

**GEM SPINNERS INDIA LIMITED**  
**CIN : L17111TN1990PLC019791**

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**POLICY ON DETERMINING MATERIAL SUBSIDIARIES**

## POLICY ON DETERMINING MATERIAL SUBSIDIARIES

### 1. Introduction

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

This Policy will be applicable to the Company in terms of Clause 16 (1) (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”).

### 2. Policy Objective

To determine the Material Subsidiaries of Gem Spinners India Limited and to provide the governance framework for such subsidiaries.

3. All the Words and expressions used in this Policy, unless defined hereinafter, shall have meanings respectively assigned to them under the Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended from time to time.

### 4. Definitions

“**Audit Committee or Committee**” means Audit Committee constituted by the Board of Directors of the Company, from time to time under the provisions of Listing Regulations and/or the Companies Act, 2013.

**Board of Directors or Board** means the Board of Directors of Gem Spinners India Limited, as constituted from time to time.

**Company** means a Company incorporated under the Companies Act, 1956 or under any other act prior to or after the Companies Act, 1956.

**Independent Director** means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the Listing Regulations.

**Policy** means Policy on Material Subsidiary.

**Material Subsidiary** shall mean a Subsidiary whose income or networth exceeds 10 per cent of the consolidated income or net worth respectively, of the listed entity 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 unlisted subsidiary for the immediately preceding accounting year.

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

## 5. Policy

- i. A subsidiary shall be a Material Subsidiary, whose income or networth exceeds ten percent of the consolidated income or turnover of the Company during the previous accounting year.
- ii. Atleast one Independent Director of the Company shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not. Only for the purposes of this provision, notwithstanding anything to the contrary contained in regulation 16 (1) (c), the term “material subsidiary” shall mean 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.
- iii. The Audit Committee of the Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company.
- iv. The minutes of the Board Meetings of the unlisted subsidiary Company shall be placed at the Board Meeting of the Company.
- v. The Board shall be provided periodically with a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary Company.

## **6. Disposal of Material Subsidiary**

- i. The Company shall not dispose of the 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 divestment is made under a scheme or 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.
- ii. selling, disposing and leasing of assets amounting to more than twenty percent 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 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.

## **7. Disclosures**

As prescribed by the Listing Regulations, this Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the annual report.

## **8. Policy Review**

This policy shall be subject to review as may be deemed necessary and to comply with any regulatory amendments or statutory modifications.