

# QACA Contract Governance Policy

Contract Governance

QACA-P-09-Rev01

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## Introduction

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Contract Governance policy includes the life cycle of contracts and it involves all stakeholders who will have functional role to play in ensuring good governance and hygiene. This includes HR, Legal, Finance, C&R, IT, Sales and Operations teams.

### Purpose

To establish sound and consistent management practices with respect to all contracts for all business streams. This policy will also optimize customer satisfaction, besides stimulating the company's profitability and competitive strength.

## Scope

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This policy applies to all contracts, amendments, or renewals. This policy applies to all QACA staff involved in contract initiation, administration and management. This policy will establish the framework for the management, review, execution and controls relating to the contracting process.

The scope of Contract governance is applicable to all RFP, RFQ, existing and new contracts, Contract reviews, contract acceptance, contract governance and post contract actions to be taken to either terminate or end of life of any contract.

Contract management begins during the Request for Proposal (RFP) process as part of the definition of contract terms and conditions, specifications and scope of work (SOW) for all business streams.. The Director Commercial (DC) should assure that the contractor's and Quality Austria Central Asia's performance is in accordance with the specifications, SOW (if one exists) and the terms and conditions of the contractual agreement for all business streams.

All Quality Austria Central Asia sales contract requires compliance with the Sales policies.

### Definitions

**QACA – Quality Austria Central Asia**

**CRM** - A CRM (Customer Relationship Management) strategy is a plan that helps organizations attain specific business goals (typically sales and revenue related) through carefully designed data workflows that are associated with sales and marketing channels using a CRM solution. Zoho is the CRM tool being used by Quality Austria Central Asia.

**Sale** – When an agreement is established together by Client and QACA clearly establishing the service and commensurate service charges including prevailing taxes under a specific T & C.

Contract - A contract is an agreement that specifies certain legally enforceable rights and obligations pertaining to two or more mutually agreeing parties one of them being Quality Austria Central Asia. A contract also involves delivery of services against agreed financial terms.

Contract review and reviewers – Contract review needs to be conducted by designate contract reviewers for all contracts. During contract review, the document will be examined to confirm that it contains all the elements of a contract, that everything is stated clearly and accurately, without errors or discrepancies, free of potential conflicts, and important, with acceptable terms to help the parties avoid getting locked into an unsatisfactory agreement.

Annual contract value (ACV) - The annual contract value is the average annualized revenue per customer contract

Profit margin - Profit margin is a ratio of profitability that reveals how much money a company actually makes. It is the amount by which revenue from sales exceeds costs. To calculate profit margin, divide your gross profit (revenue-cost of goods sold) by revenue.

Signing Authority - is a person to whom authority to sign a Contract on behalf of the QACA has been delegated.

Renewal- is another contract issued at the completion of the original for a new period and as defined in the original contract

Conflict of Interest – A conflict of interest could impair your auditor's objectivity and integrity and potentially compromise your company's financial statements. That's why it's important to identify and manage potential conflicts of interest. "A conflict of interest may occur if a member performs a professional service for a client and the member or his or her firm has a relationship with another person, entity, product or service that could, in the member's professional judgment, be viewed by the client or other appropriate parties as impairing the member's objectivity." QACA should be on the lookout for potential conflicts when:

Hiring, using, delivering some work as an external auditor,

Upgrading the level of assurance from a compilation or review to an audit, and

Using the auditor/Inspector for Certification audits, training, Inspection etc.

Determining whether a conflict of interest exists requires an analysis of facts. Some conflicts may be obvious, while others may require in-depth scrutiny by QACA.

MD – Managing Director

DC – Director Commercial

ED – Executive Director Operations

GM - Finance

Vice President – Industrial Services & Risk

DGM - HR

Sales Manager – “Business stream”

## General Requirements

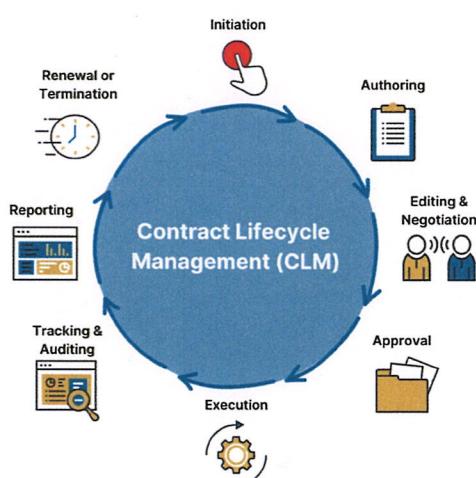
The Company's name on all Contracts must be "Quality Austria Central Asia Pvt. Ltd".

All contracts entered into on behalf of the QACA must be made in writing. Any arrangement with the purpose of creating a legally binding agreement must be approved and signed by the Signing Authority authorized to enter into a Contract of that type who will be DC.

## Contract Lifecycle management

Quality Austria Central Asia is committed to ensuring its contracting processes and standards are consistent, transparent, promote sound financial stewardship, provide a robust system of internal controls, and balance efficiency of operations with operational and financial risk.

This policy will provide a framework to ensure all contracts undergo required review and approval prior to execution and establishes who has the authority to sign contracts on behalf of the QACA. The intention is to safeguard QACA resources and ensure compliance with applicable laws, regulations, and rules governing contracting.



## Contract governance structure

An average contract's lifecycle can be split into two distinct parts, pre-signature and post-signature. Pre signature involves contract initiation, authoring, negotiation, editing, approvals and post – signature involves execution, tracking, auditing, reporting and renewing the contract. At Quality Austria Central Asia the following structure will be applicable.



## Contract Development, Review and Monitoring

Prior to entering into a Contract or presenting a Contract for signature, the respective Business stream heads for the Responsible Department must ensure that the Contract has been read and its technical terms are acceptable (including all referenced schedules/appendices or other documents), and the Contract has been reviewed and approved as set out in this policy.

Before signing a Contract, the Signing Authority must ensure that:

- The Contract is in the best interests of the QACA.
- The Contract is consistent with the QACA strategic plan, and annual budget, and supports the QACAs mandate.
- The Contract language is clear and consistent, and accurately reflects the negotiations
- Wherever there may be a potential or perceived conflict of interest, the Signing Authority (DC) does not sign the Contract and instead refers the matter to their immediately to Managing Director in accordance with the Conflict of Interest Policy.
- There are sufficient human, physical and financial resources to meet the QACA obligations under the Contract
- The Contract is operationally feasible and it is fiscally responsible to enter into the Contract and provision has been made for adequate indemnity, insurance and risk mitigation plans and appropriate consultation with the Contract Facilitator has occurred with respect to Contracts that are not on a template that has been reviewed by the QACA legal Counsel
- Incase of any deviations (related to commercials or local authorizations) approval of MD is to be seeked prior to bid

## Contract documents

- Internal templates, as reviewed and approved by QACA legal counsel, should be used as the basis for drafting all contracts and can be found in the CRM (ZOHO) including Terms and Conditions
- External Contracts must include printed names, titles and dates of all individuals in addition to signature such as tenders and bids and consultant contracts including Terms and Conditions

## Contract review and reviewers

Quality Austria Central Asia will have designate contract reviewers who will conduct the contract review for each business stream. The respective contract reviewer will report any anomalies in the contract to the Director Commercial

All contracts will be required to be routed through the Contract reviewers so that COI and Accreditations related issues can be addressed. All financial issues and impacts changing due to scope change will need to addressed by DC.

The Contract review process will have defined TAT and approval process defined and a monthly report shall be submitted.

## Description of Contract Governance Policies

Following are set of sales policies which are be considered for the purpose of Contract Governance. The Contract governance will be overseen by Director Commercial and take responsibility for initiating the procurement and performance by the QACA of its obligations under the contract.

The DC should have appropriate skill and experience to carry out the responsibilities of the contract management. The DC may delegate or assign to another staff member various functions or a task regarding the contract, but the DC remains the responsible manager according to the Policy.

## New /existing Product Contracts Policy

All existing & new products & services contracts will be undersigned by Director Commercial both in CRM and in Tenders. Only Business Stream heads can also sign the contracts with relevant authorization.

## Contract pricing policy & Discount policy (including overseas pricing)

All prices for existing products and services may be referred using document no QACA/Sales/Pricebook 2023. Any new products or services will required price approvals from DC and or MD, QACA including setting them on CRM. Without the commensurate approval the contract will stand void. Whatever services which are not appearing in the Price Book will need prior approval from DC.

The discount policy refers to giving some discretionary discounts to new and existing clients depending upon following criteria. Wherever the GP is not above 45%, the deviation approval is to be taken from DC, for all our services.

Criteria	Final Approver
5% discount on the price list	BDM
10% discount on the price list	Regional Sales/Unit Head
15% discount on the price list	Director – Commercial
20% or above discount on price list	Managing Director QACA

## Incentive policy for all Contracts.

All incentives payable are as per agreed document QACA/Sales/incentive 2023. Director Commercial and Managing Director only can override the incentives in exceptional cases.

## Direct and indirect Sales Contracts policy (including business partners)

Sales contracts generated vide national and international partners will be governed by the Terms and condition defined for working with partners and will be governed by each exclusive partnership agreement. COI, service delivery agreement will need to stated clearly and all agreement will be under QACA Head office legal terms.

## Bids and Tenders Contracts Policy

All bids and tenders will be submitted under the name of Director Commercial and will be duly signed by DC. Clear understanding of contract conditions will need to be established and the accountability and responsibility of any failure will lie upon DC.

Post signing of contracts there will be a joint accountability of DO and GM - Finance and DC to ensure contract conditions are met and executed as per contract conditions.

## Territory and Business boundaries Contracts policy including International sales

QACA will be governed by the permissible territories including international boundaries for operating business operation and securing contracts. The current limits include India, Bangladesh, Korea, Japan, Sri Lanka, Malaysia, Singapore, Indonesia, Philippines, Thailand, Nepal and Vietnam

## Contract documentation and control policy

All contracts will be under a contract control number which is clearly defined in the file naming convention as per the CRM( Zoho) . During the entire lifecycle from Sales to operations the CRM may change to **CRN ( Company registration number)** and shall be identified by that numbers till the entire lifecycle. **<Unique Identifier System especially for Non-CnT Divisions>???**

All the documented contracts shall be available in CRM(Zoho). If specific tailor made contract templates are not there in CRM, then the contract documents(and amendments) needs to be uploaded on this CRM only after Contract Review.

## Terms and Condition

Separate Terms and Conditions shall be available and must be part of each proposal aligned to that business stream. It is important that the correct T & C is being shared with the client at all times. For tenders and bespoke service delivery, contract conditions will be required to be vet by **Legal office** DC who may seek legal advice where necessary

GM – Finance shall consider value of indemnity etc. to keep the contract risk management under tight control.

Director C & R will approve the specific T & C related to various accredited schemes and be the nodal officer for updating the T & C as and when needed.

## Contract review and acceptance

All contracts will be finally reviewed and accepted by DC. Contracts acceptance criteria is defined per below

Director Commercial	Under 20 Lakhs
Director Commercial	Tender & Bids upto 20 lakhs
Managing Director	Above 20 lakhs
Managing Director	All government and PSU bids

## Policy Compliance

Contracts made in violation of this policy are voidable and may be voided at the discretion of the DC and/or MD QACA

Non-compliance with this policy may result in disciplinary action up to and including dismissal or termination of employment contract. Further, should any claims, damages or other consequences arise from non-compliance with this policy, the Board may seek indemnification from the individual involved

## CRM Tool

QACA used CRM tool called Zoho. The complete Lead to sales process is clearly defined and set in the Zoho.

The CRM administrator is responsible for ensuring that regular trainings are imparted to concerned teams including operations so that the process can be followed.

## Responsibilities

Stakeholders	Responsibilities
MD	Approve and formally support this policy
Director Commercial	Oversee the implementation of this policy Provide reviews and management Available for questions and support
Business streams/functions	Prepare initial drafts of contract Ensure compliance of policy throughout contract process Monitor performance of third party contractors
Legal counsel	Complete legal review as required
	<b>Review R&amp;R in view of this Policy as stated above</b>

## Exceptions to the Policy

Exceptions to the guiding principles in this policy must be documented and formally approved by the Director Commercial and or QACA MD prior to full execution of the contract.

## Competence

All the contract governance and review teams will undertake commensurate training include qualifying competence for preparing proposals and having financial acumen.

Training must be imparted and checks must be taken by asking them to prepare atleast 5 proposals which are approved by Director Commercial before the sales person can independently prepare proposals.

## Inquiries

Inquiries regarding this policy can be directed to the Director Commercial

## Amendments (Revision History)

Amendments to this policy will be published from time to time and circulated to the QACA community.

On behalf of Quality Austria Central Asia Pvt. Ltd.



Pankaj Rai  
(Managing Director)

Revision Number	Date	Revised by	Approved by	Summary of changes
QACA-P-09-Rev00	02 Aug 2023	Director Commercial	QACA Board	Initial Issue
QACA-P-09-Rev01	05 Jan 2026	Director Commercial	QACA Board	Periodic review