



ntc industries limited

POLICY ON MATERIAL SUBSIDIARY

Introduction

The revised Clause 49 of the Listing Agreement extends certain principle of corporate governance to material subsidiaries of listed companies.

The Board of Directors (the “Board”) of ntc industries limited (the “Company”) has adopted the following policy and procedures with regard to determination of Material Subsidiaries as defined below.

This Policy is in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

Objective

This Policy is framed in accordance with the requirement of revised clause 49 of the Listing Agreement (including any amendments thereof) and is intended to ensure governance of material subsidiary companies.

Definition

1. **“Act “**means Companies Act, 2013 & rules made thereunder.
2. **“Holding Company”** in relation to one or more other companies, means a company of which such companies are subsidiaries companies.
3. **“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 of Directors; or
 - ii. Exercises or controls more than one half of the total share capital 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 of Directors 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;
- c. The expression “company” includes anybody corporate;

*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 {Companies [Specifications of definitions details] Rules 2014}.

4. **"Audit Committee or Committee"** means **"Audit Committee"** constituted by the Board of Directors of the Company, from time to time, under provisions of Listing Agreement with the Stock Exchanges and The Companies Act, 2013.
5. **"Board of Director" or "Board"** means the Board of Directors of RDB REALTY & INFRASTRUCTURE LIMITED, as constituted from time to time.
6. **"Company"** means a company incorporated under the Companies Act, 2013 or under any previous company law.
7. **"Policy"** means Policy on Material Subsidiary.
8. **"Material non-listed Indian subsidiary"** means an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.
9. **"Material Subsidiary"** means a subsidiary in which the investment of the company exceeds 20% of its consolidated net worth as per the audited balance sheet of the previous financial year or if the subsidiary has generated 20% of the consolidated income of the company during the previous financial year.
10. **"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 material unlisted subsidiary for the immediately preceding accounting year.
11. **"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 Listing Agreement with the Stock Exchanges.

Policy

- i. A subsidiary shall be a Material Subsidiary, if any of the following conditions are satisfied:
 - a) A company, in which the investment of the Company or the proposed investment of the Company, exceeds 20% of its consolidated net worth as per the audited balance sheet of the previous accounting year; or
 - b) A company, which has generated 20% of the consolidated income of the Company during the previous accounting year.
- ii. One Independent Director of the Company shall be a director on the Board of the Material Non-Listed Indian Subsidiary Company.
- iii. The Audit Committee of the Board of the Company shall review the financial statements, in particular, the investments made by the unlisted Subsidiary on an annual basis.

- iv. The Minutes of the meetings of the Board of Directors of the unlisted Subsidiary shall be placed before the Board of the Company on a quarterly basis.
- v. The management shall on a quarterly basis 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 material Subsidiary.
- vi. The Company, without the prior approval of the members by special resolutions prescribed under Clause 49 of the Listing Agreement with the Stock Exchanges, shall not:
 - a) Dispose shares in the Material Subsidiary that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; or
 - b) Cease the exercise of control over the Material Subsidiary; or
 - c) Sell, dispose of or lease the assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during an accounting year;

Except in cases where such divestment, sale, disposal, lease as the case maybe is made under a scheme of arrangement duly approved by the Court /Tribunal.

Disclosure

This Policy on determining Material Subsidiary shall be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report of the Company.

Compliance by step down subsidiaries

Where a 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.

Miscellaneous

The Board of Directors of the Company may, subject to applicable laws, is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board of Directors in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, Listing Agreement or any other relevant legislation / law applicable to the Company