

GUJARAT ALKALIES AND CHEMICALS LTD.



Related Party Transactions Policy
(Last reviewed and amended w.e.f. 6th February, 2026)

RELATED PARTY TRANSACTIONS POLICY

1. INTRODUCTION

The Board of Directors (the “Board”) of Gujarat Alkalies and Chemicals Limited (the “Company” or “GACL”), have adopted the policy and procedures with regard to Related Party Transactions as defined below. The Audit Committee will review and may amend this Policy from time to time.

This Policy is to regulate transactions between the Company and its Related Parties, by providing proper framework on identification, approval, ratification, disclosure and reporting of such transactions under the applicable laws and regulations as amended from time to time.

2. PURPOSE

The equity Listing Agreement with the Stock Exchanges mandates formulation of a policy on materiality of Related Party Transactions and dealing with Related Party Transactions, has been replaced / superseded by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 01.12.2015 (hereinafter “Listing Regulations”).

As per Regulation 23(1) of the Listing Regulations, the listed entity shall formulate a policy on materiality of related party transactions and on dealing with related party transactions. In addition to that the listed entity shall also comply with the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

This Policy which was framed based on the Listing Agreement entered by the Company with Stock Exchanges and also to comply with the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and thereby to ensure governance and reporting of transactions between the Company and its Related Parties, is now amended to align with the provisions contained in the Listing Regulations with respect to related party transactions between the Company and its Related Parties.

3. APPLICABILITY AND EFFECTIVE DATE

This Policy shall be applicable to the Company with effect from 1st October, 2014.

4. DEFINITIONS

“**Act**” means the Companies Act, 2013 and Rules framed thereunder, including any amendments, modifications, clarifications or re-enactment thereof.

“**Arms’ Length basis**” means a transaction between two related parties as if they are unrelated, so that there is no conflict of interest.

“**Audit Committee or Committee**” means Committee of Board of Directors of the Company constituted under provisions of Listing Agreement / Listing Regulations and the Companies Act, 2013.

“**Board of Director or Board**” means Board of Directors of the Company.

“**Company**” means Gujarat Alkalies and Chemicals Limited.

“Key Managerial Personnel” means key managerial personnel as defined under the Companies Act, 2013 (or any amendment thereto, from time to time) and includes –

- (i) Managing Director or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

“Material Related Party Transaction” means a transaction with a related party if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ²⁰⁶[the thresholds specified in Schedule XII of these regulations] Schedule XII is enclosed herewith as Annexure-III.

Notwithstanding the above, with effect from July 01, 2019 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 listed entity as per the last audited financial statements of the listed entity.

“Policy” means Related Party Transactions Policy.

“Related Party” means Related Party as defined in Regulation 2(zb) of the Listing Regulations, which is as follows:

“Related Party” means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards:
Provided that any person or entity belonging to the promoter or promoter group of the listed entity and holding 20% or more of shareholding in the listed entity shall be deemed to be a related party.

²Provided that with effect from 01.04.2022:

(a) any person or entity forming a part of the promoter or promoter group of the listed entity; or

(b) any person or any entity, holding equity shares:

(i) of twenty per cent or more; or

(ii) of ten per cent or more, with effect from April 1, 2023;

in the Company either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013, at any time, during the immediate preceding financial year;

shall be deemed to be a related party:

Provided further that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognised stock exchange(s);

¹ Inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, w.e.f. 1.4.2022.

² ibid

²⁰⁶ Substituted for the words and symbol “rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower” by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 w.e.f. 19.12.2025.

(A) Section 2 (76) of the Companies Act, 2013 and rules framed thereunder defines Related Party as under:

- (i) a director or his relative;
- (ii) a key managerial personnel or his relative;
- (iii) a firm, in which a director, manager or his relative is a partner;
- (iv) a private company in which a director or manager [or his relative] is a member or director;
- (v) a public company in which a director or manager is a director and holds along with his relatives, more than two per cent of its paid-up share capital;
- (vi) any body corporate whose Board of Directors, managing director or manager is accustomed to act in accordance with the advice, directions or instructions of a director or manager;
- (vii) any person on whose advice, directions or instructions a director or manager is accustomed to act:

Provided that nothing in sub-clauses (vi) and (vii) shall apply to the advice, directions or instructions given in a professional capacity;

(viii) any body corporate which is—

- (a) a holding, subsidiary or an associate company of such company; or
- (b) a subsidiary of a holding company to which it is also a subsidiary; or
- (c) an investing company or the venturer of a company;

Explanation - For the purpose of this clause, “the investing company or the venturer of a company” means a body corporate whose investment in the company would result in the company becoming an associate company of the body corporate.

(ix) such other person as may be prescribed.

Under Rule (ix), Director (other than Independent Director) or Key Managerial Personnel of the holding company or his relative with reference to a company, shall be deemed to be related party as per Rule 3 of the Companies (Specification of Definition Details) Rules, 2014

“Associate Company” in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company.

Explanation — For the purposes of this clause,

- (a) “significant influence” means control of at least twenty per cent of total voting power, or control of or participation in business decisions under an agreement;
- (b) “joint venture” means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

- (B) Related Party as defined under Accounting Standard AS-18 as prescribed by the Institute of Chartered Accountants of India reads as—

Para 10: Related party / parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and / or operating decisions.

Further, the word “Control” and “Significant Influence” defined under AS 18 as under:

Control – (a) ownership, directly or indirectly, of more than one half of the voting power of an enterprise, or

(b) control of the composition of the board of directors in the case of a company or of the composition of the corresponding governing body in case of any other enterprise, or

(c) a substantial interest in voting power and the power to direct, by statute or agreement, the financial and/or operating policies of the enterprise.

[As per Para 12: An enterprise is considered to have a substantial interest in another enterprise if that enterprise owns, directly or indirectly, 20 per cent or more interest in the voting power of the other enterprise. Similarly, an individual is considered to have a substantial interest in an enterprise, if that individual owns, directly or indirectly, 20 per cent or more interest in the voting power of the enterprise].

Significant influence - participation in the financial and/or operating policy decisions of an enterprise, but not control of those policies.

- (C) Related Party as defined under Indian Accounting Standard (Ind AS) 24 on Related Party Disclosures reads as –

A related party is a person or entity that is related to the entity that is preparing its financial statements (in this Standard referred to as the ‘reporting entity’).

- (a) A person or a close member of that person’s family is related to a reporting entity if that person:

- (i) has control or joint control of the reporting entity;
- (ii) has significant influence over the reporting entity; or
- (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

- (b) An entity is related to a reporting entity if any of the following conditions applies:

- (i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

“Relative” [as per Section 2(77) of the Companies Act, 2013 and rules prescribed thereunder] with reference to any person means any one who is related to another, if –

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person related to the other person as:
 - (a) Father (including step-father)
 - (b) Mother (including step-mother)
 - (c) Son (including step-son)
 - (d) Son's wife
 - (e) Daughter
 - (f) Daughter's husband
 - (g) Brother (including step-brother)
 - (h) Sister (including step-sister)

“Related Party Transaction” means Related Party Transaction as defined under Section 188 of the Companies Act, 2013 and Regulation 2(zc) of the Listing Regulations.

Section 188 of the Companies Act, 2013 states Related Party Transaction covers any contract or arrangement with a related party with respect to –

- (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) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company;

Regulation 2(zc) of the Listing Regulations defines “Related Party Transaction” as Related Party Transaction is a transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged and a "transaction" with a Related Party shall be construed to include single transaction or a group of transactions in a contract.

Provided that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognised stock exchange(s).

³As per the amended Regulation 2(zc) with effect from 01.04.2022, “related party transaction” means a transaction involving a transfer of resources, services or obligations between:

(i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or

(ii) a listed entity 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 listed entity 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:

Provided that the following shall not be a related party transaction:

(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), 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:

Explanation: For the purpose of clauses (c) and (d) above, acceptance of deposits includes payment of interest thereon.

(e) retail purchases from any listed entity or its subsidiary by the ²⁴directors or key managerial personnel of the listed entity or its subsidiary, and relatives of such directors or key managerial personnel], without establishing a business relationship and at the terms which are uniformly applicable/offered to all ²⁵employees, directors, key managerial personnel and relatives of directors or key managerial personnel.

Provided further that this definition shall not be applicable for the units issued by mutual funds which are listed on a recognised stock exchange(s);

5. POLICY

All Related Party Transactions must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy.

5.1 Identification of Potential Related Party Transactions

GACL shall identify the potential transactions with related parties.

Each Director and Key Managerial Personnel shall disclose in prescribed form (Annexure-I) to the Company Secretary of the Company, his concern or interest in any company or companies or bodies corporate, firms or other association of individuals along with his / her relatives and changes therein within the prescribed time under the Act.

³ Inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, w.e.f. 1.4.2022.

¹⁷ Word deleted “ by the listed entity” in Clause (zc), Regulation 2(1) vide SEBI Notification dated 12.12.2024;

¹⁸ New clause (d) and (e) inserted after clause (c) vide SEBI Notification dated 12.12.2024

²⁴ Substituted for the words “its directors or its employees” by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 w.e.f. 19.12.2025.

²⁵ Substituted for the words “employees and directors” by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 w.e.f. 19.12.2025.

Each Director and Key Managerial Personnel shall disclose to the Board or Audit Committee, his or her nature of concern or interest in any potential Related Party Transaction including any additional information about the transaction that the Board / Audit Committee may reasonably request and shall not participate in such meeting where such contract or arrangement is discussed by the Board / Audit Committee.

The Board / Audit Committee will determine whether the transaction does, in fact, constitute a Related Party Transaction requiring compliance with this Policy.

5.2 Prohibitions related to Related Party Transactions

Section 188 of the Act provides that – *Except by consent of the Board of Directors given by resolution at the meeting and subject to such conditions as prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the company shall not enter into any contract or arrangement with Related Party.*

Section 177(4)(iv) of the Act prescribes inter-alia the scope of the Audit Committee which includes “approval or any subsequent modification of transaction of the Company with related parties.”

Regulation 23 of Listing Regulations states that all Related Party Transactions ⁴[and subsequent material modifications] shall require prior approval of the Audit Committee of the Company.

⁵[Provided that only those members of the audit committee, who are independent directors, shall approve related party transactions.]

⁶[Provided further that:

(a) the audit committee of the Company shall define “material modifications” and disclose it as part of the policy on materiality of related party transactions and on dealing with related party transactions;

(b) ²¹⁶a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction, exceeds the lower of the following:

- i. ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
- ii. the threshold for material related party transactions of listed entity as specified in Schedule XII of these regulations.

(c) ²¹⁷In the event of a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a listed entity is a party but the listed entity is not a party and such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the audit committee of the listed entity shall be obtained if the value of such transaction exceeds the lower of the following:

- i. ten 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 listed entity as specified in Schedule XII of these regulations:

Provided that the aggregate value of paid-up share capital and securities premium account of the subsidiary shall be taken as on a date, not older than three months prior to the date of seeking approval of the audit committee.

(d) prior approval of the audit committee of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

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

⁴ Inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, **w.e.f. 1.4.2022.**

⁵ Inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2021 read with the corrigendum, **w.e.f. 1.1.2022.**

⁶ Inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, **w.e.f. 1.4.2022.**

^{216 & 217} Substituted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 **w.e.f. 19.12.2025**

(e) remuneration and sitting fees paid by the listed entity 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 material in terms of the provisions of sub-regulation (1) of this regulation.

(f) The members of the audit committee, who are independent directors, may ratify 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 the following conditions:

- i. the value of the ratified transaction(s) with a related party, whether entered into individually or taken together, during a financial year shall not exceed rupees one crore;
- ii. the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;
- iii. rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
- iv. the details of ratification shall be disclosed along with the disclosures of related party transactions in terms of the provisions of sub-regulation (9) of this regulation;
- v. any other condition as specified by the audit committee:

Provided that failure to seek ratification of the audit committee shall render the transaction voidable at the option of the audit committee and if the transaction is with a related party to any director, or is authorised by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

For the purpose of this clause, any subsequent modification in the Related Party Transaction approved by the Audit Committee / Board / Shareholders, which have effect of increasing the value of such Related Party Transaction by 20% or more with that Related Party on a financial year basis, shall be deemed to be a "Material Modification" and shall require approval of the Audit Committee / Board / Shareholders, as the case may be.

However, 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:

- a) The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on Related Party Transactions (Annexure II);
- b) The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the Company;
- c) 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.

- d) the audit committee shall review, at least on a quarterly basis, the details of related party transactions entered into by the listed entity *or its subsidiary* pursuant to each of the omnibus approvals given.
- e) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

5.3 Review and Approval of Related Party Transactions

In view of the different provisions concerning the transactions with related parties including its threshold prescribed under various laws, i.e. the Companies Act, 2013, Listing Regulations and others, GACL shall comply with the provisions and procedures / guidelines those are stricter under the said laws.

Audit Committee:

All Related Party Transactions other than those for which omnibus approval is given by the Audit Committee and which are within ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, shall be referred to the next regularly scheduled meeting of Audit Committee for review and approval.

To review a Related Party Transaction, the Committee will be provided with all relevant material information of the Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters. 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:

- Whether the terms of the Related Party Transaction are fair and on arms length basis to the Company and would apply on the same basis if the transaction did not involve a Related Party;
- 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;
- Whether the Related Party Transaction would affect the independence of an independent director;
- Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- 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; and
- Whether the Related Party Transaction would present an improper 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, Executive Officer or other Related Party, the direct or indirect nature of the Director's, 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.

Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the company pursuant to each of the omnibus approval given.

Board :

All Related Party Transactions approved by the Audit Committee as per the procedure set forth above shall be referred to the Board for its noting. If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Shareholders :

All Material Related Party Transactions ⁷[and subsequent material modifications as defined by the audit committee under sub-regulation (2) of regulation 23] shall require ⁸[prior] approval of the shareholders through resolution and no entity falling under the definition of related Party shall vote to approve ⁹the relevant transaction whether the entity is a related party to the particular transaction or not.

¹⁰[Provided that prior approval of the shareholders of the Company shall not be required for a related party transaction to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations are applicable to such listed subsidiary.

²²⁹Provided further that 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 Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time:

Provided further 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 year from the date of such approval.

⁷ Inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, **w.e.f. 1.4.2022**

⁸ *ibid*

⁹ *ibid*

¹⁰ *ibid*

²²⁹ Inserted by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 w.e.f. 19.12.2025.

Explanation: For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders of the listed subsidiary shall suffice.]

Provided ¹¹[further] that the requirements specified above 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.

Notwithstanding the foregoing, the following Related Party Transactions shall not require prior approval of Audit Committee or Shareholders:

- a. transactions entered into between two *public sector* companies;
- b. transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- c. transactions entered into between two wholly-owned subsidiaries of the listed holding company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.
- d. *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.*
- e. *transactions entered into between a public sector company on one hand and the Central Government or any State Government or any combination thereof on the other hand.*

[Explanation: For the removal of doubts, it is clarified that the term 'holding company' used in clause (b) of this sub-regulation refers to and shall be deemed to have always referred to a listed holding company.]

6. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of a Related Party Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Audit Committee shall also examine the facts and circumstances pertaining to the failure of reporting such Related Party Transaction to the Audit Committee under this Policy, and shall take any such action it deems appropriate.

7. GENERAL PRINCIPLES

- (i) It shall be the responsibility of the Board to monitor and manage potential conflict of interest of management, board members and shareholders, including abuse in related party transaction.

¹¹ Inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, w.e.f. 1.4.2022

¹² ibi

¹⁴⁴ New clause (d) & (e) inserted in Regulation 23(5) vide SEBI Notification dated 12.12.2024;

- (ii) The Independent Directors of the Company shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transaction and assure themselves that the same are in the interest of the Company.
- (iii) The Audit Committee shall have following power with respect to the related party transaction:
- To seek information from employee;
 - To obtain outside legal or professional advice;
 - To secure attendance of outsiders with relevant expertise, if it considers necessary;
 - To investigate any related party transaction.
- (iv) The Chief Financial Officer of the Company is authorized to issue necessary guidelines / instructions for implementation of this Policy.

8. DISCLOSURE

Details of all material transactions with related parties shall be disclosed on quarterly basis along with the compliance report on corporate governance and in the Annual Report of the Company.

The Company shall submit within 30 days ¹³[15 days with effect from 01.04.2022] from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards for annual results to the stock exchanges ¹⁴[and in the format specified by SEBI from time to time with effect from 01.04.2022] and publish the same on its website.

¹⁵[Provided further that the listed entity shall make such disclosures every six months on the date of publication of its standalone and consolidated financial results with effect from 01.04.2023.]

The Company shall disclose the Policy on dealing with Related Party Transactions on its website and a web link thereto shall be provided in the Annual Report.

Provided further that the remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, except who is part of promoter or promoter group, shall not require disclosure under this sub-regulation provided that the same is not material in terms of the provisions of sub-regulation (1) of this regulation.

9. AMENDMENT IN LAW

Any subsequent amendment / modification in the Listing Regulations and / or other laws in this regard shall automatically apply to this Policy. The same shall be added / amended / modified from time to time as authorized by the Audit Committee with due procedure.

¹³ Inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, w.e.f. 1.4.2022

¹⁴ ibid

¹⁵ ibid

Notice of Interest by Director and Key Managerial Personnel

To,
The Board of Directors
Gujarat Alkalies and Chemicals Limited
PO. : Ranoli : 391 350
DIST. : VADODARA

Dear Sir(s),

I, _____, son / daughter / spouse of _____, resident of _____, being a Director / Key Managerial Personnel (KMP) in the Company hereby give Notice of my interest or concern in the following company or companies, bodies corporate, firms or other association of individuals:

Sr. No.	Name of the Company / Bodies Corporate / Firms / Association of individuals	Nature of interest / concern	Shareholding (No/%)	Date on which interest or concern arose

List of Relatives in terms of Section 2(77) of the Companies Act, 2013

1.	Spouse (wife)	:	
2.	Father (including step-father)	:	
3.	Mother (including step-mother)	:	
4.	Son (including step-son)	:	
5.	Son's wife	:	
6.	Daughter	:	
7.	Daughter's Husband	:	
8.	Brother (including step-brother)	:	
9.	Sister (including step-sister)	:	
10.	Member of HUF	:	

(SIGNATURE)

PLACE :

DATE :

The Audit Committee of the Company while granting the omnibus approval for the transactions with Related Parties shall consider following aspects:

1. The transactions with a related party under a contract or arrangement are repetitive in nature and in the ordinary course of business and on arms' length basis.
2. Such transactions shall not, during the current financial year, exceed the 10% of the annual consolidated turnover of the immediate preceding financial year.
3. Such transaction 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.

Provided that where the need for Related Party Transaction cannot be foreseen and aforesaid details are not available, omnibus approval for such transactions shall be restricted to the value of Rs.1 crore per transaction.

4. Such transactions with related parties shall be with respect to –
 - (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) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
 - (g) underwriting the subscription of any securities or derivatives thereof, of the company;
5. Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the company pursuant to each of the omnibus approval given.
6. Such omnibus approval shall be valid for one year from the date of the meeting of the Audit Committee in which such approval is given.

“Schedule XII: RELATED PARTY TRANSACTIONS [Regulation 23(1)]

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the following:

Consolidated Turnover of Listed Entity	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

Explanation: For the purpose of computing the thresholds stated above, the annual consolidated turnover of the listed entity shall be determined based on the last audited financial statements of the listed entity.