TONBO IMAGING INDIA LIMITED

POLICY ON RELATED PARTY TRANSACTIONS

Tonbo Imaging India Limited (the "**Company**") in pursuance of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory enactments / amendments thereof) ("**SEBI Listing Regulations**"), adopted the policy on materiality of related party transactions and on dealing with related party transactions (the "**Policy**") vide its Board meeting held on December 20, 2025 (as amended vide the Board meeting held on September 26, 2026), which will be the effective date of this Policy.

1. Objectives:

The corporate governance norms under Section 188 of the Companies Act, 2013, and the rules framed thereunder, as amended ("Companies Act"), and Regulation 23 of the SEBI Listing Regulations require companies to have enhanced transparency and due process for approval of the related party transactions. Accordingly, the Company has framed this Policy with the intent to ensure the proper approval and reporting of related party transactions, including Material Related Party Transactions (as defined below) and on dealing with transactions with Related Parties (as defined below).

2. Definitions:

(i) "**Act**" means the Companies Act, 2013, as amended.

(ii) "**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

(iii) "**Audit Committee**" means the audit committee constituted by the Board pursuant to Section 177 of the Act.

(iv) "**Director**" means a director on the board of directors of the Company.

(v) "**Company**" means Tonbo Imaging India Limited.

(vi) "**Related Party Transactions**" shall mean any transactions between the Company and any Related Party of the Company.

(vii) "**Key Managerial Personnel (KMP)**" means the Managing Director, the Company Secretary, the Chief Financial Officer and such other officers/employees of the Company as defined in section 2(51) of the Companies Act, 2013 and Regulation 2(1)(bb) of the SEBI (Issue of Capital and Disclosure Requirements), 2018.

(viii) "**Material Related Party Transaction**" means a transaction with a Related Party where the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the applicable threshold prescribed under Regulation 23 read with Schedule XII of the SEBI Listing Regulations, as amended from time to time.. Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the Company as per its last audited financial statements.

(ix) "**Material Modification(s)**" means any modification to an approved Related Party Transaction which, having regard to the nature, terms, conditions, value, tenure, scope or other commercial aspects of such Related Party Transaction, results in an increase in the transaction value or pricing by 20% or more of the value or limits originally approved by the Audit Committee and/ or the shareholders, as applicable.

In determining whether a modification is material, the Audit Committee shall consider, among other relevant factors, any material change in the transaction value, nature, scope, tenure, pricing, payment terms, obligations, rights or other material commercial terms of the Related Party Transaction. The decision of the Audit Committee regarding whether a modification constitutes a Material Modification for the purposes of this Policy shall be final.

(x) "**Related Party**" means a related party as defined under the Companies Act, SEBI Listing Regulations. ''Relative'' means a relative as defined under Section 2(77) of the Companies Act, read with the SEBI Listing Regulations.

(xi) "**Subsidiary**" shall mean a subsidiary as defined under the Companies Act.

(xii) "**Transaction**" with a related party shall be construed to include single transaction or a group of transactions in a contract and includes prospective transactions. Any other term not defined herein shall have the same meaning as defined in the Companies Act, the SEBI Listing Regulations, Accounting Standard 18 or any other applicable regulation.

3. Identification of related party transactions:

Every Director shall, as may be applicable to them, provide a declaration containing the necessary details of his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals, which shall include the shareholding, contracts or arrangements with a body corporate or firm or other entity as mentioned under Section 184(2) of the Companies Act, in which any director is, directly or indirectly, concerned or interested, and Related Party Transactions, to the Company Secretary within 30 days from their appointment or relinquishment of office and on an annual basis. They shall also, provide declarations within 30 days if there has been a change in the details from the last declaration made under this Related Party Policy. The Chief Financial Officer ("CFO") is responsible for identification of the potential Related Party Transactions and to provide necessary information in advance to the Company Secretary for

initiating the process to obtain the necessary approvals of the Audit Committee/Board/Shareholders. Further, the Chief Financial Officer and the Managing Director are responsible for providing additional information about Related Party Transactions that the Board / Audit Committee may request, for being placed before the Audit Committee / Board.

4. Dealing with related party transactions :

The Board shall fulfil the function of monitoring and managing potential conflicts of interest of management, Board and shareholders, including misuse of corporate resources and abuse in Related Party Transactions. The Company shall comply with applicable provisions of the SEBI Listing Regulations, Companies Act, the listing agreement and other applicable law in force from time to time in dealing with the Related Party Transactions.

5. Approval Process:

a) Audit Committee

All Related Party Transactions and subsequent Material Modifications shall require prior approval of the Audit Committee (which for the purpose of approval, includes only the independent director members). Accordingly, all proposed Related Party Transactions or Material Modifications must be reported to the Audit Committee for prior approval by the Committee. However, the members of the Audit Committee, who are independent directors, may ratify certain Related Party Transactions within three months from the date of the transaction or in the immediate next meeting of the Audit Committee, whichever is earlier, subject to such transactions meeting certain conditions as specified under the Listing Regulations.

Further, a Related Party Transaction exceeding ₹ 1 crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of the Company is a

party but the Company is not a party, shall require prior approval of the Audit Committee if the value of such transaction exceeds the lower of the following:

(i) *For subsidiaries having audited financial statements for a period of at least one year:*

(a) ten (10) per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary; or

(b) the threshold for Material Related Party Transactions of the Company as specified in Schedule XII of the SEBI Listing Regulations ;

(ii) *For subsidiaries not having audited financial statements for a period of at least one year*:

(i) ten (10) percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or

(ii) the threshold for Material Related Party Transactions of the Company as specified in Schedule XII of the SEBI Listing Regulations.

The CFO of the Company shall provide to the Committee all relevant material information of all Related Party Transaction(s), including the terms of the transaction(s), the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters inter alia including the following: (i) the name of the related party and nature of relationship; (ii) the nature, duration of the contract and particulars of the contract or arrangement; (iii) the material terms of the contract or arrangement including the value, if any; (iv) any advance paid or received for the contract or arrangement, if any; (v) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract; and (vi) any other information relevant or important for the Audit Committee to take a decision on the proposed transaction.

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

(iii) Whether the terms of the Related Party Transaction are fair and on arm's length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;

(iv) Whether the Related Party Transaction would affect the independence of the Director/KMP;

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

(vi) Whether the Related Party Transaction is in the nature of conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the Director or other Related Party, the direct or indirect nature of the Directors, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Board/Committee deems relevant.

(vii) Whether there are any compelling business reasons / rationale for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any

(viii) Whether the Company was notified about the Related Party Transaction before its commencement and if not, why pre-approval was not sought and whether subsequent ratification is allowed and would be detrimental to the Company. Subject to the provisions of the applicable laws, the Audit Committee will have the discretion to approve/modify/recommend/refer the proposed Related Party Transaction for the approval of Board or shareholders.

Further, in the event a Related Party Transaction 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 obtain approval of the Board and/or its shareholders, as applicable.

In the case of a proposed Material Modification, the Committee shall also consider the nature and extent of the proposed modification and its impact on the transaction as originally approved, including any change in its value, nature, scope, tenure, pricing, payment terms, obligations, rights or other material commercial terms.

b) Omnibus approval

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

(i) The Audit Committee shall lay down the criteria for granting an omnibus approval in line with this Policy and such approval shall be applicable in respect of Related Party Transactions which are repetitive in nature;

(ii) The Audit Committee shall satisfy itself of the need for such omnibus approval and that such approval is in the interest of the Company;

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

(iv) Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company or its subsidiary pursuant to each of the omnibus approval given.

(v) Such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approvals after the expiry of the financial year. However, the omnibus approval granted by the shareholders for Material Related Party Transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Act. Provided that in case of omnibus approvals for Material Related Party Transactions, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one (1) year from the date of such approval.

Omnibus approval shall not be made for the following Related Party Transactions:

(a) transactions not in the ordinary course of business or not at arm's length.
(b) transactions in respect of selling or disposing of the undertaking of the Company.
(c) transactions which are not repetitive (in past or future) in nature.
(d) any other transaction as may be specified by the Audit Committee.

6. Board:

A Related Party Transaction shall be approved by the Board by passing a resolution in this regard at a meeting of the Board, provided that Board approval is not required for any the Related Party Transaction(s) to be entered into in the ordinary course of business and on an arm's length basis.

Where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

All Related Party Transactions in excess of the limits prescribed under the Companies Act, 2013, and the SEBI Listing Regulations, as may be applicable, which are not in the ordinary course of business or not an Arms' length transaction shall also require the prior approval of the shareholders through a resolution and no member of the Company shall vote on such resolution, if such member is a related party.

7. Material Related Party Transaction:

All Material Related Party Transactions and subsequent Material Modifications thereto shall require prior approval of the shareholders through a resolution and all Related Parties shall abstain from voting on such resolutions irrespective of whether they are party to such transaction. However, prior approval of the shareholders of the Company shall not be required for a Related Party Transaction to which the listed subsidiary of the Company is a party but the Company is not a party, if regulation 23 and regulation 15 of the SEBI Listing Regulations are applicable to such listed subsidiary. Provided that this shall not apply in respect of a resolution plan approved under section 31 of the Insolvency and Bankruptcy Code, 2016, subject to the event being disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

8. Exemption from applicability of the Policy:

Notwithstanding the foregoing, but subject to the provisions of the applicable laws from time to time, the following Related Party Transactions and subsequent Material Modifications shall not require approval of Audit Committee or Shareholders:

(i) Transactions entered into between the Company and its wholly owned subsidiary / step down subsidiaries or two wholly-owned subsidiaries / step down subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval;

(ii) 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;

(iii) Such other transactions and/or Material Modifications as prescribed under applicable law, as amended from time to time.

Further, pursuant to Regulation 23(2)(e) of the SEBI Listing Regulations, remuneration and sitting fees paid by the Company or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require approval of the Audit Committee provided that the same is not a Material Related Party Transaction.

9. Disclosure

The Policy shall be disclosed on the Company's website (www.tonboimaging.com) and a web link thereto shall be provided in the Annual Report of the Company.

10. Policy review

The Board may, subject to applicable laws, amend, suspend or rescind this Policy at any time. Further, in any case, the Policy shall be reviewed by the Board at least once every three years and updated accordingly. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Related Party Policy. Further, any subsequent amendment/modification in the SEBI Listing Regulations, the Companies Act and/or any other laws in this regard shall automatically apply to this Policy. In the event of any conflict between the provisions of this Policy and of the applicable law(s) dealing with the Related Party Transactions, such applicable law(s) as may be in force from time to time shall prevail over this Policy.