



GODREJ AGROVET LIMITED

CIN: L15410MH1991PLC135359

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POLICY FOR DETERMINING “MATERIAL” SUBSIDIARIES

Legal Framework

The Board of Directors (the “**Board**”) of Godrej Agrovet Limited (the “**Company**”) has adopted the following policy and procedures with regard to determination of “Material Subsidiaries” in order to comply with the requirements of Regulation 16(1)(c) and Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”). The Board may review this policy from time to time.

Definitions

1. “**Act**”: Act means Companies Act, 2013 & rules made thereunder.
2. “**Board of Directors**” or “**Board**”: Means the Board of directors of Godrej Agrovet Limited, as constituted from time to time.
3. “**Holding Company**”: Holding Company in relation to one or more other companies, means a company of which such companies are subsidiary companies.
4. “**Subsidiary Company**”: Subsidiary Company shall be as defined under the Act.
5. “**Material Subsidiary**”: a Subsidiary shall be considered as Material Subsidiary if it fulfils the conditions for being classified as Material Subsidiary as mentioned in this Policy.
6. “**Significant transactions or arrangement**”: It 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 non-listed Subsidiary for the immediately preceding financial year.
7. “**Audit Committee**”: Audit Committee means the committee formed under Section 177 of the Act by the Board of the Company, from time to time.

Guiding Principles

A subsidiary shall be a Material Subsidiary, if any of the following conditions are satisfied:

- i. net-worth of the subsidiary exceeds 20% of the Company's consolidated net-worth in the immediately preceding accounting year; or
- ii. income of the subsidiary exceeds 20% of the Company's consolidated income in the immediately preceding accounting year.

In addition a material non listed Indian subsidiary of the Company would be identified, if any, as one time exercise and such exercise shall be done during each financial year and the conclusion placed before the Audit Committee of the Company and the Board.

Provisions with regard to Subsidiaries

- The Audit Committee of the Company shall also review the financial statements, in particular the investments made by the unlisted subsidiary company on a quarterly basis;
- The minutes of the board meetings of the unlisted subsidiary company shall be placed at the board meeting of the Company on a quarterly basis;
- a statement of all significant transactions & arrangements entered into by the unlisted subsidiary company shall be placed before the Board;
- Subsidiary company shall not either by its own or through its nominees, holds any shares in its holding company & no holding company shall allot or transfer its shares to any of its subsidiary companies & any such allotment or transfer of shares of a company to its subsidiary company shall be void.

Nothing contained in this clause, shall apply to a case:

- Where the subsidiary company holds such shares as the legal representative of a deceased member of the holding company; or
 - Where the subsidiary company holds such shares as a trustee; or
 - Where the subsidiary company is a shareholder even before it became a subsidiary company of the holding company.
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- The Company shall not directly/indirectly purchase its own shares or other specified securities through any subsidiary company including its own subsidiary companies;
 - The Company shall include particulars of its subsidiary companies in its annual return;
 - The Company shall also attach along statement with its financial, a separate statement containing the salient features of the financial statement of its subsidiary or subsidiaries;
 - The Company shall, along with its financial statements to be filed with the Registrar, attach the account of its subsidiary or subsidiaries which have been incorporated outside India & which have not established their place of business in India;
 - The Company shall place separate audited accounts in respect of each of its subsidiary on its website, if any & shall provide the copy of such audited financial statements to any shareholder of the Company, who asks for it.

Provisions with regard to Material Subsidiaries

- At least one independent director on the Board shall be a director on the board of directors of a Material non-listed Indian Subsidiary company;
- The Company shall not dispose of shares in its Material Subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the Material Subsidiary without passing a special resolution in its general meeting except in cases where such disinvestment is made under a scheme of arrangement duly approved by a court/tribunal;
- The Company shall not sell, dispose & lease of assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year without the prior approval of the shareholders by way of passing special resolution in its General Meeting, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by court/tribunal.

Disclosures

The policy on identification of material subsidiary shall be disclosed on the Company's website & a web link thereto shall be provided in the Annual Report.

Amendment

The Company reserves the right to amend or modify this policy in whole or in part, at any point of time.