

GUJARAT FLUOROCHEMICALS LIMITED

Policy on Material Subsidiaries

1. Preface

The Board of Directors (the “Board”) of Gujarat Fluorochemicals Limited (the “Company”) has adopted the following policy and procedures with regard to determination of Material Subsidiaries of the Company (The Policy). This Policy has been formulated in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”).

2. Objective of the Policy

This Policy has been framed to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries.

3. Definitions

- a. “**Audit Committee or Committee**” means a Committee of Directors of the Company, as constituted from time to time under Section 177 of the Companies Act, 2013 and Clause 18 of SEBI LODR.
- b. “**Board of Directors**” or “**Board**” means the Board of Directors of the Company, as constituted from time to time.
- c. “**Independent Director**” means a director of the Company, not being a Whole-time Director and who is neither a Promoter nor belongs to the Promoter Group of the Company and who satisfies other criteria for independence under the Companies Act, 2013 and SEBI LODR.
- d. **Material subsidiary** means a Subsidiary Company 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.
- e. “**Significant Transaction or Arrangement**” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.
- f. “**Subsidiary Company**” means the Subsidiary Company as defined under the Companies Act, 2013 and the Rules made thereunder.

4. Compliance to be done by the Listed Company

The Company, as a holding company, is required to comply with following:

- a. At least one independent director on the Board of Directors of the listed entity shall be a director on the Board of Directors of an unlisted material subsidiary, whether incorporated in India or not.

Explanation: For the purposes of this provision, notwithstanding anything to the contrary contained in Clause 3 above, 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 Company and its subsidiaries in the immediately preceding accounting year.

- b. The Audit Committee of the Listed Holding Company shall review the financial statements, in particular, the investments made by the Unlisted Subsidiary Company/ies.

c. The Minutes of the Board Meeting/s of the Unlisted Subsidiary Company/ies and its Significant Transactions and/or Arrangements shall be placed before the Board of the Listed Holding Company.

d. The management shall present to the Audit Committee annually the list of such subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board including recommendation for appointment of Independent Director in the Material Non-Listed Indian Subsidiary.

The Company, without the prior approval of the Members by a Special Resolution, shall not:

- i. dispose of its shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; or ceases the exercise of control over the Subsidiary/ies except in cases where disinvestment 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 Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved; or
- ii. sell, dispose or lease the assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court or Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

For listed subsidiary of the Company which itself is a holding company, the above provisions shall apply to the listed subsidiary in so far as its subsidiaries are concerned.

The Company shall annex with its annual report, a copy of the secretarial audit report obtained from a Company Secretary in Practice in respect of its material unlisted subsidiaries.

5. Communication of this Policy

A copy of this Policy shall be handed over to the Directors of the Company within one month from the date of approval by the Board. This Policy shall also be posted on the web-site of the Company and a web link thereto shall be provided in the Annual Report of the Company.

6. Amendment

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.