exchange(s).

VIII. Duties and Powers of Authorised Person

The Authorised Person shall have the powers and responsibilities as specified in this clause:

- (a) To take a view on the materiality of an event which may qualify for disclosure and resolve any computation and interpretation issues while making the materiality assessment.
- (b) To determine the appropriate time at which the disclosures are to be made to the stock exchanges, based on an assessment of actual time of occurrence of an Event to be reported.
- (c) To review and finalise the details to be disclosed, in consultation with CEO & Managing Director of the Company (“**MD & CEO**”).
- (d) To make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- (e) To consider such other events that may require disclosure to be made to the stock exchanges which are not explicitly defined in the SEBI Listing Regulations and determine the materiality, appropriate time and contents of disclosure for such matters

- (f) To formulate operational guidelines for deployment of this Policy.

The materiality of events outlined above are indicative in nature. Accordingly, the Authorized Person/s shall exercise his/her own judgment while assessing the materiality of events / information associated with the Company.

IX. Timelines for Disclosure

The Company shall disclose all events or information within the timelines specified in the Applicable Laws.

- i. The disclosure with respect to events specified in point 4 of Part A of Schedule III shall be made within 30 (thirty minutes) of the conclusion of the Board meeting.
Provided that in case the meeting of the board of directors closes after normal trading hours of that day but more than three hours before the beginning of the normal trading hours of the next trading day, the listed entity shall disclose the decision pertaining to the event or information, within three hours from the closure of the board meeting.
- ii. Twelve hours from the occurrence of the event or information, in case the event or information is emanating from within the listed entity.
- iii. Twenty four hours from the occurrence of the event or information, in case the event or information is not emanating from within the listed entity.

X. Disclosure Process

- (a) Any event purported to be reported under Regulation 30 of SEBI Listing Regulations shall be informed to the Authorised Person on an immediate basis upon occurrence, with adequate supporting data/information to facilitate a prompt and appropriate disclosure. Any other Event, even if not covered under the SEBI Listing Regulations but is potentially of price sensitive nature or non-disclosure of which would result in discontinuity or alteration of publicly available information or is likely to result in a significant market reaction if disclosed at a later date, must also be informed, for further evaluation to the Authorised Person.
- (b) The Authorised Person will be responsible for ascertaining whether an event is to be reported on the basis of nature of information, applicability of deeming provisions, relevant impact in terms of discontinuity of market information and materiality. The secretarial, finance and compliance teams shall assist the Authorised Person in such assessment.
- (c) After evaluation, the Authorised Person shall issue a suitable disclosure notification to the stock exchanges, in consultation with the MD & CEO. The secretarial team shall assist Authorised Person in such issuance.
- (d) The Company shall use the electronic facilities provided by the stock exchanges for dissemination in the first instance. Information may subsequently also be disclosed via other media, including the press, website and direct email.
- (e) Statutory timeframes for disclosure shall be adhered with. Delay, if any, should be sufficiently

explained along with the disclosure.

- (f) The Company shall make disclosures of events/information as specified in Part B of Schedule III based on application of guidelines for determining materiality as per Clause V of this Policy.
- (g) The Company shall disclose all events or information with respect to subsidiaries which are material for the Company

XI. Scope and limitation

In the event of any conflict between the provisions of this Policy and the Act or Listing Regulations or any other statutory enactments, modification or rules, the provisions of Listing Regulations / Act or statutory modification, enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to be severed from the Policy and the rest of the Policy shall remain inforce.

XII. Dissemination of policy

This Policy shall be hosted on the website of the Company for such minimum period as mandated by the provisions of Listing Regulations and thereafter as per the archival policy of the Company.

XIII. Contact details

Any questions or clarification about the policy or disclosures made by the company should be referred to the Company Secretary & Compliance Officer of the Company, who is in charge of administering, enforcing and updating this policy:

Company Secretary & Compliance Officer
Calcom Vision Limited
Email ID: corp.compliance@calcomindia.com

**Last modified and revised in the Board Meeting held on February 14, 2025.

CALC OM VISION LIMITED
CIN: L92111DL1985PLC021095
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Email: corp.compliance@calcomindia.com
website: www.calcomindia.com

TERMS AND CONDITIONS FOR APPOINTMENT
OF INDEPENDENT DIRECTORS

Terms and conditions for the appointment of Independent Directors of the company in accordance with the requirements of Schedule IV to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Appointment, Term and Termination

- Independent Director is a Non-Executive Director on the Board of Directors of the Company who is appointed for a term of 5 years and thereafter can be re-appointed for another term of up to five consecutive years. The appointment/re-appointment shall be subject to the approval of shareholders by way of a Special Resolution.
- Independent Director will not be liable to retire by rotation.
- On the recommendation of the Nomination and Remuneration Committee, the Board shall appoint Independent Directors, which shall be further approved by the members of the Company.
- Upon termination or resignation for any reason, Independent Director will not be entitled to any damages for loss of office.
- The Independent Director's relationship with the Company will be that of an office-holder and it is not a contract of employment with the Company.
- The Board of Directors may appoint Independent Directors as Member/Chairperson of one or more of its Committees.

2. Responsibilities:

Independent directors have the same general legal responsibilities to the Company as that of any other director. The Independent Director will be held liable only in respect of such acts of omission or commission by the Company which have occurred with his knowledge, attributable through Board processes, and with his consent or where he has not acted diligently.

3. Duties:

As an Independent Director, you shall:

- Undertake the appropriate induction into the Board and regularly update and refresh your skills, knowledge and familiarity with the Company;
- Seek appropriate clarifications and, where necessary, seek and follow appropriate professional advice from external experts at the expense of the Company;
- Strive to attend every meeting of the Board and of the Board committees of which you are a member;
- Actively and constructively participate in the Board and Committees of the Board in which you may be a member or the Chairperson;
- Strive to attend the general meetings of the Company;
- Ensure that any concerns that you may have about the running of the Company are addressed by the Board and seek inclusion of these concerns in the Board minutes to the extent these concerns are not resolved;
- Keep yourself well informed about the Company and the external environment in which it operates;
- Not unfairly obstruct the functioning of an otherwise proper Board or committee;
- Ensure that related party transactions are considered carefully before they are approved and are in the interest of the Company;

- Ensure that the whistleblower function of the Company is functioning adequately;
- Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics;
- Within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- Not disclose any confidential information unless such disclosure is expressly approved by the Board or required by law.

4. Remuneration/Compensation/fees:

A sitting fee will be paid for attending each meeting of the board as well as the other committee meetings attended, as per the provisions of Section 197 of the Act 2013 and the Articles of Association of the Company, as fixed by the Board from time to time;

5. Restrictions/Memberships of other boards:

As per Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

A person shall not be a director in more than seven listed entities. Provided that a person shall not serve as an independent director in more than seven listed entities.

Notwithstanding the above, any person who is serving as a whole time director/managing director in any listed entity shall serve as an independent director in not more than three listed entities.

6. Independent directors' meeting (Annual):

The independent directors shall endeavor to hold at least one meetings in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall endeavor to be present at such meetings.

The Independent Directors in the meeting shall inter-alia

- i) review the performance of non-independent directors and the board of directors as a whole;
- ii) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors
- iii) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

7. Mechanism for evaluating Board members:

Each Board member makes a presentation to the Board highlighting his or her contributions and thought leadership initiatives pursued during the year. The evaluation is done on a three- point scale. Independent directors have three key roles - Governance, Control and Guidance. Some of the performance indicators based on which the independent director are evaluated are:

- Ability to contribute to and monitor our corporate governance practices;
- Ability to contribute by introducing international best practices to address top management issues;

- Active participation in long-term strategic planning;
- Commitment to the fulfillment of a director's obligations; and
- Fiduciary responsibilities.

8. Code of Conduct:

Independent Directors shall abide by the Code of Conduct for Members of the Board and Senior Management as laid down by the Company, '**Code for Independent Directors**' as outlined in **Schedule IV of the Companies Act, 2013** and such other policies and code of the Company as may be applicable to the Directors of the Company.

9. Training of Independent Directors:

The Company shall arrange suitable training/ familiarization programmes in order to familiarize the Independent Directors with their role, responsibilities, nature of industries in which the Company operates, business model of the Company, etc.

10. Disclosures:

Independent Directors shall make all statutory disclosures/ confirmations, as required under the Companies Act, 2013, Rules thereunder, Listing Regulations and other applicable laws and regulations, to the Company and to various statutory and regulatory authorities.

11. Changes in personal details:

Independent Director shall promptly intimate the Company Secretary and the Registrar of Companies in the prescribed manner, of any change in address or other contact and personal details provided to the Company.

12. Disengagement:

Independent Director may resign as Director of the Company by giving notice in writing to the Company stating the reasons for resignation. The resignation shall take effect from the date on which the notice is received by the Company or the date, if any, specified by you in the notice, whichever is later.

If at any stage during the Term, there is a change that may affect the status as an Independent Director as provided under Section 149(6) of the Companies Act, 2013 or as per the relevant provisions of the Listing Regulations, Independent Director shall promptly submit his/her resignation to the Board with effect from the date of such change.

13. Governing Law and Jurisdiction:

The appointment of Independent Directors shall be governed by and construed in accordance with the laws of the Republic of India and shall be subject to the exclusive jurisdiction of the Courts of India.

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POLICY AND DETAILS OF FAMILIARIZATION OF
INDEPENDENT DIRECTORS

1. **Preamble:**

Pursuant to the Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this Familiarization Program (herein after referred as “**the Program**”) for Independent Directors of the **Calcom Vision Limited** (herein after referred as “**the Company**”) has been adopted by the Board of Directors.

The Company has familiarized /shall familiarize the Independent Directors about:

- Nature of the industry in which the listed entity operates;
- Business model of the listed entity;
- Roles, rights, responsibilities of independent directors; and any other relevant information
- any other relevant information.

Further, Regulation 46(2) of the Listing Regulations requires the Company to disseminate on its website the details of familiarization programmes imparted to independent directors including the following details:-

- (i) Number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- (ii) Number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- (iii) Other relevant details

The details of such familiarization programmes shall be disclosed on the Company’s website and a web link thereto shall be given in the Annual Report.

Schedule IV of the Companies Act, 2013 also mandates that the independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

2. **Objective:**

The objective of the Program is to provide insights into the Company and enable the Independent Directors to understand its business in depth and contribute significantly to the growth of the Company.

3. **Familiarization Process:**

- A familiarization pack (Welcome Kit) shall be given to the appointed director, which includes
 - (i) Company’s Memorandum & Articles of Association
 - (ii) Annual Reports
 - (iii) Code of Business Conduct & Ethics applicable to the Directors/employees of the Company
 - (iv) Code of Conduct of Insider Trading Prohibition Policy.

- The Company, through its Executive Directors / Key Managerial Personnel, shall conduct programmes and make presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programmes and presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;
- New Directors shall have regular interaction with the Managing Director/ Executive Directors.
- A detailed appointment letter incorporating the roles, duties, and responsibilities, performance evaluation process, remuneration and obligation on disclosures is issued for his/her acceptance.
- Familiarization programme will be conducted on need basis during the Year.
- Visit to Company's Plants

4. Roles and duties

The Independent Directors shall focus on:

- Industry outlook at the Board Meeting, regulatory updates at Board and Audit Committee Meetings.
- Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting,
- Prevention of Insider Trading Regulations, SEBI Listing Regulations, Framework for Related Party Transactions etc.
- Overview of the operations and matters related to the Company's values and commitments.
- Organization structure, constitution of various Committees, Board procedures, Risk Management strategies, etc.
- Various developments in the Company through Press Releases, e-mails, etc.

5. Review

The Board will review this Program and make revisions as may be required on time to time basis.

6. Details Of Familiarization of Independent Directors

Familiarization programme organized by Company during the year 2024 and cumulative up to 31st December, 2024.

Particulars	During the year 2024	Cumulative upto December 31, 2024
Number of Familiarization programmes organized by the Company, including visit to Company facilities.	3	10
Time spent by Independent Directors in such programmes in aggregate	>1 Man Hours	>13.5 Hours

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