



GUJARAT INTRUX LIMITED
POLICY FOR RELATED PARTY TRANSACTIONS

1. SCOPE AND PURPOSE OF THE POLICY:

- 1.1 This policy on Related Party Transactions (hereinafter referred to as “RPT Policy” or “Policy”) of The Gujarat Intrux Limited (“the Company”) is framed considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 (“the Act”) read with the Rules framed there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR”), including the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 and the Industry Standards on Minimum Information effective from September 1, 2025.
- 1.2 The Company has formulated this RPT Policy and internal guidelines for the identification of related parties and the proper conduct and documentation of all related party transactions. Pursuant to Regulation 23(1) of the SEBI LODR, the Company is required to formulate a policy on the materiality of Related Party Transactions (“RPTs”) and the manner of dealing with such RPTs.
- 1.3 In accordance with Regulation 23(2) of the SEBI LODR, this Policy also defines “Material Modifications” of RPTs and ensures their disclosure as an integral part of the RPT Policy hosted on the Company’s functional website.
- 1.4 This Policy has been adopted by the Board of Directors of the Company based on the recommendations of the Audit Committee of Directors (“Audit Committee”). The Audit Committee shall review and, if necessary, recommend amendments to the RPT Policy at least once every three years, subject to the final approval of the Board.
- 1.5 The Company is committed to monitoring and managing potential conflicts of interest of management, board members, and shareholders, including the prevention of misuse of corporate assets and the abuse of related party transactions, by ensuring that all such transactions are conducted on an Arm’s Length basis and in the Ordinary Course of Business.

2. OBJECTIVE OF THE POLICY:

The objective of this Policy is to set out:

- (i) The basis of identifying related parties of the Company and Related Party Transactions (“RPTs”);
- (ii) The materiality thresholds for Related Party Transactions as per the scaled thresholds provided in the SEBI Listing Regulations; and
- (iii) The formal manner of entering into and approving transactions between the Company and its related parties based on the Act read with the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company.

DEFINITIONS:

- 3.1 “Act”** means the Companies Act, 2013 as amended from time to time;
- 3.2 “Audit Committee”** shall mean the audit committee constituted by the Board from time to time, in accordance with the provisions of the Act and the SEBI Listing Regulations.
- 3.3 “Board of Directors” or “Board”** means the collective body of the Directors of the Company, as constituted from time to time, in line with the provisions of the Act and the SEBI Listing Regulations.
- 3.4 “SEBI Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- 3.5 “Regulation 23”** means the Regulation 23 of the SEBI Listing Regulations.
- 3.6 “Arm’s Length Transaction”** means a transaction between two related parties that is conducted as if they were unrelated parties, so that there is no conflict of interest;
- 3.7 “Ordinary course of business”** means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per its Memorandum & Articles of Association. The Board and Audit Committee may lay down the principles for determining ordinary course of business in accordance with the statutory requirements and other industry practices and guidelines;
- 3.8 “Company”** means Gujarat Intrux Limited;
- 3.9 “Relative”** with reference to a Director or KMP means persons as defined in Section 2(77) of the Act and rules prescribed thereunder;
- 3.10 “Related Party”** shall have the meaning as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations. Note: Any person or entity belonging to the 'promoter' or 'promoter group' of the Company, or any person/entity holding 10% or more of equity shares in the Company (at any time during the preceding financial year), shall be deemed to be a Related Party.
- 3.11 “Related Party Transaction”** have the meaning as defined under Section 188 of the Act read with Regulation 2(1)(zc) of the SEBI Listing Regulations, as amended, and shall mean a transaction involving a transfer of resources, services or obligations between:
- a. the Company or any of its subsidiaries on one hand and a related party of 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 with effect from April 1, 2023

Regardless of whether a price is charged and a transaction with a related party shall be construed to include a single transaction or a group of transactions in a contract, including but not limited to the following –

- a. sale, purchase or supply of any goods or materials;
- b. selling or otherwise disposing of, or buying, property of any kind;
- c. leasing of property of any kind;
- d. availing or rendering of any services;
- e. appointment of any agent for purchase or sale of goods, materials, services or property;
- f. appointment to any office or place of profit in the Company, its subsidiary or associate company
- g. Underwriting the subscription of any securities or derivatives thereof, of the Company.

Following shall not be considered Related Party Transaction of the Company in terms of SEBI Listing Regulations:

- (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) corporate actions which are uniformly applicable/offered to shareholders in proportion of their shareholding such as payment of dividend, subdivision or consolidation of securities by the Company, issuance of securities by way of a rights issue or a bonus issue and 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), in the format as specified by the Board.
- (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.

Further, remuneration and sitting fees paid by company to its directors, key managerial personals 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 material in terms of the provisions of Regulation 23 of the Listing Regulations.

3.12 “Material Related Party Transaction” means a transaction with a Related Party if the transaction(s) individually or taken together with previous transactions during a financial year, exceeds the Tiered Thresholds:

- Consolidated Turnover \leq ₹20,000 Cr: 10% of annual consolidated turnover.
- Consolidated Turnover ₹20,001 – ₹40,000 Cr: ₹2,000 Cr + 5% of turnover exceeding ₹20,000 Cr.
- Consolidated Turnover $>$ ₹40,000 Cr: ₹3,000 Cr + 2.5% of turnover exceeding ₹40,000 Cr (Capped at ₹5,000 Cr).
- Brand/Royalty: Exceeding 5% of the annual consolidated turnover.

3.13 “Key Managerial Personnel” or “KMP” shall have the meaning as defined under Regulation 2(1)(o) of the SEBI Listing Regulations read with Section 2(51) of the Companies Act, 2013, each as amended from time to time and includes any person so authorized and designated by the Board of Directors of the Company as KMP.

3.14 “Industry Standards” shall mean the Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” as notified by SEBI vide its circular dated February 14, 2025.

3.15 Material Modification” means any variation to an already approved Related Party Transaction which results in a change in the value of the transaction by **20% or more**, or any change in the nature/tenure of the contract that impacts the "Arm's Length" basis.

Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Listing Regulations or any other applicable law or regulation, each as amended.

4. MATERIALITY THRESHOLDS

4.1 In terms of Regulation 23 of the SEBI Listing Regulations, the Company has fixed the following cumulative materiality thresholds for a Related Party Transaction (“RPT”) entered into individually or taken together with previous transactions during a financial year:

(a) General Related Party Transactions:

A transaction with a related party shall be considered material if it exceeds the **Schedule XII Tiered Thresholds** as specified below:

- **Annual Consolidated Turnover \leq ₹20,000 Cr:** 10% of annual consolidated turnover.
- **Annual Consolidated Turnover ₹20,001 – ₹40,000 Cr:** ₹2,000 Cr + 5% of turnover exceeding ₹20,000 Cr.

- **Annual Consolidated Turnover > ₹40,000 Cr:** ₹3,000 Cr + 2.5% of turnover exceeding ₹40,000 Cr (subject to an absolute maximum cap of **₹5,000 Cr**).

(b) Brand Usage and Royalty:

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 (5%)** of the annual consolidated turnover of the Company.

4.2 All Material Related Party Transactions and subsequent **Material Modifications** (as defined in Section 3.13) shall require prior approval of the shareholders through an ordinary resolution.

5. MANNER OF DEALING WITH RELATED PARTY TRANSACTION

5.1 Identification of Related Parties

The Company shall maintain a database of Related Parties as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, which shall be updated at least once every quarter. Every Director and Key Managerial Personnel shall provide a declaration of their interest at the beginning of the financial year and notify any changes immediately..

5.2 Identification of Related Party Transactions

The Company has formulated guidelines for identification of related party transactions in accordance with Section 188 read with Section 177 of the Act and Regulation 2(1)(zc) of the SEBI Listing Regulations. The Company has also formulated guidelines for determining whether the transaction is in the ordinary course of business and at arm's length basis and for this purpose, the Company will seek external expert opinion, if necessary.

Once the related party transactions are identified, the Management shall categorize the transactions under the following categories as per the Industry Standards and place applicable disclosures before the Committee seeking approval:

- a. Material Related Party Transactions
- b. Other Related Party Transactions, but with promoter or promoter group or person/ entity in which promoter or promoter group has concern or interest.
- c. Residual Related Party Transactions.

5.3 Review by the Audit Committee:

The Audit Committee shall review the relevant information of the proposed RPT as per the Minimum Information Standards (Annexure 13A). The Committee

shall determine whether the transaction is in the Ordinary Course of Business and on an Arm's Length basis before granting prior approval.

6. PROCEDURE FOR APPROVAL OF RELATED PARTY TRANSACTION

6.1 APPROVAL OF THE AUDIT COMMITTEE:

A. Prior approval of the Audit Committee shall be required for:

1. All Related Party Transactions and subsequent material modifications as defined by the Audit Committee;
2. RPTs where a subsidiary is a party but the Company is not a party and the transaction amount exceeds the threshold of:
 - **i. Absolute Floor of ₹1 Crore (Rupees One Crore) w.e.f. September 1, 2025;**
 - **ii. The lower of 10% of the standalone turnover of the subsidiary or the Company's materiality threshold as per Schedule XII.**

Further, the Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.

Prior approval of the Audit Committee shall not be required for:

- i. Related Party Transactions, where the listed subsidiary is a party, but the Company is not a party, and if Regulation 23 and Regulation 15(2) of SEBI Listing Regulations are applicable to such listed subsidiary.
- ii. Related Party Transactions of unlisted subsidiaries of listed subsidiary of the Company, where the prior approval of the audit committee of the listed subsidiary is obtained.
- iii. Transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the general meeting for approval.
- iv. Transactions 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.
- v. Remuneration and sitting fees paid by Company to its directors, key managerial personals or senior management, except who is part of promoter or promoter group,

provided that the same is not material in terms of the provisions of Regulation 23 of the Listing Regulations.

Note:-

Members of the Audit Committee, who are independent directors, shall alone approve Related Party Transactions.

6.2 Omnibus Approval Mechanism:

The Company may obtain omnibus approval from the Audit Committee for all Related Party Transactions subject to compliance with the following conditions:

1. The Audit Committee shall, after obtaining approval of the Board of Directors, specify the criteria for granting the omnibus approval in line with the Policy and such approval shall include the following:
 - i. Maximum value of the transaction, in aggregate, which can be allowed under the omnibus route in a year;
 - ii. The maximum value per transaction which can be allowed;
 - iii. Extent and manner of disclosures to be made to the Audit Committee at the time of seeking omnibus approval;
 - iv. Review, at such intervals as the Audit Committee may deem fit, Related Party Transaction entered into by the Company pursuant to each omnibus approval made;
 - v. Transactions which cannot be subject to the omnibus approval by the Audit Committee.
2. The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:
 - i. Repetitiveness of the transactions (in past or in future);
 - ii. Justification for the need of omnibus approval.
3. The Audit Committee shall satisfy itself regarding the need for such omnibus approval for transactions of repetitive nature and that such approval is in the interest of the Company;

4. **Information Standards:** The omnibus approval shall provide details of:
- (i) the name/s of the related party and its relationship with the Company or its subsidiary, nature of transaction, period of transaction, maximum aggregated value of the particular type of transaction that can be entered into during the year;
 - (ii) basis of arriving at the indicative base price / current contracted price and the formula for variation in the price if any;
 - (iii) Minimum information about the RPTs as per the provisions of the Industry Standards (Annexure 13A) including a certificate from the CEO/MD and CFO confirming that the transaction is in the interest of the Company;**
 - (iv) such other conditions as the Audit Committee may deem fit.
- *Provided that where the need for Related Party Transactions 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.**
5. The Audit Committee shall review, at least on a quarterly basis, the aggregated value and other details of Related Party Transactions entered into by the Company pursuant to the omnibus approval given;
6. **Validity:** Such omnibus approval shall be valid for a period not exceeding **one financial year** and shall require fresh approval after the expiry of such financial year.
7. Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.
8. Omnibus approval can be granted by the Audit Committee for related party transactions of the Company as well as of its subsidiaries.
9. Any other conditions as the Audit Committee may deem fit.

6.3. APPROVAL OF THE BOARD OF DIRECTORS OF THE COMPANY

A. Statutory Board Approval:

In accordance with the provisions of Section 188 of the Act, all contracts or arrangements with a Related Party that are:

- (i) Not in the Ordinary Course of Business; or
- (ii) Not on an Arm's Length basis;

shall be placed before the Board of Directors for its prior approval.

B. Policy-Based and Discretionary Board Approval:

In addition to the statutory requirements, the following categories of transactions with Related Parties shall also be placed before the Board for its review and approval:

1. **Threshold-Based Transactions:** Transactions which, although in the Ordinary Course of Business and on an Arm's Length basis, exceed specific value thresholds or other qualitative parameters determined by the Board within this Policy from time to time.
2. **Audit Committee Referrals:** Transactions where the Audit Committee is unable to conclusively determine whether the criteria for "Ordinary Course of Business" or "Arm's Length" basis have been met, and consequently elects to refer the matter to the Board for final determination.
3. **Specific Mandates:** Transactions which, while meeting standard criteria, are deemed by the Audit Committee to require Board-level oversight due to their nature or complexity.
4. **Material Transactions for Shareholders:** All Related Party Transactions meeting the Materiality Thresholds (Schedule XII) or constituting Material Modifications, which are intended to be placed before the Shareholders for their prior approval via Ordinary Resolution.

C. Voting and Participation Restrictions:

Pursuant to the Act and SEBI Listing Regulations, any Director who is interested in any contract or arrangement with a Related Party shall not be present at the meeting during the discussion of the relevant agenda item and shall abstain from voting on the resolution relating to such transaction.

6.4 APPROVAL OF THE SHAREHOLDERS OF THE COMPANY

A. Materiality Trigger for Shareholder Approval:

All Material Related Party Transactions and subsequent Material Modifications shall Require prior approval of the shareholders through an Ordinary Resolution.

B. Voting Restrictions:

No Related Party of the Company shall vote to approve such resolutions, whether the entity is a party to the particular transaction or not. However, such Related Parties are permitted to cast negative votes against the resolution.

C. Information and Digital Transparency (The 2025 Industry Standards):

In accordance with the SEBI Industry Standards effective from September 1, 2025, the Notice sent to shareholders for the purpose of seeking approval for a Material RPT shall include:

1. Standardized Disclosures:

Comprehensive information as per Annexure 13A, including the commercial rationale, pricing justification, and an executive certificate from the CEO/MD and CFO.

2. Digital Access (QR Code/Web Link): A functional QR Code and a Web Link providing direct access to any valuation reports or external expert reports considered by the Audit Committee for the purpose of the transaction.

D. Validity of Approvals:

AGM Approvals: Shareholders' approval for omnibus RPTs obtained at an Annual General Meeting (AGM) shall be valid until the next AGM, not exceeding 15 months.

Non-AGM Approvals: Approvals obtained via other General Meetings or Postal Ballots shall be valid for a maximum period of one year from the date of the resolution.

E. Statutory Exemptions:

Prior approval of the shareholders shall not be required for:

- (i) Transactions entered into between the Company and its Wholly Owned Subsidiary whose accounts are consolidated and placed before the shareholders at the General Meeting for approval.
- (ii) Transactions entered into between two Wholly Owned Subsidiaries of the Company.
- (iii) Transactions following a Resolution Plan approved under Section 31 of the Insolvency and Bankruptcy Code (IBC).

7. DISCLOSURES

- The Company shall disclose, in the Board's report, transactions prescribed in Section 188(1) of the Act with related parties, which are not in ordinary course of business or not at arm's length basis along with the justification for entering into such transaction.
- The Company shall place all the information, as specified in Industry Standards read with the provisions of SEBI Listing Regulations, Companies Act, 2013 as well as additional information specified by SEBI from time to time, for review of the Audit Committee while seeking prior approval of the RPTs.
- The Company shall place all the information, as specified in Industry Standards read with the provisions of SEBI Listing Regulations, Companies Act, 2013 as well as additional information specified by SEBI from time to time, in the Statement to the notice being sent to shareholders seeking their approval for proposed RPTs as applicable.
- The Company shall provide disclosure of the Related Party Transactions to stock exchanges where the Company's securities are listed, in the format as specified by the SEBI/stock exchanges from time to time and within statutory timelines. The Company shall simultaneously upload the disclosure at its website.

8. REVIEW OF THE POLICY

The adequacy of this Policy shall be reviewed and reassessed by the Committee periodically and at least **once in three years** and appropriate recommendations shall be made by the Audit Committee to the Board to update the Policy based on the changes that may be brought about due to any regulatory amendments or otherwise.

9. Amendments

The Board may subject to applicable laws, amend any provisions(s) or substitute any of the provisions(s) with the new provision(s) or replace the RPT Policy entirely with a new policy. The RPT Policy is subject to review from time to time. In the event of any conflict between the provisions of this RPT Policy and applicable laws, the provisions of such applicable laws shall prevail over

This Policy is reviewed/ amended by the Board on 19th March ,2026