



## **POLICY FOR DETERMINING MATERIAL SUBSIDIARY**

The Company pursuant to Regulation 16 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR”) has adopted a Policy for determination of Material Subsidiary, hereinafter called “the Policy”, in supersession of Policy earlier approved by the Board of Directors on 10<sup>th</sup> February 2015.

### **1. OBJECTIVE:**

- Determination of the Material Subsidiary of the Company.
- To ensure the governance framework of Material Subsidiary companies.

### **2. CRITERIA FOR DETERMINING MATERIAL SUBSIDIARY**

A subsidiary shall be considered “material” if-

- The subsidiary whose income or net worth exceeds ten per cent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year

### **3. CORPOARTE GOVERNANCE REQUIREMENTS**

For the purpose of appointment of one Independent Director of the Company as Director on the Board of Directors of unlisted material subsidiary in terms of Regulation 24 (1) of the Regulations, 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.

The requirements of Regulation 24 of the “LODR”, regarding material subsidiary company shall be duly complied with to the extent applicable to the Company.

### **4. DISCLOSURE**

The Company shall disclose the Policy for determining “material subsidiaries” in the website of the Company and the web link thereof in the Annual Report of the Company.



## **5. POLICY APPROVAL / REVIEW**

The Policy has been duly approved by the Board of Directors. It shall be subject to review from time to time to comply with any regulatory amendments or statutory modifications thereof, subject however to the approval of the Board of Directors.

This Policy shall be effective from 1<sup>st</sup> April 2019 and shall remain in force unless otherwise decided by the Board.

*(Approved at the Board Meeting held on 27<sup>th</sup> March 2019)*

\*\*\*\*\*