



POLICY FOR DETERMINING “MATERIAL” SUBSIDIARIES

LEGAL FRAMEWORK

Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (“SEBI LODR”) extends certain principles of Corporate Governance to Material Subsidiaries of listed companies.

The Board of Directors (the “**Board**”) of Gulf Oil Lubricants India Limited (the “**Company**”) is obliged to formulate a policy for determining “Material Subsidiaries” to comply with the requirements of Regulation 16(1)(c) of the SEBI LODR. In case of any amendment (s), clarification (s), circular (s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment (s), clarification (s), circular (s) etc.

PURPOSE OF THE POLICY

Besides determining the Material Subsidiaries and disclosure thereof as required by SEBI LODR and any other Laws and Regulations as may be applicable to the Company, the Policy on Material Subsidiaries (this “**Policy**”) intends to ensure governance of Material Subsidiaries by complying with Directorship requirements, review of financial statements, bringing to the attention of the Board certain transactions or arrangements, rules regarding disinvestment of shares held by the Company and restrictions on selling or disposing or leasing of assets of such Subsidiaries by the Company.

DEFINITIONS

1. **Act** means Companies Act, 2013 and Rules prescribed thereunder, including any statutory amendment or modification thereof.
2. **Audit Committee** means the Audit Committee of the Board which as on date complies with the provisions of Section 177 of the Act read with applicable Rules and Regulation 18 of the SEBI LODR.
3. **SEBI LODR** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) including any amendment or modification thereof. **Consolidated Income** means the total income of the Company and its Subsidiaries.
4. **Holding Company “Holding Company”** in relation to one or more other companies, means company of which such companies are Subsidiary companies.
5. **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 Act and SEBI LODR.
6. **Material Subsidiary** means a Subsidiary whose income or net worth exceeds 10% of the consolidated income or net worth respectively of the listed entity and its subsidiaries in the immediately preceding accounting year.



7. **Net Worth** means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
8. **Subsidiary Company**
“Subsidiary Company” or “Subsidiary” in relation to any other company (that is to say the Holding Company), means a company in which the Holding Company:
- i. controls the composition of the Board; or
 - ii. exercises or controls more than one half of the total voting power either at its own or together with one or more of its Subsidiary companies.

Explanation- For the purpose of this definition:

- a) *A company shall be deemed to be a Subsidiary company of the Holding Company even if the control referred to in clause (i) or (ii) above is of another Subsidiary company of the Holding Company;*
- b) *The composition of a company's Board shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the Directors.*

The term "Control" shall include the right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner. (Section 2 (27) of the Act).

GUIDING PRINCIPLES

Identification of "**Material Subsidiary**" of the Company shall be a one-time exercise and such exercise shall be done during each financial year and the conclusion shall be placed before the Audit Committee and the Board of the Company.

PROVISIONS WITH REGARD TO MATERIAL SUBSIDIARY COMPANIES

1. The Chief Financial Officer of the Company will be responsible for monitoring and determining which of the Subsidiaries falls within the definition of Material Subsidiaries.
2. Monitoring of investments made by the Company in the Subsidiaries for the purpose of determining the Materiality of the Subsidiary shall be done whenever such an investment is made. Monitoring the quantum of generation of consolidated income of the Company will be done at the time of finalizing the consolidated annual accounts of the Company.

INDEPENDENT DIRECTOR ON THE BOARD OF MATERIAL UNLISTED SUBSIDIARY

The Company shall have one of its Independent Directors on the Board of its unlisted Material Subsidiary, whether incorporated in India or not.

For the purpose of appointment of Independent Directors, "Material Unlisted Subsidiary" shall mean a subsidiary, whose income or Net Worth exceeds 20% of the consolidated income or Net Worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

RESTRICTION ON DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY

The Company shall not dispose 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 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 or Tribunal or under a resolution plan duly approved under Section 31 of the Insolvency Code and such an event is disclosed to the Stock Exchanges within one day of the resolution plan being approved.

RESTRICTION ON DISPOSAL OF ASSETS OF MATERIAL SUBSIDIARY

The Company shall not sell, dispose and lease assets amounting to more than 20 % of the assets of the Material Subsidiary on an aggregate basis during a financial year without prior approval of the shareholders by way of passing special resolution at its General Meeting, unless the sale or disposal or lease is made under a scheme of arrangement duly approved by 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 Stock Exchanges within one day of the resolution plan being approved.

SECRETARIAL AUDIT

Material unlisted subsidiary(ies) incorporated in India shall undertake a secretarial audit and annex with the Company's Annual Report, a secretarial audit report, given by a company secretary in practice.

COMPLIANCE BY STEP DOWN SUBSIDIARIES

Where the Company has a listed subsidiary, which is itself a Holding Company, this Policy shall apply to the listed Subsidiary insofar as its Subsidiaries are concerned. The Secretarial Audit Report for Material subsidiary to be annexed with the holding Company

DISCLOSURES

This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

AMENDMENT OR REVIEW

The Board reserves the right to amend, modify or review this Policy in whole or in part, at any point of time, as may be deemed necessary.