

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. Policy Objective

The Board of Directors (the “Board”) of GeeCee Ventures Limited (the “Company”) has adopted the following policy and procedures with regards to determination of Material Subsidiaries as defined below and also to provide the governance framework for such subsidiaries. This Policy framed under erstwhile Clause 49(V) (D) of the Listing Agreement which was effective from October 1, 2014 was further amended on 23rd May, 2018 and due to changes taken place in the SEBI LODR Reg. 2015 w.e.f 1st April, 2019 this policy is further being amended in accordance with the Regulation 16(1) (c) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 to be effective from 22nd May, 2019. The Board of Directors of the Company may review and amend this policy from time to time to align it with the applicable laws, rules, notifications, circulars and regulations.

2. Definitions

“Audit Committee or Committee” means “Audit Committee” constituted by the Board of Directors of the Company, from time to time, in accordance with SEBI Listing Regulations and The Companies Act, 2013.

“Board of Director” or “Board” means the Board of Directors of GeeCee Ventures Limited, as constituted from time to time.

“Company” means a company incorporated under the Companies Act, 2013 or under any previous company law.

“Investment” means the investments made in the securities of the Subsidiary.

“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 SEBI Listing Regulations.

“Material Subsidiary” – As per Regulation 16(1)(c) Material Subsidiary shall mean a Subsidiary whose income or net worth exceeds ten percent (10%) of the consolidated income or net worth, respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. However for the purpose of Regulation 24(1) the limit of ten percent (10%) as provided in Regulation 16 (1) (c) will get replaced with 20 percent (20%).

“Material Non Listed Indian Subsidiary” shall mean a Material Subsidiary which is incorporated in India and is not listed on the Indian Stock Exchanges

“Net Worth” shall be as defined under Section 2(57) of the Companies Act, 2013.

“Policy” means Policy on Material Subsidiary. Subsidiary” shall be as defined under Section 2(87) of the Companies Act, 2013 and the Rules made thereunder.

“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 unlisted subsidiary for the immediately preceding accounting year.

3. Policy

1. A subsidiary shall be a Material Subsidiary, if its income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
2. Atleast One Independent Director of the Company shall be a director on the Board of the Material Non-Listed Indian Subsidiary Company whether incorporated in India or not.

Explanation: For the purpose of this provision, 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 (20%) of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

3. The Audit Committee of the Listed Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company.
4. The minutes of the meetings of Board of Directors of the Unlisted Subsidiary Companies shall be placed before the Board of the Listed Holding Company.
5. The management shall periodically bring to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company. The meaning of significant transaction or arrangement shall be as provided in explanation to Reg.24 (4) of the SEBI Listing Obligations and Disclosures Requirements Regulations, 2015.
6. The Company shall along with it, under take secretarial audit of its material unlisted subsidiaries incorporated in India 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 with effect from the year ended March 31, 2019.

4. Disposal of Material Subsidiary

The Company shall not:

- a) 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 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 Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.
- b) sell, dispose off and lease assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without 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 Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

5. Disclosures

The Policy for determining material subsidiaries is to be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report of the Company, as per the provisions of laws in force.