

GEM CABLES & CONDUCTORS LTD.,
Policy for Determining Material Subsidiaries

1.1. **OBJECTIVE:**

Gem Cables & Conductors Limited has adopted this Policy for determining Material Subsidiaries, as required by Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

The Policy for determining Material Subsidiaries may be amended at any time and is subject to:

- a) amendments to the Companies Act, 2013;
- b) further guidance from the SEBI; and
- c) consequential actions taken by the Board of Directors or the Audit Committee of the Company.

A subsidiary Company shall be classified as 'Material' in accordance with the provisions of this Policy.

1.2. **DEFINITIONS:**

management 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.

Any changes to the Policy for determining Material Subsidiaries must be approved by the Board of Directors.

Questions about the Policy and its application should be directed to the Compliance Officer.

1.3. **EFFECTIVE DATE /TRANSITIONPERIOD:**

This Policy is effective October 1, 2015.

1.4. **GUIDING PRINCIPLES:**

"Material subsidiary" of the Company would be identified, which would include, if any:

- i. Material listed Indian & foreign subsidiaries;
- ii. Material non listed Indian and foreign subsidiary;

as one time exercise and such exercise shall be done during each financial year and the conclusion placed before the Audit Committee and the Board of Directors of the Company.

1.5. **PROVISIONS WITH REGARD TO MATERIAL SUBSIDIARY COMPANIES:**

- i. At least one independent director on the Board of Directors of the holding Company shall be a director on the Board of Directors of a material non-listed Indian subsidiary Company and material subsidiary;
- ii. The Company shall comply with the requirements of the Companies Act, 2013 and the Listing Agreement entered into with the Stock Exchange in relation to the disposal of shares in the material subsidiary.

1.7 **COMPLIANCE BY STEP DOWN SUBSIDIARIES:**

Where a Company has a listed subsidiary which is itself a holding Company, this policy shall apply to the listed subsidiary insofar as its subsidiaries are concerned.

1.8 **DISCLOSURES:**

The material subsidiaries policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.