RELATED PARTY TRANSACTIONS POLICY

(Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Amended on September 04, 2026

1. PREAMBLE

The Board of Directors of **GOLD ROCK INVESTMENTS LIMITED** ("Company") has adopted the Related Party Transaction Policy (RPT Policy) and Procedures with regard to Related Party Transactions (RPT) as defined below. This RPT policy is to regulate transactions between the Company and its Related Parties based on the applicable laws, rules and regulations.

2. OBJECTIVE OF THE

This RPT policy is framed as per requirements of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Companies Act, 2013 (The Act) and amendments issued in the regulatory framework from time to time.

The objective of this Policy is to set out (a) the basis of identifying related parties of the Company as well as related party transactions, (b) the materiality thresholds for related party transactions and (c) the manner of entering into transactions between the Company and its related parties based on the Act read with the SEBI Listing Regulations and any other laws and regulations as may be applicable to the Company.

3. DEFINITIONS

3.1 "Act" means the Companies Act, 2013 as amended from time to time;

3.2 "Audit Committee" shall mean the audit committee constituted by the Board from time to time, in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

3.3 "Board of Directors" or "Board" means the collective body of the Directors of the Company, as constituted from time to time, in line with the provisions of the Act and the SEBI Listing Regulations.

3.4 "SEBI Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

3.5 "Regulation 23" means the Regulation 23 of the SEBI Listing Regulations.

3.6 "Arm's Length Transaction" means a transaction between two related parties that is conducted as if they were unrelated parties, so that there is no conflict of interest;

3.7 "Ordinary course of business" means the usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake as per its Memorandum & Articles of Association. Indicative factors for determining term ordinary course of business:

(i) is normal or otherwise remarkable for particular business
(ii) is frequent and regular.
(iii) involves significant amounts of money.
(iv) is a source of income for business.
(v) involves significant allocation of resources.
(vi) is involved in a service or product that is offered to customers;

3.8 "Company" means **GOLD ROCK INVESTMENTS LIMITED**;

3.9 "Relative" means a relative as defined in Section 2(77) of the Act.;

3.10 "Related Party" shall have the meaning as defined in Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations.

3.11 "Related Party Transaction" have the meaning as defined under Section 188 of the Act read with Regulation 2(1)(zc) of the SEBI Listing Regulations, as amended, and shall mean a transaction involving a transfer of resources, services or obligations between:

a. the Company or any of its subsidiaries on one hand and a related party of Company or any of its subsidiaries on the other hand;
b. the Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company or any of its subsidiaries with effect from April 1, 2023

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

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

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

(a) the issue of specified securities on a preferential basis, subject to compliance of the requirements under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

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

(c) retail purchases from the Company or its subsidiary by the directors or key managerial personnel of the Company 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, directors, key managerial personnel and relatives of directors or key managerial personnel.

Further, remuneration and sitting fees paid by Gold Rock Investments Limited or its subsidiaries to its directors, 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 Regulation 23 of the Listing Regulations.

3.12 "Material Related Party Transaction" means a transaction with a Related Party if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the SEBI Listing Regulations which is provided below:

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

Note: Consolidated Turnover for the purpose of the abovementioned table shall be taken as audited consolidated turnover as on immediately preceding financial year.

In case of transaction involving payment to a Related Party for brand usage or royalty, it will 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 the last audited financial statements of the Company.

3.13 Material Modification(s) means any modification in the value of an approved Material Related Party Transaction resulting in a change exceeding 20% of the originally approved transaction value or Rs. 1 Crore, whichever is higher, or any change in the nature of the transaction, shall be considered a Material Modification."

3.14 "Key Managerial Personnel" or **"KMP"** means Key Managerial Personnel (KMP) as defined in Section 2(51) of the Act i.e.

(i) the Chief Executive Officer or Managing Director or Manager;

(ii) the Company Secretary;

(iii) the whole-time Director;

(iv) the Chief Financial Officer;

(v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as Key Managerial Personnel by the Board and

(vi) such other officer as may be prescribed.

3.15 ""Industry Standards" means the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" as notified by SEBI vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, as modified by SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, and as further amended from time to time.

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

4. REVIEW AND APPROVAL OF REALTED PARTY TRANSACTION

As per Section 177(4) of the Act read with Regulation 23(2) of the SEBI Listing Regulations, all Related Party Transactions of the Company and any subsequent modification thereof shall be put up for prior approval of the Audit Committee in accordance with this Policy.

Only the members of the Audit Committee who are Independent Directors shall approve Related Party Transactions, in accordance with Regulation 23(2) of the SEBI Listing Regulations.

Further, as per Regulation 23(2) of the SEBI LODR Regulations, 2015 a Related Party Transaction above Rs. One Crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of Company is a party but Company is not a party, shall require prior approval of the Audit Committee of Company if the value of such transaction, exceeds the lower of the following:

(i) 10% 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 the Company.

In the event of a Related Party Transaction above Rs. 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 Company is not a party and such subsidiary does not have audited financial statements for a period of at least oneyear, prior approval of the Company's Audit Committee shall be obtained if the value of such transaction exceeds the lower of the following:

(i) 10% 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 the Company.

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.

The Audit Committee shall accord prior approval (including omnibus approval, wherever applicable) for all Related Party Transactions and subsequent material modifications in accordance with the provisions of the Companies Act, 2013 and Regulation 23 of the SEBI Listing Regulations. Where a Related Party Transaction qualifies as a Material Related Party Transaction in terms of Regulation 23 of the SEBI Listing Regulations, such transaction and any subsequent material modification thereto shall also require prior approval of the shareholders by way of an ordinary resolution. The Board of Directors may consider and recommend such transactions to the shareholders, wherever required or considered appropriate under applicable law.

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 in terms of the provisions of 23(1) of SEBI LODR Regulations.

In exceptional cases, where a prior approval is not taken due to an inadvertent omission or due to unforeseen circumstances, the Audit Committee may ratify the transactions in accordance with this RPT Policy.

Approval of the Board/ Shareholders may be required, as detailed in this RPT policy.

4.1 Details to be provided to Audit Committee / Audit Committee Approval

While submitting any proposal for approval of a RPT, the Company shall provide the Audit Committee and, where applicable, the Shareholders with the minimum information prescribed under the Industry Standards as under:

Part A: This Part of the Standards captures the minimum information of the proposed RPT and is applicable to all Related Party Transactions placed for review and approval by the Audit Committee.

1. Basic details of the related party
2. Relationship and ownership of the related party
3. Details of previous transactions with the related party
4. Amount of the proposed transaction(s)
5. Basic details of the proposed transaction

Part B: This Part is applicable only if a specific type of RPT is proposed to be undertaken and is in addition to Part A. Seven types of RPTs have been specified as per the SEBI circular.

1. Sale, purchase or supply of goods or services or any other similar business transaction and trade advances
2. Loans and advances (other than trade advances) or inter-corporate deposits given by the Company or its subsidiary
3. Investment made by the Company or its subsidiary
4. Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company or its subsidiary.

5. Borrowings by the Company or its subsidiary
6. Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate
7. Transactions relating to payment of royalty

Part C: This Part is applicable to material Related Party Transactions placed for approval of both the Audit Committee and shareholders and is in addition to Part A and Part B (with respect to such RPT).

1. Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the Company or its subsidiary.
2. Investment made by the Company or its subsidiary
3. Guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the Company or its subsidiary.
4. Borrowings by the Company or its subsidiary.
5. Sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the Company or disposal of shares of subsidiary or associate.
6. Transactions relating to payment of royalty.

As per aforesaid SEBI circular, the Management:

- shall put up information in the Audit Committee in the standardized format for review and approval of Related Party Transactions.

- Provide Certificate from Chief Executive Officer / Managing Director / Manager and the Chief Financial Officer confirming that the terms of the proposed RPTs to be entered into are in the interest of Company.

- In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction.

4.2 Omnibus Approval as per Rule 6A of the Companies (Meeting of Board and its Powers) Rules, 2014 and the SEBI LODR Regulations.

A. Audit Committee may grant the omnibus approval for Related Party Transactions proposed to be entered into by Company or its subsidiary subject to the following conditions:

1. Transactions which are **repetitive** in nature.
2. Audit Committee shall satisfy itself **for justification for the need** of such omnibus approval in the best interest of the Company.
3. 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.1.00 crore per transaction.

B. Audit Committee shall review at least on a **quarterly basis**, the details of RPTs entered into by the Company and its subsidiary pursuant to each of the omnibus approval given.

C. The omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year from the date of approval.

D. The 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 Act or rules / notifications/ circulars issued thereunder amended from time to time:
Provided further that in case of approvals for Material Related Party Transactions, granted by shareholders in General Meetings other than Annual General Meeting, the validity of such approvals shall not exceed one year from the date of such approval.

E. Omnibus approval shall not be made for transaction in respect of selling or disposing of the undertaking of the Company.

4.3 Exemptions from Audit Committee approval

A. Exemption to Related Party Transaction(s) as per the Act:

Transaction between a holding Company and its wholly owned subsidiary Company, other than a transaction referred to in section 188(1) of the Act i.e. following transactions by Company with its wholly owned subsidiary Company will not require approval of the Audit Committee:

- Giving of loan; Guarantee/Security/Letter of Comfort in connection with Loan; Payment/Performance Security, Guarantee/Security/Letter of Comfort not in connection with Loan
- Commitment/ Release of equity

B. Exemption to Related Party Transaction(s) as per SEBI LODR Regulations:

(i) Transactions entered into between two Public Sector Companies;

(ii) 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.

(iii) 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.

(iv) 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.

(v) 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.

4.4 Approval of the Board and Shareholders

A. Under section 188 of the Companies Act, 2013

In case of specified Related Party Transaction(s) as mentioned in section 188(1) of the Act prior approval of Board and/or Shareholders is required for entering into any contract or arrangement with a Related Party as per the following:

a) **Prior approval of the Board at a meeting** - which are not in ordinary course of business or not on arm's length basis.
b) **Prior approval of the Shareholders by way of ordinary resolution**-which are not in ordinary course of business or not on arm's length basis and beyond threshold limits.

Exemptions from Shareholders approval:

(i) In respect of contracts or arrangements entered into by one Government Company with any other Government Company.

(ii) 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.

S. No.	Specified RPT(s) u/s 188(1) of the Companies Act, 2013	
	Approval of the Board	**Approval of the Shareholders (Threshold limits)**
a)	sale, purchase or supply of any goods or materials	10% or more of the turnover of the Company
b)	selling or otherwise disposing of, or buying, property of any kind	10% or more of net worth of the Company
c)	leasing of property of any kind	10% or more of the turnover of the Company
d)	availing or rendering of any services	10% or more of the turnover of the Company
e)	appointment of any agent for purchase or sale of goods, materials, services or property	As per limit prescribed in clause a), b) and d), in case resulted into appointment of agent
f)	such Related Party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company	At a monthly remuneration exceeding Rs. 2.50 lakhs

g)	Under writing the subscription of any securities or derivatives thereof, of the Company	Exceeding 1% of the net worth

Explanation(s):

- limits specified in sub-clauses a) to d) shall apply for transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year.

- turnover or net worth shall be computed on the basis of the Audited Financial Statement of the preceding Financial Year.

No member of the Company shall vote on such ordinary resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a Related Party for such contract or arrangement.

B. <u>Under Regulation 23 of the SEBI LODR Regulations</u>

As per Regulation 23(4) of SEBI LODR Regulations all Material Related Party Transactions and subsequent material modifications requires the prior approval of the shareholders by way of ordinary resolution, however, the same shall be put up to the Board for its approval for recommending the same for the approval of shareholders.

Exemption(s):

(i) Transactions entered into between two Public Sector Companies;

(ii) 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.

(iii) 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.

(iv) 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.

(v) 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.

No related Party shall vote to approve such resolution(s) whether the entity is a related party to the particular transaction or not.

4.5 Details to be provided to the Board and Shareholders as per section 188 of the Companies Act, 2013

The following information shall be provided to the **Board** for approval of Related Party

Transaction(s) –

A. the name of the Related Party and nature of relationship;

B. the nature, duration of the contract and particulars of the contract or arrangement;

C. the material terms of the contract or arrangement including the value, if any;

D. any advance paid or received for the contract or arrangement, if any;

E. the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;

F. whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and

G. each Director and Key Managerial Personnel to provide notice to the Board of any potential Related Party Transaction involving him or her or his or her Relative, including any additional information about the transaction that the Board may reasonably request. The notice of any potential Related Party Transaction should be communicated to the Board in advance so that it has adequate time to obtain and review necessary information about the proposed transaction.

H. any Director or KMP who has a potential conflict of interest in any Related Party Transaction shall not participate in any discussion or approval of a Related Party Transaction and shall not be counted in determining the presence of quorum of the meeting when such transaction is considered.

I. any other information relevant or important for the Board to take a decision on the proposed transaction.

The notice being sent to the **shareholders** seeking approval for any RPT shall, in addition to the requirements specified, include the information as part of the explanatory statement as specified in Industry Standard and the Act.

4.6 Summary of the approval mechanism under the SEBI LODR Regulations and the Act.

Details of Transaction(s)	Approving Authority
All Related Party Transactions and any subsequent modification including material modification	Audit Committee.
RPTs referred to in Clause 4.4(A) above which are not in ordinary course of business or not on arm's length basis or both (less than threshold limits)	Approval and recommendation by Audit Committee to the Board. Approval by the Board.

	Approval and recommendation by Audit Committee to the Board.
Material RPTs referred to in Clause 4.4(B) above	Approval and recommendation by the Board to Shareholders. Approval by the Shareholders.

4.7 Ratification of Related Party Transactions

A. Where prior approval of the Audit Committee for a Related Party Transaction could not be obtained, the transaction may be ratified only by the members of the Audit Committee who are Independent Directors, within the time and subject to the conditions prescribed under Regulation 23(2) of the SEBI Listing Regulations, as amended from time to time.

B. The rationale for not seeking prior approval shall be placed before the Audit Committee at the time of seeking ratification, and the details of ratification shall be disclosed along with the disclosures under Regulation 23(9) of the SEBI Listing Regulations.

C. Where approval of the Board or the Shareholders is required under Section 188 of the Act and was not obtained, ratification shall be sought within the time and in the manner prescribed under Section 188(3) of the Act.

D. Failure to obtain ratification shall have the consequences provided under the SEBI Listing Regulations and the Act, including the transaction being voidable and, where applicable, the concerned director(s) indemnifying the Company against any loss

4.8 Disclosures

A. Disclosure of particulars of contracts/arrangements entered into by the company with Related Parties referred to in sub-section (1) of section 188 of the Act including certain arm's length transactions under fourth proviso thereto in the Board's Report.
B. Disclosure of Related Party Transactions to Stock Exchanges as per requirement of SEBI LODR Regulations**.**

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

D. Name of all Related Parties, nature of relationships and details of all Related Party transactions should be disclosed in the financial statement as per applicable Accounting Standard.

AMENDMENTS

In case of any change/ amendment in Legal framework, rules and regulation etc., the same will have overriding effect over provisions covered in the RPT Policy.

The policy shall be reviewed by the Board of Directors at least once every three years and updated accordingly.

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