



**CHAMBAL FERTILISERS
AND CHEMICALS LIMITED**

POLICY ON RELATED PARTY TRANSACTIONS

[This version of Policy on Related Party Transactions is applicable with effect from April 01, 2022]

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POLICY ON RELATED PARTY TRANSACTIONS

1. INTRODUCTION

The Policy on Related Party Transactions was initially approved by the Board of Directors of Chambal Fertilisers and Chemicals Limited with effect from October 1, 2014, and was thereafter amended with effect from December 1, 2015, April 1, 2019, August 10, 2019 and February 1, 2020. This revised Policy on Related Party Transactions ("**Policy**") has been approved by the Board of Directors effective from April 01, 2022.

The related party transactions are regulated by the Companies Act, 2013, the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In case any provisions of the Policy are contrary to or inconsistent with the provisions of Relevant Laws, the provisions of Relevant Laws shall prevail.

2. DEFINITIONS

In this Policy, unless the context otherwise requires:

- 2.1. "**Act**" means the Companies Act, 2013 including any statutory modification or re-enactment thereof;
- 2.2. "**Audit Committee**" means the committee of Board constituted in pursuance of Section 177 of the Act and Regulation 18 of Listing Regulations;
- 2.3. "**Board**" means the Board of Directors of the Company;
- 2.4. "**Company**" means Chambal Fertilisers and Chemicals Limited;
- 2.5. "**Key Managerial Personnel**" means the person(s) appointed as such in pursuance of Section 203 read with Section 2(51) of the Act;
- 2.6. "**Internal Auditor**" means internal auditor of the Company appointed in pursuance of Section 138 of the Act and Rules;
- 2.7. "**Listing Regulations**" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or replaced from time to time;
- 2.8. "**Promoter**" and "**Promoter Group**" shall have the respective meanings as assigned to them in the Listing Regulations;
- 2.9. "**Related Party**", with reference to the Company, means a related party as defined under Section 2(76) of the Act or under the applicable accounting standards:
Provided that:
 - a) any person or entity forming a part of the Promoter or Promoter Group of the Company; or
 - b) any person or any entity, holding equity shares:
 - (i) of twenty per cent or more; or
 - (ii) of ten per cent or more, with effect from April 1, 2023;in the Company either directly or on a beneficial interest basis as provided under Section 89 of the Act, at any time, during the immediate preceding financial year;
shall be deemed to be a related party.
- 2.10. "**Related Party Transaction**" shall mean a transaction between the Company and a Related Party under the provisions of the Act read with the Rules and a related party transaction as defined under the Listing Regulations;
- 2.11. "**Relevant Laws**" means the Act, the Rules and the Listing Regulations;

2.12. “**Rules**” means the Rules framed under the Act, as amended from time to time; and

2.13. “**Specified RPT**” shall have the meaning as ascribed to it in Clause 3.2.7 hereof.

3. PROCEDURE

3.1. Material Related Party Transaction

A Related Party Transaction shall be considered material, if the transaction or transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or ten per cent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

Notwithstanding the above, 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 transaction(s) during a financial year, exceed five percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

3.2. Review and approval of Related Party Transactions

3.2.1. All Related Party Transactions and subsequent material modification(s) shall require prior approval of the Audit Committee:

Provided that only those members of the Audit Committee, who are independent directors, shall approve Related Party Transactions.

Provided further that:

- 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 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 consolidated turnover, as per the last audited financial statements of the Company;
- b) with effect from April 1, 2023, 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 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 concerned subsidiary.

For the purpose of this Clause 3.2.1, “material modification” of a Related Party Transaction means increase of 10% or more in the amount of the transaction already approved by the Audit Committee.

Provided further that the approval of Audit Committee would not be required for the following:

- a) transaction(s), other than the transaction(s) referred in Section 188 of the Act, between the Company and its wholly owned subsidiaries whose accounts are

consolidated with the Company and placed before the shareholders of the Company at the general meeting for approval; and

- b) transaction(s) entered into between two wholly-owned subsidiaries of the Company, whose accounts are consolidated with the Company and placed before the shareholders of the Company at the general meeting for approval.

3.2.2. The Audit Committee may grant omnibus approval to one or more proposed Related Party Transactions.

Such omnibus approval shall be subject to the following conditions:-

- a) The proposed Related Party Transaction(s) is/ are repetitive in nature and the Audit Committee shall satisfy itself about the need for such omnibus approval and that such approval is in the interest of the Company.
- b) The maximum value of the Related Party Transactions, in aggregate, which can be allowed under the omnibus route in a year shall not exceed 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company. Further, the maximum value per Related Party Transaction which can be allowed under the omnibus route shall not exceed 5% of annual consolidated turnover of the Company as per the last audited financial statements of the Company.
- c) Such omnibus approval shall specify (i) the name(s) of the Related Party, nature of transaction, period of transaction, maximum amount of transactions that shall 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) Audit Committee shall review, on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each omnibus approval.
- e) Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.
- f) Omnibus approval shall not be granted by the Audit Committee for the following:
 - (i) Related Party Transaction(s) in respect of selling or disposing off the undertaking of the Company; and
 - (ii) Related Party Transaction(s) with respect to brand usage or royalty payments.

3.2.3. The information in respect of proposed Related Party Transaction(s) and/or material modification(s) in the Related Party Transaction(s), along with complete details should be submitted by the concerned departments of the Company to the Internal Auditor.

3.2.4. The Internal Auditor shall review the information and details of the proposed Related Party Transaction(s) and/or material modification(s) in the Related Party

Transaction(s), and prepare a detailed note containing the information required to be provided under the applicable provisions of the Relevant Laws including background information, comparative details of similar transactions with other parties, if any, and whether the proposed Related Party Transaction is on an arm's length basis and in the ordinary course of business, wherever applicable, along with justification thereof. The note so prepared by the Internal Auditor shall be circulated to the Audit Committee members for their approval of the concerned Related Party Transaction(s) and/ or material modification(s) in the Related Party Transaction(s).

3.2.5. While assessing the proposal, the Audit Committee may seek such information / supporting documents or get clarifications, as it may consider necessary.

3.2.6. Each material related party transaction described under Clause 3.1 of this Policy and/ or any material modification(s) therein (as defined in Clause 3.2.1 of this Policy), shall also require prior approval of the Board and shareholders of the Company, wherever applicable under the provisions of the Relevant Laws.

3.2.7. A contract, arrangement or transaction, between a related party (as defined under the Act) and the Company, as specified under Section 188(1) of the Act, which is either 'not on an arm's length basis' or 'not in the ordinary course of business' ("**Specified RPT**"), shall also require approval of Board as per the provisions of Section 188(1) of the Act and the applicable provisions of the Rules. Further, subject to the provisions of the Act and Rules, the following Specified RPTs shall require approval of the shareholders of the Company by a resolution:

- a) Sale, purchase or supply of any goods or materials, directly or through appointment of agent, amounting to ten per cent or more of the turnover of the Company, as mentioned in clause (a) and clause (e) respectively of sub-section (1) of Section 188 of the Act;
- b) Selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounting to ten per cent or more of net worth of the Company, as mentioned in clause (b) and clause (e) respectively of sub-section (1) of Section 188 of the Act;
- c) Leasing of property of any kind amounting to ten per cent or more of the turnover of the Company, as mentioned in clause (c) of sub-section (1) of Section 188 of the Act;
- d) Availing or rendering of any services, directly or through appointment of agent, amounting to ten per cent or more of the turnover of the Company, as mentioned in clause (d) and clause (e) respectively of sub-section (1) of Section 188 of the Act;
- e) Appointment to any office or place of profit in the Company, its subsidiary company or associate company at a monthly remuneration exceeding Rs. 2,50,000 (Rupees two lakh fifty thousand only), as mentioned in clause (f) of sub-section (1) of Section 188 of the Act; or

- f) Contract or arrangement in respect of remuneration for underwriting the subscription of any securities or derivatives thereof, of the Company exceeding one per cent of the net worth of the Company, as mentioned in clause (g) of sub-section (1) of Section 188 of the Act;

Provided that the requirement of passing the shareholders' resolution as mentioned above shall not be applicable for transactions entered into between the Company and its wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders of the Company at the general meeting for approval.

3.2.8. In the event the Audit Committee decides to put up a Related Party Transaction and/or material modification(s) therein before the Board, or if the Board *suo-moto* elects to review any Related Party Transaction and/or material modification(s) therein or if a Related Party Transaction and/or material modification(s) therein is/ are required to be approved by the Board in pursuance of the Act, Rules or Listing Regulations, the process set forth in this Clause 3 shall apply *mutatis-mutandis* for review/ approval of such Related Party Transaction and/ or material modification(s) therein by the Board, subject to such exceptions as may be necessary or appropriate under the circumstances.

4. RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THE POLICY

In case the Audit Committee becomes aware of any Related Party Transaction and/or material modification(s) therein that has not been approved as per the Policy, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all the relevant facts and circumstances regarding the Related Party Transaction and/ or material modification(s) therein and shall evaluate all options available to the Company, including ratification, revision or termination of the said Related Party Transaction and/or rejection of material modification(s). The Audit Committee may examine the facts and circumstances of the case and take such action as it may deems appropriate.

5. DISCLOSURE OF RELATED PARTY TRANSACTIONS

- 5.1 The particulars of Related Party Transactions shall be disclosed in such manner as may be prescribed under the Relevant Laws.
- 5.2. The particulars of Related Party Transactions should be entered in the register(s) maintained under the Act, wherever applicable.
- 5.3 The Company shall host this Policy on its website and a web-link thereto shall be provided in the Annual Report of the Company.

6. AMENDMENT

This Policy can be amended, modified, or revised from time to time and if there is no bar under the Relevant Laws then the same can be abrogated by the Board of Directors of the Company.

7. REVIEW

This Policy shall be reviewed by the Board of Directors of the Company atleast once in every three years and updated accordingly.