



PRATAAP SNACKS LIMITED

**POLICY FOR DETERMINING
MATERIAL SUBSIDIARIES**

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. INTRODUCTION

The Board of Directors (the “Board”) of **Prataap Snacks Limited** (the “Company”) has adopted the following policy and procedures with regard to determination of Material Subsidiaries, as defined in this Policy below.

This policy shall be applicable to the Company with effect from September 23, 2016.

2. OBJECTIVE

This policy deals with determination of Material Subsidiaries of Prataap Snacks Limited in terms of Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) with Stock Exchanges which states that the Company shall formulate a policy for determination of the Material Subsidiary and the policy is intended to ensure the governance framework of material subsidiary companies.

3. DEFINITIONS

- a) “Act” means Companies Act, 2013 & rules made there under.
- b) “Audit Committee” or “Committee” means Audit Committee constituted by the Board of Directors of the Company, from time to time, under provisions of section 177 of the Companies Act, 2013 and Listing Agreement with the Stock Exchanges.
- c) “Board of Director” or “Board” means the Board of Directors of Prataap Snacks Limited, as constituted from time to time.
- d) “Company” means Prataap Snacks Limited.
- e) “Holding Company” in relation to one or more other Holding company means a company of which such companies are subsidiaries companies.
- f) “Independent Director” means a director of the Company who satisfies the criteria for independence under Section 149 of Companies Act, 2013 and under provisions of SEBI (LODR) Regulations with the Stock Exchanges.
- g) “Material non-listed Indian subsidiary” shall mean an unlisted subsidiary incorporated in India, whose income or net worth (i.e. paid up capital & free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding Company & its subsidiaries in the immediately preceding accounting year.
- h) “Material Subsidiary” - A subsidiary shall be considered as material if the investment of the company in the subsidiary exceeds 20% of its consolidated net worth as per the audited balance sheet of the previous financial year or if the subsidiary has generated 20% of the consolidated income of the Company during the previous financial year.
- i) “Subsidiary Company” shall mean a subsidiary as defined under Section 2(87) of the Companies Act, 2013 and rules related thereto.
- j) “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 financial year.

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 Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended, from time to time.

4. CRITERIA FOR DETERMINING MATERIAL SUBSIDIARY

A subsidiary shall be considered as a Material Subsidiary, if any of the following conditions are satisfied:

- a) If the investment of Company in the subsidiary exceeds 20% of its consolidated net worth as per the audited Balance Sheet of the previous financial year; or
- b) If the Subsidiary has generated 20% of the consolidated income of the Company during the previous financial year.

5. PROVISION WITH REGARD TO SUBSIDIARY COMPANIES

- a) One Independent Director on the Board of Directors of the Company shall be a director on the Board of Directors of material non-listed Indian Subsidiary Company.
- b) The Audit Committee of the company shall review the financial statements, in particular the investments made by the unlisted subsidiary company.
- c) The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the listed company.
- d) The management shall periodically bring to the attention of the Board of Directors of the company, a statement of all significant transactions & arrangements entered into by the unlisted subsidiary company;
- e) Subsidiary company shall not either by its own or through its nominees, holds any shares in its holding company & no holding company shall allot or transfer its shares to any of its subsidiary companies & any such allotment or transfer of shares of a company to its subsidiary company shall be void.

6. DISPOSAL OF MATERIAL SUBSIDIARY

- a) The Company shall not, without prior approval by way of passing a special resolution in its General Meeting:
- b) 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; or
- c) Sell, dispose and lease the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year
- d) The provision of clause 6.a shall not be applicable in cases where such divestment, sale, disposal, lease as the case may be is made under a scheme of arrangement duly approved by the Court/Tribunal.

7. DISCLOSURE

- a) This Policy shall be disclosed on the Company's website.
- b) Web link thereto shall be provided in the Annual Report of the Company.

8. AMENDMENT AND UPDATES

- a) This policy is framed pursuant to the provisions of the Companies Act, 2013, and rules thereunder and the requirements of the Listing Regulations.
 - b) In case of any subsequent changes in the provisions of the Companies Act, 2013, or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.
 - c) This policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.
-