

RALLIS INDIA LIMITED

Policy on Material Subsidiaries **(Effective June 24, 2016)**

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1. Introduction

The Board of Directors (the “Board”) of Rallis India Limited (the “Company”) has adopted the following policy and procedures with regard to determination of material subsidiaries, in line with the requirements of Regulation 16 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

The Board will review and may amend this policy from time to time.

2. Purpose

The objective of this policy is to determine the material subsidiaries of the Company and to provide governance framework for such subsidiaries.

3. Applicability

This policy, as amended, will be applicable to the Company with effect from 24th June, 2016.

4. Key Definitions

“**Control**” includes 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; provided that a Director or Officer of a target Company shall not be considered to be in control over such target Company, merely by virtue of holding such position.

“**Material Subsidiary**” is 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.

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“Material Non Listed Indian Subsidiary” shall mean an unlisted material subsidiary, incorporated in India.

“Significant Transaction or Arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten per cent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted material subsidiary for the immediately preceding accounting year.

“Subsidiary” shall be as defined under the Companies Act, 2013 and the Rules made there under, as amended from time to time. The Companies Act, 2013 defines the term “Subsidiary Company” or “Subsidiary” in relation to any other Company (that is to say the holding Company), as 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.

Provided that such class or classes of holding companies as may be prescribed shall not have layers of subsidiaries beyond such numbers as may be prescribed.¹

Explanation: For the purposes of this clause,

- a) a Company shall be deemed to be a subsidiary Company of the holding Company even if the control referred to in sub-clause (i) or sub-clause (ii) 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

¹ The proviso is yet to be notified

some power exercisable by it at its discretion can appoint or remove all or a majority of the Directors;

- c) the expression “Company” includes any body corporate;
- d) “layer” in relation to a holding company means its subsidiary or subsidiaries.

5. Policy on Material, Unlisted Subsidiaries

The Board of Directors of the Company shall exercise the following control in respect of the Unlisted Subsidiaries of the Company:

- (i) At least one Independent Director on the Board of Directors of the Company shall be a Director on the Board of Directors of an unlisted material subsidiary, incorporated in India.
- (ii) The Audit Committee of the Board of the Company shall review the annual as well as the quarterly/ half yearly financial statements, in particular, the investments made by the Unlisted Subsidiary Companies of the Company.
- (iii) The minutes of the Meetings of the Board of Directors of the Unlisted Subsidiary Companies of the Company shall be placed at the Meeting of the Board of Directors the Company on a quarterly basis.
- (iv) The Management of the Unlisted Subsidiary Companies of the Company shall, on a quarterly basis, bring to the notice of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the Unlisted Subsidiary Companies.
- (v) The Management shall present to the Audit Committee annually, the list of the subsidiaries of the Company, together with the details of the materiality defined herein. The Audit Committee shall review the same

and make suitable recommendations to the Board, including recommendation for appointment of an Independent Director in the unlisted material subsidiary, incorporated in India.

6. Disposal of Material Subsidiaries

The Company shall not:

- a) dispose of shares in any of its Material Subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over any of its Material 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; or
- b) sell, dispose or lease the assets amounting to more than twenty percent of the assets of any Material Subsidiary on an aggregate basis during a Financial Year, without the prior approval of Shareholders by way of a Special Resolution, unless the sale/ disposal/ lease is made under a Scheme of Arrangement duly approved by a Court/ Tribunal.

7. Disclosures

This policy for determining Material Subsidiaries shall be disclosed on the website of the Company at www.rallis.co.in and a web link thereto shall be provided in the Annual Report of the Company.