

POLICY ON MATERIAL SUBSIDIARIES

(as per Clauses 49(V)(D)/49(V)(E)/49(V)(F) of Listing Agreement)

For the purpose of above Clauses, a subsidiary shall be considered as material:

(a) If the investment of Our Company in the subsidiary exceeds 20% of the Consolidated net worth as per the audited balance sheet of the Previous Financial Year.

(or)

(b) If the subsidiary has generated 20% of the consolidated income of the Company during previous financial year.

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 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.

Selling, disposing and leasing of asset amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require 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.