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GPT INFRAPROJECTS LIMITED

RELATED PARTY TRANSACTIONS POLICY

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May 16, 2025	4	Audit Committee & Board of Directors	Company Secretary

POLICY ON RELATED PARTY TRANSACTIONS

1. SCOPE AND PURPOSE OF THE POLICY:

- 1.1 Related party transactions can present a potential or actual conflict of interest which may be against the best interest of the company and its shareholders. Considering the requirements for approval of related party transactions as prescribed under the Companies Act, 2013 (“Act”) read with the Rules framed there under and Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 (“Listing Regulation”) (including any amendments or modifications or re-enactments or variations for the time being in force), GPT Infraprojects Limited Limited (“The Company”) has formulated guidelines for identification of related parties and the proper conduct and documentation of all related party transactions and for disclosures in relation thereto.
- 1.2 Regulation 23(1) of the SEBI Listing Regulation, 2015 requires a listed entity to formulate a policy on materiality of related party transactions and on dealing with related party transactions.
- 1.3 In light of the above, the Company has framed this Policy on Related Party Transactions (“Policy”).

This Policy has been amended and approved by the Board of Directors of the Company at their meeting dated May 23, 2025 based on recommendations of the Audit Committee. Going forward, the Audit Committee would review and amend the Policy, as and when required, subject to the approval of the Board.

2. OBJECTIVE OF THE POLICY:

The objective of this Policy is to set out (a) the materiality thresholds for related party transactions to be entered into by the Company, for the purpose of ascertaining whether the said transactions will need to be placed before the shareholders of the Company for their approval; and (b) the manner of dealing with the related party transactions to be entered into by the Company, in accordance with the relevant provisions of the Companies Act, the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company from time to time.

3. DEFINITIONS:

- 3.1 “Arm’s length Transactions” means a transaction between two Related Parties that is conducted as if they are unrelated so that there is no conflict of interest.

3.2 **“Associate Company” or “Associate”** 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.

For the purpose of this definition:

(a) “significant influence” means control of at least 20% 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.

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

3.4 **“Board”** means Board of Directors of the Company.

3.5 **“Company”** means GPT Infraprojects Limited.

3.6 **“Key Managerial Personnel” or “KMP”** means Key Managerial Personnel as defined in clause (51) of Section 2 of the Companies Act, 2013.

3.7 **“Material Related Party Transaction”** shall mean the following Transactions with a Related Party:

Nature of Transactions	Limit for qualifying as Material Related Party Transaction
1. Sale, purchase or supply of any goods or materials, directly or through appointment of agent.	Amounting to 10% or more of the turnover of the Company or Rs. 1000 crore, whichever is lower
2. Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent.	Amounting to 10% or more of the net worth of the Company or 10% of annual consolidated turnover of the Company or Rs. 1000 crore, whichever is lower
3. Leasing of property of any kind.	Amounting to 10% or more of the turnover of the Company, or Rs. 1000 crore whichever is lower
4. Availing or rendering of any services, directly or through appointment of agent	Amounting to 10% or more of the turnover of the Company or Rs. 1000 crore, whichever is lower

5. Appointment of any related party to any office or place of profit in the Company, its subsidiary company or associate company.	Monthly remuneration exceeding two and half lakh rupees
6. Underwriting the subscription of any securities or derivatives thereof, of the Company	Remuneration exceeding 1% of net worth of the Company
7. Transaction involving payments made to a related party with respect to brand usage or royalty	<u>Exceeding 5% of the</u> annual consolidated turnover of the Company
8. Any other transaction with related parties, other than those covered above, resulting in transfer of resources, obligations or services	<u>Exceeding 10% of the</u> annual consolidated turnover of the Company or Rs. 1000 Crore, whichever is lower.

Note:

- a. the limits specified in points (1) to (4), point (7) and (8) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.
- b. the turnover or net worth referred in the above points shall be computed on the basis of the audited financial statement of the preceding financial year
- c. transaction with Related Party shall be construed to include single transaction or a group of transactions in a contract

3.8 **“Material Modification”** will mean and include any modification to an existing related party transaction having variance of 20% of the existing limit as sanctioned by the Audit Committee / Board / Shareholders, as the case may be or such modification which would make the transaction less favourable to the company.

3.9 **“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. It also includes all such activities which the Company shall undertake in furtherance of the objects as stated in Memorandum of Association of the Company.

3.10 **“Policy”** means this Policy on Related Party Transactions along with regulatory amendments in its respect.

3.11 **“Relative”** means relative as defined under sub-section (77) of section 2 of the Companies Act, 2013 and rules prescribed there under;

- 3.12 **“Related Party”** means a related party as defined under clause (76) of Section 2 of the Companies Act, 2013 and under Regulation 2(1)(zb) of the Listing Regulations and/or under the applicable Accounting Standards, as amended from time to time.
- 3.13 **“Related Party Transaction”** shall mean such transactions as specified under Section 188 of the Companies Act, 2013 or Rules made thereunder and Regulation 2(1)(zc) of the Listing Regulation including any amendment or modification thereof, as may be applicable.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Listing Regulations, as amended from time to time.

4. MANNER OF DEALING WITH RELATED PARTY TRANSACTIONS:

4.1 Identification of related parties

The Company shall identify Related Parties as per the definition provided in the applicable laws and regulations, including the Companies Act, 2013, the SEBI Listing Regulation and accounting standards, as amended from time to time.

The Company shall regularly verify and update the Related Party list and review and confirm (at least once a quarter) in accordance with the applicable laws as prevalent.

5. IDENTIFICATION OF POTENTIAL RELATED PARTY TRANSACTIONS

Each director and Key Managerial Personnel is required to give notice of disclosure of interest under section 184 of the Companies Act 2013, along with their list of relatives to the Company. The Company shall collate the data and shall at all times maintain database of Company's Related Parties and shall ensure that no transaction is entered into with any Related Party without requisite approvals.

Further each director, KMP is also responsible for providing notice to the Board or Audit Committee of any potential RPT involving him or her or his or her relative, including any additional information about the transaction that Board/Audit Committee may reasonably request.

6. FACTORS TO BE CONSIDERED WHILE GRANTING APPROVAL TO RELATED PARTY TRANSACTION

The Audit Committee/Board will consider the following factors, among others, to the extent relevant to the RPT while granting the approval:

- Whether the terms of the RPT 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;
- Whether there are any compelling business reasons for the Company to enter into the RPT and the nature of alternative transactions, if any;
- Whether the RPT would affect the independence of an Independent Director;
- Whether the transaction qualifies to be a transaction in ordinary course of business;
- Whether the transaction is in the interest of the Company;
- Whether the RPT would present an improper conflict of interest for any director or Key Managerial Personnel of the Company, taking into account the terms and size of the transaction, the purpose and timing of the transaction, the direct or indirect nature of the transaction, Key Managerial Personnel's or other Related Party's interest in the transaction.

7. PROCEDURE FOR APPROVAL OF RELATED PARTY TRANSACTIONS

All related party transactions and subsequent material modifications shall require prior approval of the audit committee of the Company.

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

Prior approval of the Audit Committee shall also be required for the following Related Party Transactions:

- (a) a related party transaction 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 of the Company if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual turnover, as per the last audited financial statements of the Company;
- (b) A related party transaction 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 of the Company, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary;
- (c) 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 (c) above, the prior approval of the audit committee of the listed subsidiary shall suffice.

- (d) 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 material
- (e) 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;
 - 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;
 - 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.

7.1 Approval of the Audit Committee

All Related Party transactions including subsequent material modifications require prior approval of the Audit Committee. However, the Company may obtain omnibus approval from the Audit Committee for such transactions, subject to compliances with the following conditions:

- a. The Audit Committee shall lay down the criteria/Framework and Guidelines for granting the omnibus approval in line with the Policy and such approval shall be applicable in respect of repetitive transactions;
- b. The Audit Committee shall satisfy itself of the need for such omnibus approval and that such approval is in the interest of the Company;

- c. The 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 rupees one crore per transaction.

- d. The Audit Committee shall review, at least once a quarterly basis, the details of Related Party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- e. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
- f. Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the company.

The Audit Committee will have the discretion to recommend / refer any matter relating to the Related Party Transaction to the Board for the approval.

7.2 Approval of the Board of Directors of the Company

As per the provisions of Section 188 of the Companies Act, all kinds of transactions specified under the said Section and which are not in the ordinary course of business and not at arm's length basis, are placed before the Board for its approval.

In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- a. Transactions which may be in the ordinary course of business and at arm's length basis, but which are as per the policy determined by the Board from time to time (i.e. value threshold and/or other parameters) require Board approval in addition to Audit Committee approval;
- b. Transactions in respect of which the Audit Committee is unable to determine whether or not they are in the ordinary course of business and/or at arm's length basis and decides to refer the same to the Board for approval;
- c. Transactions which are in the ordinary course of business and at arm's length basis, but which in Audit Committee's view requires Board approval.
- d. Transactions meeting the materiality thresholds laid down in this Policy, which are intended to be placed before the shareholders for approval.

7.3 Approval of the Shareholders of the Company

All material related party transactions and subsequent material modifications shall require prior approval of Shareholders.

However, contracts or arrangements with a Related Party that is considered material under the Companies Act, 2013, but not under the Listing Regulations, shall not be voted upon by the related party concerned in relation to the specific contract or arrangement for which the resolution is being proposed.

The Related Party Transaction which is material in terms of the Listing Regulations shall not be voted upon by any Related Party, irrespective of whether such party is related to the particular transaction or not.

8. REVIEW & MONITORING OF RELATED PARTY TRANSACTIONS:

The Audit Committee may review and monitor a Related Party Transaction taking into account 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 connection with any review of a Related Party Transaction, the Committee has authority to modify or waive any procedural requirements of this Policy, subject to compliance with the requirements of the Companies Act, 2013 and Listing Regulations.

Following transactions not to be considered as Related Party Transactions:

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

- Any transaction that involves the providing of compensation in connection with his or her duties to the Company or to any of its subsidiaries or associates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- Reimbursement made of expenses incurred by a Related Party for business purpose of the Company, or Reimbursement received for expenses incurred by the Company on behalf of a Related Party.
- Reimbursement of pre-incorporation expenses incurred by or on behalf of a Related Party.
- Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

- Any other exception which is consistent with the Applicable Laws, including any rules or regulations made thereunder, and does not require prior approval by the Audit Committee.
- 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.
- Transactions which are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between the Company on one hand and the Central Government or any State Government or any combination thereof on the other hand.

The approval of the Board of Directors of the Company and the shareholders are not required if the transaction is between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders. However, Audit Committee approval remains mandatory for transactions specified under Section 188 of the Companies Act, 2013,

9. ORDINARY COURSE OF BUSINESS:

The Framework and Guidelines shall provide for determining whether transactions are in the ordinary course of business.

10. DISCLOSURE AND REPORTING:

- 10.1 Particulars of contracts or arrangements with related parties referred to in Section 188 of the Companies Act, 2013 shall be disclosed in the Director's Report in the prescribed format along with justification for entering into such contracts or arrangements.
- 10.2 Details of all Material RPT shall be disclosed in the Corporate Governance report on a quarterly basis and submitted to Stock Exchange.
- 10.3 The Company shall disclose the policy on dealing with RPT on its website and a web link thereto shall be provided in the Annual Report of the Company as prescribed in Schedule V of the SEBI (LODR) Regulations, 2015.
- 10.4 The Company shall disclose materially significant RPT, which might have potential conflict with interest of the Company in the Annual Report.
- 10.5 The Company shall submit to the Stock Exchanges disclosure of Related Party Transactions in the format as specified by the SEBI from time to time and also publish the same on its website.

- 10.6 The Company shall disclose transactions with any person or entity belonging to the promoter/ promoter group which hold(s) 10% or more shareholding in the Company, in the format prescribed in the relevant accounting standards for annual results.
- 10.7 The company and its subsidiaries shall in 'Corporate Governance Report' disclose Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount.
- 10.8 The Company shall make such other disclosures as may be required in compliance with the accounting standards on RPT.
- 10.9 The Company shall keep one or more registers, maintained physically or electronically as specified under Companies Act, 2013 giving separately the particulars of all contracts or arrangements with any related party and shall make the same available for inspection in accordance with the Companies Act, 2013.

11. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY:

- 11.1 In the event the Management of the Company becomes aware of a transaction with a related party that has not been approved in accordance with this Policy, 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 failure of the internal control systems, and shall take any such action it deems appropriate.
- 11.2 In any case, where the Audit Committee determines not to ratify a related party transaction that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the related party etc.

12. REVIEW AND AMENDMENT OF THE POLICY:

The Board of Directors on recommendation of the Audit Committee shall review the policy at least once in every three years. However, the Board of Directors reserves its right to amend or modify the policy in whole or in part, at any time without assigning any reason whatsoever.

Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

