

# **ALICON CASTALLOY LIMITED**

## **RELATED PARTY TRANSACTION POLICY**

### **PREAMBLE :**

Alicon Castalloy Limited (the Company) has always adhered to good Corporate Governance policies and accordingly, the Board of Directors of the Company considering the significance of transactions with related parties has adopted the following policy on related party transactions, which is in line with the requirements of Section 188 of Companies Act, 2013 read with Rules made there under and in terms of the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), SEBI circular dated 26<sup>th</sup> June, 2025 on Industry Standards on “Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” and subsequent amendments thereto. The Board, however, shall review said policy once in three years and/ or as and when it think expedient and may consider amendments to this Policy based on the recommendations of the Audit Committee, from time to time.

### **OBJECTS :**

This Policy is framed to regulate transactions between the Company and related parties, as also to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its related parties, which is collectively in compliance with the applicable laws and regulations as may be amended from time to time. The provisions of this Policy are designed to ensure transparency in all dealings with related parties that is in the best interest of the Company and its shareholders.

### **DEFINITIONS:**

- (1) "The Act" means the Companies Act, 2013, together with the Rules notified there under including any statutory modifications or re-enactments thereof for the time being in force.
- (2) "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.
- (3) "Associate Company" in relation to another company means as defined under section 2(6) of the Companies Act 2013 and any amendments thereto or under the applicable accounting standards.
- (4) "Board" means Board of Directors of the Company.
- (5) "Policy" means Policy on Related Party Transactions.
- (6) "Audit Committee" means Committee of the Board of Directors of the Company constituted under the provisions of the Act and Listing Regulations.
- (7) "Key Managerial Personnel" or "KMP" means such Directors and senior personnel of the Company as defined in sub-section (51) of section 2 of the Companies Act, 2013.
- (8) "Relative" means as defined in sub-section (76) of Section 2 of the Companies Act, 2013.
- (9) "Related Party" is a person or an entity which is:
  - a) a related party under Section 2(76) of the Act and/or Listing Regulations; or
  - b) a related party under the applicable Accounting Standards.
  - c) a related party under regulation 2(1)(zb) of Listing regulations.

(10) "Related Party Transaction" means:

a) As per Companies Act, 2013 - A transaction involving transfer of resources, services or obligations between the Company and a Related Party, regardless of whether a price is charged and includes the following transactions:

1. sale, purchase or supply of any goods or materials;
2. selling or otherwise disposing of, or buying, property of any kind;
3. leasing of property of any kind;
4. availing or rendering of any services;
5. appointment of any agent for purchase or sale of goods, materials, services
6. such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
7. underwriting the subscription of any securities or derivatives thereof, of the company

Explanation: Related Party Transaction includes a single transaction or a group of transactions in a contract, with a Related Party.

b) As per SEBI Listing Regulations "Related Party Transaction" means a transaction involving a transfer of resources, services, or obligations between:

- 1) 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
- 2) 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 (w.e.f. April 01, 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.

**Further, the following class of transactions will not be treated as Related Party Transactions:**

- 1) Issue of specified securities (i.e., equity shares) on a preferential basis, subject to compliance of the requirements under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- 2) The following corporate actions, which are uniformly applicable/ offered to all shareholders in proportion to their shareholding:
  - i. Payment of Dividend;
  - ii. Sub-Division or Consolidation of Securities;
  - iii. Issuance of Securities by way of a Rights Issue or a Bonus Issue; and
  - iv. Buy-Back of Securities.
- 3) 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:
- 4) 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.

- 5) 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 terms, which are uniformly applicable/offered to all employees, directors, key managerial personnel and relatives of directors or key managerial personnel.

(11) "Material Related Party Transaction" means:

i. As per the Companies Act, 2013: Related party transactions shall be considered material, if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company or as per threshold that may be defined under the Companies Act, 2013 and the Companies (Meeting of Board and its powers) Rules, 2014. The current threshold limits as per Section 188 the Companies Act, 2013 and Rules notified for specific transaction are as given below

| Nature of Transaction                                                                                     | Transaction Value                                         |
|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|
| Sale, purchase or supply of any goods or materials directly or through appointment of agents              | 10% or more of the turnover company                       |
| Buying, selling or disposing of property of any kind directly or through appointment of agents            | 10% or more of net worth of the company                   |
| Leasing of any kind of property                                                                           | 10% or more of the turnover company                       |
| Availing or rendering of any services directly or through appointment of agents.                          | 10% or more of the turnover company                       |
| Appointment to any office or place of profit in the company, its subsidiary company or associate company. | monthly remuneration exceeding two and a half lakh rupees |
| Remuneration for underwriting the subscription of any securities in or derivatives thereof.               | 1% of net worth                                           |

ii. As per SEBI listing Regulations: As per regulation 23 of Listing regulations, any transaction is considered as material during a financial year, if it exceeds Rs.1,000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statement of the listed entity, whichever is lower.

(12) "Material Modification" in any approved Related Party Transaction shall mean any deviation of 25% or more in any of the condition of the Related Party Transactions, which have been pre-approved by the Audit Committee of the company.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 and the SEBI LODR, 2015.

### **Arm's length principle:**

All RPTs should be entered into by the Company generally on an arm's length basis, i.e. as if the parties were unrelated, so that there is no conflict of interest.

All Related Party Transactions and subsequent material modifications must be reported to the Audit Committee and referred for prior approval of the Committee or the Board or the Shareholders as required under this Policy.

#### **1) Identification of Related Party Transactions:**

- a. Every Director and the Key Managerial Personnel will be responsible for providing a declaration in the prescribed format on an annual basis to the Company Secretary and will also be responsible to update the Company Secretary of any subsequent material modifications there immediately.
- b. The Company Secretary shall maintain an updated database of Company's related parties containing the names of individuals and entities, identified on the basis of the definition set forth in the definition section above and the declaration as received from the Directors and Key Managerial Personnel. The database shall be reviewed quarterly by the Company Secretary and the Functional Heads looking after Accounts and Finance function.
- c. All Directors and Key Managerial Personnel are responsible for informing the Company of their interest (including their indirect interest) in other companies, firms, trusts, body corporate(s) or concerns at the beginning of every financial year and of any change in such interest during the year. In addition, all Directors and Key Managerial Personnel are responsible for providing notice to the Company Secretary of any potential Related Party Transaction involving him/ her directly or indirectly.
- d. The Audit Committee in consultation with CFO will review and determine whether any transactions with such Party(ies) would constitute a Related Party Transaction requiring compliance under RPT Policy.

#### **2) Approval for Related Party Transactions**

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

##### **a) Transactions requiring approval of Audit Committee:**

- All Related Party Transactions and subsequent material modifications thereof shall require approval of the Audit Committee. The Audit Committee, as the case may be, shall be provided with the information as specified in the Companies Act, 2013, SEBI LODR, Industrial Standards on "Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" as notified under SEBI Circular dated 26<sup>th</sup> June, 2026.

Except for transactions between the Company and its wholly owned subsidiary/(ies) ("wos") whose accounts are consolidated with the Company and placed before the shareholders at the general meeting of the Company for approval, all Related Party Transactions and subsequent material modifications shall require a prior approval of the Audit Committee;

Provided that any Related Party Transaction, which is not in the ordinary course of business or not at arm's length shall also require a prior approval of the Shareholders.

##### **b) Omnibus Approval of the Audit Committee:**

The Audit Committee shall grant omnibus approval to Related Party Transactions that are:

- i. Repetitive in nature; and/or
- ii. Entered in the ordinary course of business and are at Arm's Length.

Such omnibus approval will be granted to the transactions, which in addition to meeting the above criteria, also satisfy the following considerations:

- a) The transaction in question is necessary to be executed as it is in the business interest of the Company;
  - b) If the transaction to be entered into with a Related Party is concerning technology transfer, intellectual property or specialized services that are proprietary in nature;
  - c) The requisite information is presented to the Audit Committee's satisfaction, to confirm that the transaction is at Arm's Length and in ordinary course of business;
- iii. Such omnibus approval shall specify:
    - a) the name/s of the Related Party, nature of transaction, period of transaction, maximum amount of transaction that can be entered into,
    - b) the indicative value and the formula for variation in the value, if any and
    - c) such other conditions as the Audit Committee may deem fit;
  - iv. Such omnibus approval shall be valid for a period not exceeding one year and shall require fresh approval after the expiry of one year.
  - v. In case of any Related Party Transactions that cannot be foreseen or transactions in respect of which complete details are not available, the Audit Committee may grant an omnibus approval for such transactions provided that the value does not exceed Rs.1 crore per transaction in a financial year
  - vi. The Audit Committee shall on quarterly basis review the details of the Related Party Transactions entered into by the Company pursuant to the omnibus approval. In an unforeseen event where a Related Party Transaction is to be entered, for which Omnibus approval has not been given by the Audit Committee, needs to be entered due to business exigencies between two Audit Committee meetings, the Audit Committee may approve such Related Party Transaction by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.

**c) Transactions requiring approval of Board:**

Following transactions shall require a prior approval of the Board:

- All Related Party Transactions and subsequent material modifications thereof 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, who has a potential interest in such Related Party Transaction, will rescue him or herself and shall not vote for the approval of such Related Party Transaction.

**d) Transactions requiring approval of Shareholders of the Company:**

- All Material Related Party Transactions shall require approval of the Shareholders of the Company by way of a special resolution passed at the general meeting of the Company; and all Related Parties shall not vote to approve such resolution irrespective of whether the entity is a party to the particular transaction or not. However, the said provision is not applicable in respect of the

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.

- All Related Party Transactions and subsequent material modifications thereof which are not in the ordinary course of business or not at arm's length and which are in excess of the limits prescribed under the Act as amended from time to time requiring the approval of shareholders, shall require an approval of the Shareholders by way of a special resolution passed at the general meeting of the Company; and in such cases, the Related Party/(ies) to the transaction shall not vote to approve such resolution. Provided that the conditions mentioned in the said clauses shall not be applicable to the 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.

**e) Approval & Review Mechanism:**

- a. While seeking the approval of the Audit Committee, Board or the Shareholders, all information that is relevant and necessary as specified in the Act, SEBI LODR, "Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction" as notified under SEBI Circular dated 26<sup>th</sup> June, 2026 shall be duly provided to the Audit Committee, Board or Shareholders, as the case may be.
- b. Any Director or Key Managerial Personnel who is interested in any Related Party Transaction shall not be present at the meeting of the Board or Audit Committee during discussions on the subject matter of the resolution relating to such transaction.
- c. The Audit Committee shall review, on a quarterly basis, the details of all Related Party Transactions and subsequent material modifications thereof entered into by the Company. On a quarterly basis, the management shall submit a report to the Audit Committee providing a comparison between the approvals granted and the actual transactions.

**3. General**

- a. Every RPT within the meaning of Section 188 of the Companies Act, 2013 shall be entered into the register required to be kept under Section 189 of the Companies Act, 2013.
- b. The Policy would be subject to review/revision/amendment in accordance with the Laws. The Audit Committee shall review the Policy from time to time for making suitable amendments and for better implementation of the Policy.
- c. The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.
- d. The power to interpret and administer the Policy shall rest with the Chairman of the Audit Committee whose decision shall be final and binding. The Chairman is also empowered to make any supplementary rules/orders to ensure effective implementation of the Policy. These will, however, be reported to or tabled before the Audit Committee, from time to time, to ensure the Committee's oversight on these issues.
- e. Either this Policy or the important provisions of this policy shall be disseminated to all functional and operational employees and other concerned persons of the Company and shall be hosted on the website of the Company and web link thereto shall be provided in the annual report of the Company.

This Policy has been adopted by the Board of Directors of the Company at its meeting held on 31<sup>st</sup> October, 2014. Last reviewed and amended by the Board of Directors of the Company in its meeting held on 6<sup>th</sup> November, 2023 and thereafter on 13<sup>th</sup> August, 2026.