



GEECEE VENTURES LIMITED

Policy on Related Party Transactions

(Pursuant to Regulation 23 of SEBI LODR Regulations, 2015)

Effective Date	01.10.2014
1 st Review	13.03.2022
2 nd Review	04.02.2025
3 rd Review	16.05.2026

1. PREAMBLE

Geecee Ventures Limited (“the Company”) has always been committed to good corporate governance practices. As a matter of practice, the Company follows arm’s length basis in transacting business with related party which are in ordinary course of business. The Board of Directors (“**the Board**”) of Geecee, has adopted the following policy and procedures with regard to Related Party Transactions upon recommendation of Audit Committee. This policy is to regulate transactions between the Company and its Related Parties based on the applicable laws and regulations applicable to the Company. The said policy includes materiality thresholds and the manner in dealing with the Related Party Transaction (RPT) in compliance with the requirements of Section 188 of the Companies Act, 2013 and Rules thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee will review and may amend this policy from time to time.

2. PURPOSE

This policy is framed as per mandatory requirement of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) entered by the Company with Stock Exchanges which requires formulation of policy on materiality of Related Party Transaction and also intends to ensure the proper approval and reporting of transactions between the Company and its Related Parties. Such transactions are appropriate only if they are in the best interest of the Company and its shareholders. The Company is required to disclose each year in the Financial Statements certain transactions between the Company and Related Parties as well as policies concerning transactions with Related Parties. This Policy has been adopted by the Board of Directors of the Company based on the recommendations of Audit Committee. Going forward, the Audit Committee will review and amend the Policy, as and when required, subject to adoption by the Board.

3. DEFINITIONS

“**Act**” means The Companies Act, 2013, together with the rules notified thereunder including any statutory modifications, amendments, clarification, circulars or re-enactments thereof for the time being in force (hereinafter referred to as “Act”).

“**Accounting Standards**” means the standards of accounting or any addendum thereto for companies or class of companies referred to in Section 133 of the Act.

“**Arm’s Length Basis**” means a transaction between two related parties that is conducted as if they were unrelated so that there is no conflict of interest.

“**Associate Company**” means a Company as defined in Section 2(6) of the Companies Act, 2013.

“**Audit Committee**” means a Committee of Board of Directors of the Company constituted under the provisions of Regulation 18 of the SEBI LODR and Section 177 of the Act and other applicable rules thereunder.

“**Board of Directors**” in relation to a Company means the collective body of the directors of the Company constituted in accordance with the provisions of SEBI LODR and the Act.

“**Control**” shall have the same meaning as defined in Section 2(27) of the Act and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

“**Key Managerial Personnel**” means a key managerial personnel as defined under Section 2(51) of the Companies Act, 2013.

“**Material Related Party Transaction**” shall have the same meaning as defined in Regulation 23 read with Schedule XII of the SEBI LODR Regulation.

“Material Modification” means any modification or amendment to the related party agreement / transaction/commitment with/to a Related Party, the effect of which is likely to result in 50% upward or downward revision in the original approved value of the related party agreement / transaction/commitment set by the Audit Committee.

“Policy” means current policy on Related Party Transaction, including amendments, if any, from time to time.

“Related Party” shall have the same meaning as defined under Section 2(76) of the Act or under the applicable accounting standards read with Regulation 2(1)(zb) of the SEBI LODR Regulation and other applicable provisions, if any.

Reference and reliance may be placed on the clarification issued by the Ministry of the Corporate Affairs, Government of India, SEBI and other Authorities from time to time on the interpretation of the term “Related Party”.

“Relative” means as defined in Section 2(77) of the Companies Act, 2013 and also as per Rule 3 of the Companies (Specification of Definitions Details) Rules, 2014.

“Related Party Transaction” or “RPT” means transactions as given under clause (a) to (g) of sub-section (1) of Section 188 of the Act and the corresponding rules thereto and as defined in clause (zc) of Regulation 2 of the LODR Regulation. These include sale, purchase, leasing or supply of goods or property, availing/ rendering of any services, appointment of agents for any of these transactions, underwriting of securities or derivatives and transfer of resources, services or obligations between the Company and its related party/ies, regardless of whether a price is charged or not.

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

- 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;
- the following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - payment of dividend;
 - subdivision or consolidation of securities;
 - issuance of securities by way of a rights issue or a bonus issue; and
 - buy-back of securities.
- 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 SEBI;
- 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;

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

- retail purchases from any listed entity or its subsidiary by the directors 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 employees, directors, key managerial personnel and relatives of directors or key managerial personnel; and

- any other transactions that may be specifically exempted by the SEBI or any other applicable regulator from time to time.

“Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof for the time being in force (hereinafter referred to as “SEBI LODR Regulation”).

“Subsidiary Company” means a company as defined under section 2(87) of the Companies Act, 2013.

“Transaction” shall be construed to include single transaction or a group of transaction in a contract.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law or regulation.

Reference and reliance may be placed on any clarification issued by the Ministry of the Corporate Affairs, Government of India, SEBI and other authorities from time to time on the interpretation of any of the terms defined hereinabove”.

4. MATERIALITY THRESHOLDS

Regulation 23 of the SEBI LODR Regulation requires a Company to provide materiality thresholds for transactions beyond which prior approval of the shareholders through resolution will be required and no related party shall vote to approve on such resolutions whether the entity is a related party to the particular transaction or not.

Materiality thresholds for any Related Party Transactions shall be as under:

- 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 5% (five percent) of the annual consolidated turnover of the Company as per its last audited financial statements.
- Materiality Thresholds as specified in Schedule XII for any Related Party Transactions shall be as under:

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

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

5. MANNER OF DEALING WITH RELATED PARTY TRANSACTION

5.1 Identification of Related Parties

Audit Committee of the Company shall formulate the list of related parties as prescribed under Section 2(76) of the Act read with the rules framed there under and Regulation 2(1)(zb) of the SEBI LODR Regulation with the assistance of the senior management of the Company. Audit Committee shall review the list of related parties on an annual basis.

5.2 Identification of Related Party Transactions

All Related Party Transactions requiring approvals and/or reporting shall be identified by the Company on a continuous basis. Related Party Transactions identified by the Company shall be reported to the Audit Committee of the Company at frequent intervals as may be decided by the Committee from time to time.

6. APPROVAL REQUIREMENTS FOR RELATED PARTY TRANSACTIONS

The Company shall not enter into any Related Party Transaction except as stated hereinafter.

6.1 Transactions requiring approval of Audit Committee

6.1.1 Related Party Transaction to which Company is a Party

6.1.1.1 All related party transactions to which the Company is a party to and subsequent Material Modifications thereof shall require prior approval of the Audit Committee of Company;

6.1.2 Related Party Transaction to which Company is not a Party

6.1.2.1 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 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, exceeds the lower of the following:

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

6.1.2.2 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 Company is a party but the Company 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 Company shall be obtained if the value of such transaction exceeds the lower of the following:

- ten percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or
- the threshold for material related party transactions of the Company as specified in Schedule XII of the Listing Regulation.

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.

6.1.2.3 Prior approval of the Audit Committee of the Company shall not be required for any related party transaction to which the listed subsidiary is a party but the Company is not a party, if the provisions

of Regulation 23 and sub-regulation (2) of Regulation 15 of the SEBI LODR Regulation are applicable to such listed subsidiary.

6.1.3 Remuneration and Sitting Fees

Remuneration and Sitting Fees paid by the Company or its Subsidiary to its Director, KMP(s) or Senior Management, except who is part of Promoter or Promoter Group, shall not require approval of Audit Committee, provided it is not material in terms of Regulation 23(1) of the LODR Regulation.

6.1.4 Ratification by Independent Directors

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:

- 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;
- the transaction is not material in terms of the provisions of sub-regulation (1) of this regulation;
- rationale for inability to seek prior approval for the transaction shall be placed before the audit committee at the time of seeking ratification;
- 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 Regulation 23 of SEBI LODR Regulation;
- any other condition as specified by the audit committee of the Company.

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 Company against any loss incurred by it.

6.1.5 Omnibus Approval from the Audit Committee

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

- The Audit Committee shall lay down the criteria for granting the omnibus approval in line with this policy and such approval shall be applicable in respect of repetitive transactions.
- The Audit Committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the Company.
- The criteria for granting the omnibus approval in line with the policy shall include the following namely:
 - Maximum value of the transaction, in aggregate, which can be allowed under the omnibus route in a year;
 - The maximum value per transaction which can be allowed;
 - extent and manner of disclosures to be made to the audit committee at the time of seeking omnibus approval;
 - review at least on quarterly the details of related party transaction entered into by the company or its subsidiary pursuant to each omnibus approval made;
 - transactions which cannot be subject to the omnibus approval by the Audit Committee.
 - such other conditions as the audit committee may deem fit
- The Audit Committee shall consider the following factors while specifying the criteria for making omnibus approval, namely:

- repetitiveness of the transactions (in past or future);
- Justification for the need of omnibus approval
- Such omnibus approval shall specify the information with respect to actual or potential related party transaction which includes:
 - the name(s) of the related party;
 - nature of transaction;
 - period of transaction;
 - maximum amount of transaction that can be entered into;
 - the indicative base price/ current contracted price & formula for variation in the price, if any; and
 - 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.

Audit Committee shall review, at least on a quarterly basis, the details of RPT's entered into by the Company pursuant to each of the omnibus approval given. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

- While seeking the approval of the Audit Committee, Board or the Shareholders, all information that is relevant and necessary to the Related Party Transaction and as prescribed under the Laws or by the Audit Committee or the Board, shall be duly provided to the Audit Committee, Board or Shareholders, as the case may be.
- The Audit Committee shall not grant omnibus approval for transactions in respect of selling or disposing of the undertaking of the Company
- Only those members of the audit committee, who are independent directors, shall approve related party transactions.

6.2 Transactions requiring approval of Board

The following transactions shall require a prior approval of the Board:

- Related party transactions which are not in the ordinary course of business or not at arm's length price;
- Material related party transactions.

Any member of the Board of Directors falling under the definition of related party shall not vote to approve the relevant transactions irrespective of whether the member is a party to the particular transaction or not. In addition to the above, the following kinds of transactions with related parties are also placed before the Board for its approval:

- Transactions which may be in the ordinary course of business and at arm's length basis, but which 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;
- 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;
- 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;

- Transactions which are viewed to be in the ordinary course of business and at arm's length basis by the Management, but which are also tabled to the Board for its approval from an improved governance perspective; and
- Transactions meeting the materiality thresholds laid in this the Policy, which are intended to be placed before the shareholders for approval.

6.3 Transactions requiring approval of shareholders of the Company

- All the transactions with related parties meeting the materiality thresholds, laid down in this Policy, shall be placed before the shareholders for their approval and no related party shall vote to approve such resolutions whether the entity is a party to the particular transaction or not.

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.

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.

- All kinds of transactions specified under Section 188 of the Act which:
 - are not in the ordinary course of business or not at arm's length basis; and
 - exceed the thresholds laid down in Companies (Meetings of Board and its Powers) Rules, 2014 are placed before the shareholders for its approval;
 - For this purpose, no related party shall vote to approve the relevant resolution irrespective of whether the entity is a related party to the particular transaction or not.
 - Pursuant to Regulation 23(5)(b) of the SEBI LODR Regulation and Section 188(1) of the Act, the requirement for seeking shareholders' approval shall not be applicable to 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.
 - Pursuant to Regulation 23(5)(c) of the SEBI LODR Regulation, the requirement for seeking shareholders' approval shall not be applicable to 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.

The provisions of sub-regulations (2), (3) and (4) of Regulation 23 of the SEBI LODR Regulation shall not be applicable if the transactions are in the nature of payment of statutory dues, statutory fees or statutory charges entered into between a Company on one hand and the Central Government or any State Government or any combination thereof on the other hand.

6.4 Minimum information for approval of Related Party Transactions

The Company shall place before the Audit Committee and the Shareholders, as applicable, minimum information as prescribed under the Industry Standards, on a transaction-wise basis, to enable informed decision-making.

7. DISCLOSURES REQUIREMENTS

7.1 Disclosure in the Board's Report

Company shall, along with the Board's Report placed before the shareholders in the Annual General Meeting, include a statement in **Form AOC 2** containing the particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013.

7.2 Disclosure to Stock Exchanges

- Company shall submit to the stock exchanges on a half yearly basis, within the timeliness as prescribed by the Securities and Exchange Board of India from time to time, the disclosures relating to Related Party Transactions in the format as specified by Securities and Exchange Board of India from time to time and publish the same on the website of the Company at www.geeceeventures.com
- Disclosures shall also be made in the Annual Report as specified under the Act and Schedule V of the SEBI LODR Regulation, including any amendments made from time to time.
- This policy shall be uploaded on the website of the company i.e. www.geeceeventures.com and a web link thereto shall be provided in the Board's Report.

8. LIMITATION/AMENDMENT & REVIEW OF POLICY

- In the event of any conflict between the provisions of this policy and of the Act or SEBI LODR Regulation or any other statutory requirements, rules, regulations, enactments, the provisions of such Act or SEBI LODR or any other statutory requirements, rules, regulations, enactments, the provisions shall prevail over this policy.
- Any subsequent amendment/modification in SEBI LODR Regulation, Act and/ or applicable laws in this regard shall automatically apply to this policy.
- The Board of Directors shall review the Policy at least once in three years for making suitable amendments for better implementation of the Policy.

The above policy was reviewed and approved by the members of Audit Committee and the Board of Directors at their meeting held on May 16, 2026 respectively.