



**Policy for  
Determining  
Material Subsidiary**



## **Policy for Determining Material Subsidiary**

### **1. Purpose and Scope:**

The Policy for determining 'material' subsidiary companies has been framed in accordance with the provisions of Regulation of the Listing Obligations and Listing Regulations.

The Policy will be used to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the Listing Regulations and in the absence of its definition or explanation therein, as per the DIFC Companies Law, DIFC Law 5, of 2018, Notifications and Circulars made/issued thereunder, as amended, from time to time.

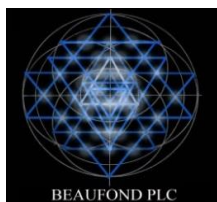
### **2. Identification of 'Material' subsidiary:**

A subsidiary shall be considered material if, its income or net worth exceeds 20 per cent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

### **3. Governance framework:**

- The Audit Committee of the Company shall periodically review the financial statements, in particular, the investments made by the unlisted subsidiary company.
- The minutes of the Board Meetings of the unlisted subsidiary company shall be placed before the Board of Directors of the Company.
- The management of the unlisted subsidiary shall periodically 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 subsidiary company.

A transaction or arrangement shall be considered significant if it exceeds or is likely to exceed 20 percent of total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding financial year.



- At least one Independent Director of the Company shall be a director on the Board of the unlisted material subsidiary company.

For the purposes of this provision, notwithstanding anything to the contrary contained, the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds 20 percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding financial year.

- The Company shall obtain prior approval of shareholders by way of special resolution, if the disposal of shares in its material subsidiary (either on its own or together with other subsidiaries) results in reduction of its shareholding, to less than 50 percent or the Company ceases the exercise of control over such subsidiary;
- The Company shall obtain prior approval of shareholders by way of special resolution, if any sale, disposal and leasing of assets amounting to more than 20 percent of the assets of the material subsidiary on an aggregate basis during a financial year;
- Every material unlisted subsidiary shall undertake secretarial audit and the secretarial audit report shall be annexed with the annual report of the Company.

#### **4. Policy Review:**

This Policy shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments.

#### **5. Website:**

This Policy shall be disclosed on the website of the Company.