



GODAWARI POWER & ISPAT

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POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. INTRODUCTION

The Board of Directors of Godawari Power and Ispat Limited has adopted the following policy and procedures with regard to determination of Material Subsidiaries.

2. TITLE

This Policy shall be called ‘Policy for determining material subsidiaries’.

3. OBJECTIVE

The objective of the Policy is to determine material subsidiaries of the Company and to provide a governance framework for such material subsidiaries.

The Policy is framed in accordance with the requirements of the Clause 49 of the Listing Agreement (including any amendments thereof).

4. DEFINITIONS

(a) **“Board of Directors”** or **“Board”** means the Board of Directors of Godawari Power And Ispat Limited, as constituted from time to time.

(b) **“Company”** means Godawari Power and Ispat Limited

(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 the Listing Agreement with the Stock Exchanges.

(d) **“Policy”** means this Policy, as amended from time to time.

(e) **“Subsidiary”** shall mean a subsidiary as defined under the Act and Rules made thereunder.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

5. POLICY

A. Material Subsidiary:

A subsidiary shall be considered as **Material** if-

- the investment of the Company in the subsidiary exceeds ten per cent of its consolidated net worth as per the audited balance sheet of the previous accounting year; or
- the subsidiary has generated ten per cent of the consolidated income of the Company during the previous accounting year.

B. Material Non Listed Indian Subsidiary:

Material Non Listed Indian Subsidiary shall mean a Subsidiary which is incorporated in India and is not listed on any of the Indian Stock Exchanges and whose:

- net worth (paid up capital and free reserves) exceeds 10% of the consolidated net worth of the Company and its subsidiary as per the audited balance sheet of the previous accounting year; or
- income exceeds 10% of the consolidated income of the Company and its subsidiary as per the audited balance sheet of the previous accounting year.

A list of such Material subsidiaries and Material Non Listed Indian Subsidiaries shall be presented to the Audit Committee annually for its noting.

6. REQUIREMENT REGARDING MATERIAL SUBSIDIARY

The Company, without passing a special resolution in its General Meeting, shall not:-

- dispose shares in the material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to 50%; or
- dispose shares in the material subsidiary which would cease the exercise of control over the subsidiary; or
- sell, dispose or lease the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year,

unless in cases where the divestment/ 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. REQUIREMENT REGARDING MATERIAL NON-LISTED INDIAN SUBSIDIARY

- (a) At least one Independent Director on the Board of the Company shall be a Director on the Board of the un-listed material subsidiary, whether incorporated in India or not.

Explanation - For the purposes of this provision, 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.

- (b) Audit Committee of the company shall review the financial statements, in particular, the investment made by the unlisted subsidiary company.
- (c) The minutes of the Board Meetings of unlisted subsidiary companies shall be placed before Board Meeting of the company.
- (d) All significant transactions and arrangements entered into by the unlisted subsidiary company shall be brought to the attention of the Board of the Company.

“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.

8. AMENDMENTS

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, based on the recommendations of the Audit Committee.

The Board may also establish further rules and procedures, from time to time, to give effect to this Policy and to ensure governance of material subsidiary companies.

9. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Agreement / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

10. DISSEMINATION OF POLICY

This policy shall be hosted on the intra-net and website of the Company and a web link thereto shall be provided in the annual report of the Company.

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Notes:

- a. This Policy was originally adopted by the Board of Directors of Godawari Power and Ispat Limited on 14.03.2015 and came in to force from 14th March, 2015.
- b. The Policy has been revised by the Board in its meeting held on 31.01.2022 as under:
 - (i) Substituted the words and numbers 'twenty' and '20' with the words and numbers '**ten**' and '**10**' respectively wherever appearing in existing Clause 5(A) & (B).
 - (ii) Substituted the words 'less than 50%' with the words '**less than or equal to 50%**' in existing Clause- 6;
 - (iii) Substitute the words 'unless in cases where the divestment/ sale/ disposal/ lease is made under a scheme of arrangement duly approved by a Court/Tribunal' with the words '**unless in cases where the divestment/ 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**'.
 - (iv) Substitute clause 7(a) with new clause 7(a)