



Godrej Seeds & Genetics Limited

CIN: U01403MH2011PLC218351

Registered Office: Godrej One, 3rd Floor, Eastern Express Highway, Vikhroli (East),
Mumbai – 400 079, Maharashtra

Tel.: 022-2518 8010/ 8020/ 8030; **Fax:** 022-2518 8066

Website: www.godrejseedsandgenetics.com ; **Email:** investor.gsgl@godrejinds.com

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS OF GODREJ SEEDS & GENETICS LIMITED

(Effective from January 19, 2026)

DOCUMENT CONTROL

Document Name	Policy on Materiality of Related Party Transactions and dealing with Related Party Transactions of Godrej Seeds & Genetics Limited
Version No.	1.1
Date	January 19, 2026

VERSION CONTROL

Date	Version	Description
August 8, 2025	1.0	Original
January 19, 2026	1.1	Amended pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

1. Preamble

The “Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions” (“**Policy**”) is framed in terms of Regulations 23 and 62K read with Chapter VA of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“**Listing Regulations**”) to determine the materiality of transactions with Related Parties of Godrej Seeds & Genetics Limited (“**Company**”) and to regulate the mode of dealing in such transactions. The Policy aims to ensure proper approval, disclosure and reporting requirements of transactions between the Company and its Related Parties.

The Board of Directors (“**Board**”) has on the recommendation of the Audit Committee, amended this Policy from time to time, to incorporate the changes brought in through amendments to Listing Regulations.

2. Definitions

- A. “**Arm’s length transaction**” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- B. “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company under the relevant requirements of Listing Regulations and Companies Act, 2013, from time to time.
- C. “**Associate Company**” 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.

Significant Influence: - means control of at least twenty per cent of total voting power, or control of or participation in business decisions under an agreement;

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.

- D. “**Board**” means Board of Directors of the Company.
- E. “**Companies Act, 2013**” means the Companies Act, 2013 read with the Rules framed thereunder [including any modification(s) / amendment(s) / re-enactment(s) thereof].
- F. “**Control**” shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011.
- G. “**Key Managerial Personnel**” means Key Managerial Personnel in relation to a Company as defined sub-section 51 of Section 2 of the Companies Act, 2013.

- H. **“Material Related Party Transaction”** means a transaction with a related party if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of the Listing Regulations as specified in this Policy.
- I. **“Material Modification(s)”** shall mean increase by 10% of the transaction value as earlier approved by the Audit Committee OR absolute change in the nature of transaction
- J. **“Normal/Ordinary Course of Business”** means businesses which are a part of doing regular business; the regular or customary condition or course of things; as things usually happen.
- K. **“Office or place of profit”** means any office or place:
- where such office or place is held by a Director, and the Director holding it receives from the Company anything by way of remuneration over and above the remuneration to which he is entitled as Director, by way of salary, fee, commission, perquisites, any rent-free accommodation, or otherwise;
 - where such office or place is held by an individual other than a Director or by any firm, private company or other body corporate, if the individual, firm, private company or body corporate holding it receives from the Company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise.
- L. **“Related Party”** means a related party as defined under sub-section (76) of section 2 of the Companies Act, 2013 or under the applicable accounting standards.
Provided that:
- (a) any person or entity forming a part of the promoter or promoter group of the listed entity;
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
- in the listed entity either directly or on a beneficial interest basis as provided under Section 89 of the Companies Act, 2013, at any time, during the immediately preceding financial year; shall be deemed to be a related party.”
- M. **“Related Party Transaction (RPT)”** means a related party transaction as defined under the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) [including any modification(s) / amendment(s) / re-enactment(s) thereto, from time to time].
- N. **“Schedule XII of Listing Regulations”** states that a related party transaction will be considered material if the transaction exceeds the following during the financial year (individual or taken together with previous transaction) –

Consolidated Turnover of Listed Entity	Threshold
Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity

More than ₹20,000 Crore to up to ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower

The aforesaid threshold limit for determining whether a transaction is Material or not is introduced vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, effective November 18, 2025.

However, approvals 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. 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.

3. Contents of the Policy

I. Review and approval of Related Party Transactions through the Audit Committee:

- All Related Party Transactions and subsequent material modifications proposed to be made or to be entered into by the Company shall require **prior** approval of the Audit Committee of the Board of Directors.
- Only those members of the Audit Committee, who are Independent Directors, shall approve Related Party Transactions.
- A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the thresholds specified in Schedule XII of Listing regulations or such other applicable law for time in force.
- 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 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–
 - (i) ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary;
 - (ii) the threshold for material related party transactions of listed entity as specified in Schedule XII of Listing regulations.

- 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 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:

(i) ten percent 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 listed entity as specified in Schedule XII of Listing regulations.

In the event of 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 listed entity is a party but the listed entity 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 listed entity shall be obtained if the value of such transaction exceeds the lower of the following: (i) ten percent 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 listed entity as specified in Schedule XII of these regulations: 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.

- 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 the Listing Regulations are applicable to such listed subsidiary.

For related party transactions of unlisted subsidiaries of the listed subsidiary of the Company as referred to above, the prior approval of the Audit Committee of the listed subsidiary shall suffice.

- All types of 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 shall require only Audit Committee approval; and not prior Audit Committee approval.
- All types of 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 shall require only Audit Committee approval; and not prior Audit Committee approval.
- The above confirmations regarding compliance of provisions of the Listing Regulations shall be taken by the Company from the listed / unlisted subsidiaries on a Quarterly and / or Annual basis, as Chief Financial Officer of the Company deems fit. These confirmations shall be placed before the Audit Committee of the

Board of Directors of the listed entity for their noting at the Audit Committee Meetings.

- Audit Committee may grant omnibus approval for related party transactions proposed to be entered into by the Company subject to the following conditions, namely:
 - the Audit committee shall lay down the criteria for granting the omnibus approval and such approval shall be applicable in respect of transactions which are repetitive in nature;
 - 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 omnibus approval authorised by the Audit Committee shall specify the following details:
 - i. the name(s) of the related party,
 - ii. nature of the transaction,
 - iii. period of the transaction,
 - iv. maximum amount of transactions that shall be entered into,
 - v. the indicative base price / current contracted price and the formula for variation in the price if any; and
 - vi. any other conditions as the Audit Committee may deem necessary to take a decision on the proposed transaction.
- Cases wherein 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 Crore (Rupees One Crore) per transaction.
- The Audit Committee shall review, at least on a quarterly basis, the details of Related Party Transactions entered into by the Company pursuant to each of the omnibus approvals given.
- While seeking approval for all Related Party Transactions, the Company shall provide the Audit Committee with the minimum information prescribed under applicable laws, Listing Regulations, and the Act, as detailed in Industry Standard Note issued by SEBI in this regard from time to time and subject to thresholds specified in this Policy.

Any change in the format of minimum information as mentioned above shall be applicable to the Company to the extent necessary and be read along with this Policy, without any approval necessary to effect such change.

- Omnibus approvals shall be valid for a period not exceeding 1 (one) financial year and shall require fresh approvals after the expiry of such financial year.
- The Audit Committee can grant approval for transactions that are entered into by the Company in its ordinary course of business and which are at an arm's length.

- If the Audit Committee is of the view that the proposed Related Party transaction is not in the ordinary course of business of the Company to do so; or the value of the transaction is not at arm's length, the Audit Committee shall place the same before the Board for their approval.

- The Audit Committee of the Board will review and, if appropriate, approve Related Party Transactions. Accordingly, all estimated Related Party Transactions expected to be entered into during any financial year shall be approved before the close of the previous financial year.

II. Provisions for approval and dealing of Material Related Party Transactions:

- All Material Related Party Transactions and subsequent material modifications proposed to be made or to be entered into by the Company shall require **prior** approval of the Audit Committee of the Board of Directors, Shareholders and NOC from Debenture Trustee in terms of Regulation 62K.

No related party shall vote to approve such resolutions whether the entity is related party to the particular transaction or not.

- The Debenture Trustee shall in turn obtain No-Objection from the debenture holders who are not related with the Issuer and hold at least more than fifty per cent. of the debentures in value, on the basis of voting including e-voting.

After obtaining approval of the debenture holders, approval of the shareholders through resolution shall be obtained.

Explanation (1): — If the No-Objection Certificate has been withheld, the matter shall not be taken forward for shareholders' consideration.

Provided further that prior approval of the shareholders and No-objection Certificate by Debenture Trustee of a HVDLE, in the manner as specified in sub-regulation (5) of regulation 62K of these regulations shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity is not a party, if regulation 62K of these regulations is applicable to such listed subsidiary.

For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders and No-objection Letter from Debenture Trustee of the listed subsidiary, in the manner as specified in sub-regulation (5) of regulation 62K of these regulations, shall be obtained:

Provided that prior approval of the shareholders of a listed entity shall not be required for a related party transaction to which the listed subsidiary is a party but the listed entity 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 above, the prior approval of the shareholders of the listed subsidiary shall suffice.

III. Review and approval of Related Party Transactions through the Board of Directors:

- If the Audit Committee reviews a proposed Related Party Transaction and draws the conclusion that the transaction is not being done in the ordinary course of business or the value of the transaction is not at arm's length, the Audit Committee shall refer the same to the Board and such transaction shall be approved only with the consent of the Board of Directors at their Meeting.
- For transactions covered under Section 188 of the Companies Act, 2013 as stated below will require Board's approval if not at arm's length and not in the ordinary course of business:
 - 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) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company;
 - g) remuneration towards underwriting the subscription of any securities or derivatives thereof.
- Any Board Member, who is concerned or interested in the transaction, shall not participate in the discussion and voting on the resolution.

IV. Review and approval of Related Party Transactions through the approval of the Shareholders of the Company:

- All Related Party Transactions that are material in nature and subsequent material modifications as defined by the Audit Committee shall require prior approval of the Shareholders through a resolution.
- Materiality of a transaction will be based on the definition specified above.
- No related party shall vote to approve such material Related Party Transactions, whether the entity is a related party to the particular transaction or not.
- All entities falling under the definition of related parties shall not vote to approve the material Related Party Transactions irrespective of whether the entity is a party to the particular transaction or not.
- However, the approval of the Shareholders shall not be required if the transactions being entered into are in the ordinary course of business or the value of the transaction has been derived at arm's length.
- While seeking approval for all Related Party Transactions, the Company shall provide the Shareholders of the Company with the minimum information prescribed under applicable laws, Listing Regulations, and the Act, as detailed in Industry Standard Note issued by SEBI in this regard from time to time and subject to thresholds specified in this Policy.

Any change in the format of minimum information as mentioned above shall be applicable to the Company to the extent necessary and be read along with this Policy, without any approval necessary to effect such change.

- Prior approval of the shareholders of 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 Listing Regulations are applicable to such listed subsidiaries. For related party transactions of unlisted subsidiaries of a listed subsidiary as referred above, the prior approval of the shareholders of the listed subsidiary shall suffice.

4. Thresholds with respect to dealing with RPTs and Material RPTs

a. Threshold for provision of Minimum Information to the Audit Committee and Shareholders of the Company

Pursuant to applicable provisions of Master Circular / Circular / Industrial Standard Notes issued by SEBI from time to time, while seeking approval for Related Party Transactions which will be placed before Audit Committee and for Material Related Party Transactions which will be placed before Shareholders, the Company shall provide the Audit Committee and the Shareholders with the information as required in compliance with the laws for the time being in force, if a transaction with a related party, whether individually or taken together with previous transaction(s) during a financial year (including transaction(s) which are approved by way of ratification) meet the following value / thresholds:

- Exceed Rs. 1 (One) Crore; and
- Do not exceed the lower of Rs. 10 (Ten Crore) or 1% of the Annual Consolidated Turnover as per last audited financial statements.

b. Threshold for determination of Material Related Party Transactions

While seeking approval for any Related Party Transaction which will be placed before the Shareholders of the Company for their approval, the Board has fixed the following threshold limits for determining the type of transaction, limits available under the relevant regulations or acts currently in force, single and cumulative transaction limits:

Sr. No.	Prescribed Transaction Category	Thresholds
1	Sale, purchase or supply of any goods or materials (directly or through appointment of agents)	Amounting to or exceeding 10% of the turnover of the Company*
2	Selling or otherwise disposing of, or buying, property of any kind (directly or through appointment of agents)	Amounting to or exceeding 10% of net worth of the Company*
3	Leasing of property of any kind	Amounting to or exceeding 10% of turnover of the Company*
4	Availing or rendering of any services directly or through appointment of agents	Amounting to or exceeding 10% of the turnover of the Company*
5	Appointment to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration	Exceeding Rs.2.5 Lakh per month
6	Remuneration for underwriting the subscription of any securities or derivatives thereof of the company	Exceeding 1% of the net worth

Sr. No.	Prescribed Transaction Category	Thresholds
7	Payment of Royalty and Brand usage to related parties	Exceeding 5% of the annual consolidated turnover
8	Any other transaction with a related party	As specified under Schedule XII of the Listing Regulations

**Applies to transaction or transactions to be entered into either individually or taken together with the previous transactions during a financial year*

Note: The turnover or net worth referred to above shall be computed on the basis of the audited financial statement of the Company in the preceding financial year.

5. Transactions which do not require approval

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

- (a) Any transaction involving the providing of compensation to a Director or Key Managerial Personnel in connection with his duties to the Company including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.
- (b) 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.
- (c) 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 (including any modification(s) / amendment(s) / re-enactment(s) thereto).
- (d) The following corporate actions which are uniformly applicable/offered to all shareholders in proportion to their shareholding:
 - i. payment of dividend;
 - ii. subdivision or consolidation of securities;
 - iii. issuance of securities by way of a rights issue or a bonus issue; and
 - iv. buy-back of securities.
- (e) Retail purchases from Company or its subsidiary by its directors or key managerial personnel of the Company or its subsidiary, 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.
- (f) Remuneration and sitting fees paid by the listed entity 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 applicable provisions.

6. Related Party Transactions which are not approved under this Policy

In the event the Company becomes aware of a Transaction with a Related Party that has not been approved under this Policy prior to its consummation, 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.

7. Ratification of Related Party Transaction

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 in terms of the applicable provisions;
- (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 to stock exchanges in terms of the applicable provisions;
- (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 authorized by any other director, the director(s) concerned shall indemnify the listed entity against any loss incurred by it.

8. Reporting requirements

- The Company shall submit with the stock exchanges, disclosures of related party transactions that it has entered into, on a consolidated basis, (in the format that has been specified in the relevant accounting standards for annual results) on the date of publication of its standalone financial results for the half year, and it shall ensure that the same is published on its website in terms with the Listing Regulations.

The remuneration and sitting fees paid by the listed entity or its subsidiary to its director, key managerial personnel or senior management, who is part of promoter or promoter group, shall require disclosure under this sub-regulation (9) of Regulation 23 of the Listing Regulations, only when the same is material in terms of the provisions of sub-regulation (1) of this Regulation 23 of the Listing Regulations.

- Certificate from Chief Financial Officer (CFO) of the Company shall be obtained confirming that the terms of Related Party Transactions proposed to be entered into are in the interest of the Company on quarterly basis.
- Disclosure will be made in the Company's Annual Report of the particulars of the contract and arrangement along with the justification for entering into such contracts / arrangements with the Related parties as part of Directors' Report. Form AOC 2 prescribes

the manner in which disclosure is to be made in the Director's Report.

- All material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance in terms with Regulation 27(2)(b) of the Listing Regulations.
- Related Party Disclosures of the Annual Report shall include Transaction with any person or entity belonging to the Promoter / Promoter Group which hold(s) 10% or more shareholding, shall be disclosed in the, in the format prescribed in relevant AS in terms of the Schedule V Part A of the Listing Regulations read with Regulation 53(f) of SEBI LODR.
- Related Party Disclosures shall be submitted in such formats/mode as may be specified under Listing Regulations / such other applicable law, as may be required from time to time.

9. Review and Amendment of the Policy

This policy is framed based on the provisions of the Companies Act, 2013 and Rules framed thereunder to the extent applicable and the requirements of the Listing Regulations.

The Board of Directors, in terms with the Listing Regulations and Amendments thereto, shall ensure to review the Policy, including the thresholds as outlined, at least once in every 3 (three) years and shall update the website and other places wherever the Policy appears accordingly.

In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or Regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

In case of any amendment to this Policy arising due to any regulatory amendment/revision/omission/changes in the requirements of the Companies Act, 2013, Listing Regulations or any other applicable rules or regulations as may be in force, the Management Committee of the Board of Directors is also authorized to suitably amend this policy to make it consistent with the prevailing laws. Such amendments to the policy will be noted by the Audit Committee and the Board of Directors, as may be felt necessary.

- Any changes other than the regulatory changes requiring amendment to the policy will be reviewed and approved by the Audit Committee and the Board of Directors.
- This Policy has been last reviewed and amended by the Board of Directors on the recommendation of the Audit Committee, at their Meetings held on January 19, 2026.

10. Effective date

The effective date of this Policy is January 19, 2026.

11. Communication of this Policy

This Policy shall be posted on the website of the Company at www.godrejseedsandgenetics.com
