



GUJARAT STATE FERTILIZERS & CHEMICALS LIMITED

Fertilizernagar – 391 750, Vadodara, Gujarat, India, CIN – L99999GJ1962PLC001121

POLICY ON DETERMINING 'MATERIAL' SUBSIDIARIES

1. **PURPOSE AND SCOPE:** Pursuant to the provisions of Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has formulated this Policy for determining material subsidiary of the Company. This Policy shall be used for determining material subsidiaries of the Company and to provide governance framework for such subsidiaries. All the words and expressions used in this Policy, unless defined hereinafter, shall have meaning assigned respectively to them under the Listing Regulations, the Companies Act, 2013 and the rules, notifications, circulars made or issued thereunder, from time to time.
2. **APPLICABILITY AND EFFECTIVE DATE:** This Policy shall come into effect from 01st April 2019.
3. **IDENTIFICATION OF MATERIAL SUBSIDIARY:** A Subsidiary shall be considered as “material subsidiary”, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
4. **GOVERNANCE FRAMEWORK:**
 - 1) The audit committee of the Company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary.
 - 2) The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the board of directors of the Company.
 - 3) The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary. Explanation - For the purpose of this sub-clause, the term “significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.
 - 4) At least one independent director on the board of directors of the Company shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not. Explanation - For the purpose of this sub-clause, notwithstanding anything to the contrary contained in regulation 16, the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
 - 5) The Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the



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Insolvency and Bankruptcy Code, 2016 and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

- 6) The selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency and Bankruptcy Code, 2016 and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.
- 7) Where a Company has a listed subsidiary, which is itself a holding company, the provisions of this regulation shall apply to the listed subsidiary in so far as its subsidiaries are concerned.
- 8) The Company and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a company secretary in practice, in such form as may be specified.
- 9) The Company shall disclose all events or information with respect to its subsidiaries which are material for the Company.

5. DISCLOSURE: The Company shall upload this Policy on its website and a web link thereto shall be provided in the Annual Report.

6. POLICY REVIEW: Any subsequent amendment / changes to the Listing Regulations and / or other laws in this regard shall automatically apply to this Policy. The same shall be added / amended / modified from time to time as authorized by the Audit Committee/Board with due procedure.
