

MANUGRAPH INDIA LIMITED
POLICY ON MATERIAL SUBSIDIARY

1. INTRODUCTION

The Audit Committee of the Board of Directors of Manugraph India Limited (the “Company”) has adopted the following policy and procedures with regard to determination of Material Subsidiaries as defined below. The Audit Committee may review and amend this policy from time to time.

This Policy is in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

2. POLICY OBJECTIVE

This policy is framed based on Listing Regulations entered by the Company with the Stock Exchanges and primarily intended to ensure the governance and reporting of transactions between the Company and its subsidiary companies.

3. DEFINITIONS

“Audit Committee or Committee” means “Audit Committee” constituted by the Board of Directors of the Company, from time to time, under provisions of Listing Regulations with the Stock Exchanges and the Companies Act, 2013 or under any previous Companies Act.

“Board of Directors” or “Board” means the collective body of the Board of Directors of the Company, as constituted from time to time.

“Company” means Manugraph India Limited, a company incorporated under the Companies Act, 1956.

“Independent Director” means a director of the Company, not being a Managing Director & CEO, 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 Regulations with the Stock Exchanges.

“Policy” means Policy on Material Subsidiary.

“Material Subsidiary Company” shall mean subsidiary of the Company whose income or net worth exceeds twenty per cent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

“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.

¹ The definition of Material Non Listed Indian Subsidiary is deleted and replaced by insertion of definition of Material Subsidiary Company vide Board Resolution dated October 27, 2015. The words ‘Material Non-Listed Indian Subsidiary Company’ shall be replaced by the words “Material Subsidiary Company” wherever it appears in this Policy.

“**Subsidiary**” shall be as defined under the Companies Act, 2013 and the Rules made thereunder.

4. POLICY

- i. A subsidiary shall be considered a ²Material Subsidiary, if any of the following conditions are satisfied:
 - a. If the subsidiary has generated 20% of the consolidated income of the Company during the immediately preceding accounting year; or
 - b. If the net worth of the subsidiary exceeds 20% of the consolidated networth of the Company during the immediately preceding accounting year.
- ii. Atleast one Independent Director on the Board of Directors of the Company shall be a Director on the Board of Directors of a Material Subsidiary Company incorporated in India.
- iii. The Audit Committee shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company on an annual basis.
- iv. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board meetings of the Company on a quarterly basis.
- v. The management of the Company shall on a yearly basis bring to the attention of the Board, a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary company.
- vi. The management shall present to the Audit Committee annually the list of all subsidiaries together with the details of Material Subsidiary, if any, as defined herein. The Audit Committee shall review the same and make suitable

² The definition of Material Subsidiary is changed vide Board Resolution dated October 27, 2015

recommendations to the Board including recommendation for appointment of atleast one Independent Director on the Board of Material Non-Listed Indian Subsidiary.

5. DISPOSAL OF SHARES/ASSETS IN MATERIAL SUBSIDIARY

The Company, without the prior approval of the members by Special Resolution, shall not:

- a) dispose shares in Material Subsidiaries 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;

except in cases {(for (a) and (b) above} where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.

- c) sell, dispose or lease the assets amounting to more than twenty percent 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.

6. DISCLOSURE

This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.