



INSECTICIDES (INDIA) LIMITED

Document Title	Material Subsidiary Policy
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POLICY ON MATERIAL SUBSIDIARY

1. REGULATORY FRAMEWORK

This policy ("Policy") of Insecticides (India) Limited ("Company") has been prepared and adopted in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Companies Act, 2013 ("Act") read with the Companies (Amendment) Act, 2017 alongwith circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force. Regulation 16 (1) (c) of SEBI LODR requires the Company to formulate a policy for determining 'material' subsidiary and Regulation 46(2)(h) of SEBI LODR requires the Company to publish such policy on its website.

The Board of Directors (the "Board") of the Company has adopted the Policy at their meeting. Further, the Audit Committee shall review the policy periodically and may amend the same from time to time, as may be deemed necessary.

All words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under SEBI LODR and in the absence of its definition or explanation therein, as per the Companies Act, 2013 ("Act") and the Rules, Notifications and Circulars issued thereunder, as amended from time to time.

2. DEFINITIONS

"Act" means Companies Act, 2013 read with rules framed thereunder, as amended from time to time.

"Audit Committee" means the "Audit Committee" constituted by the Board of Directors of the Company, from time to time, under provisions of the Act and the SEBI LODR

"Board of Director" or **"Board"** means the Board of Directors of the Company, as constituted from time to time. "Company" means Insecticides (India) Limited.

"Independent Director" means a director of the Company, who satisfies the criteria for independence provided under the Act, and the Listing Regulations, 2015.

"Listing Regulations, 2015" mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

"Policy" means this Policy on Material Subsidiaries.

“Material Subsidiary” means a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

“Subsidiary” means a subsidiary as defined under the Act.

“Significant Transaction or Arrangement” means 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.

The above definitions shall be read as provided in the amended provisions, if any, of the Act, SEBI LODR or any other law or regulation and such change will not be considered as change in this Policy.

Any term(s) not defined hereinabove shall have the same meaning as assigned to such term(s) in the Act and / or the Listing Regulations, 2015 or any other applicable law or regulation.

3. **POLICY**

- a) At least one Independent Director on the Board of Directors of the Company shall be a Director on the Board of Directors of unlisted *material subsidiary*, whether incorporated in India or not.

For the purpose of this sub-clause, notwithstanding anything to the contrary contained in the definitions, *material 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.

- b) The Audit Committee of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary.
- c) The minutes of the Board meetings of the unlisted subsidiary shall be placed at the Board meeting of the Company.
- d) The management of the unlisted subsidiary shall periodically bring to the notice of the Board of Directors of the Company, a statement of all Significant Transaction or Arrangements entered into by the unlisted subsidiary.
- e) The management of the Company shall present to the Board, any change in the list of Material Subsidiaries.
- f) The Company shall not, without the approval / prior approval of the members by special resolution, as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
- dispose the shares held in its Material Subsidiary which would reduce its shareholding (either on its own or together with other

subsidiaries) to less than or equal to 50% or cease the exercise of control over the Material Subsidiary, 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; or

- sell, dispose or lease of the assets amounting to more than 20% of the assets of the Material Subsidiary, on an aggregate basis during a financial year, 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

4. Disclosures:

- a) This Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report of the Company.
- b) The Company and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.

5. Applicability:

The Company, at present, does not have any material listed / unlisted subsidiary. If, however, in the future any existing subsidiary becomes a material subsidiary as per this policy or the company acquires a material subsidiary at a later date, then the Company shall adhere to all the applicable provisions laid down under this policy or any amendments thereto.

6. Amendment:

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.