

Policy
On
Determining Material Subsidiaries
Of
PTC India Limited (PTC)

LEGAL FRAMEWORK

The new clause under Listing Agreement extends certain principle of corporate governance to material subsidiaries of listed companies.

PTC is obliged to formulate a policy for determining “material subsidiaries” to comply with the requirements of Clause 49 of the Listing Agreement for such material subsidiaries.

I. DEFINITIONS

1. “Act”

Act means Companies Act, 2013& rules made thereunder.

2. “Holding Company”

Holding company in relation to one or more other companies, means a company of which such companies are subsidiaries companies.

3. “Subsidiary Company”

Subsidiary company or subsidiary in relation to any other company (that is to say the holding company), means 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;

Explanation- For the purpose of this definition,-

- a. A company shall be deemed to be a subsidiary company of the holding company even if the control referred to in clause (i) or (ii) above 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 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

4. “Material non-listed Indian subsidiary”

It 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.

5. “Material Subsidiary”

“A subsidiary shall be considered as material if the investment of the company in the subsidiary is Rs. 50 crore or above as on 31st March of previous financial year.”

6. “Significant transaction or arrangement”

It 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.

7. “Audit Committee”

Audit Committee means the committee formed under Section 177 of the Companies Act, 2013.

II. PROVISIONS WITH REGARD TO SUBSIDIARY COMPANIES

1. SUBSIDIARY COMPANIES

- ✓ The Audit Committee of the listed holding company shall also 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 at the Board meeting of the listed holding company;
- ✓ The management shall periodically bring to the attention of the Board of Directors of the listed holding company, a statement of all significant transactions & arrangements entered into by the unlisted subsidiary company;
- ✓ 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.

Nothing contained in this clause, shall apply to a case:-

- Where the subsidiary company holds such shares as the legal representative of a deceased member of the holding company; or
- Where the subsidiary company holds such shares as a trustee; or

- Where the subsidiary company is a shareholder even before it became a subsidiary company of the holding company.
- ✓ The company shall not directly / indirectly purchase its own shares or other specified securities through any subsidiary company including its own subsidiary companies;
- ✓ The company shall include particulars of its subsidiary companies in its annual return, if applicable ;
- ✓ The company shall also attach along statement with its financial, a separate statement containing the salient features of the financial statement of its subsidiary or subsidiaries;
- ✓ The company shall, along with its financial statements to be filed with Registrar, attach the account of its subsidiary or subsidiaries which have been incorporated outside India & which have not established their place of business in India;
- ✓ The company shall place separate audited accounts in respect of each of its subsidiary on its website, if any & shall provide the copy of such audited financial statements to any shareholder of the company, who asks for it.
- ✓ The following items of subsidiary should be brought to PTC Board:
 - All items of Governance;
 - All items of policy;
 - All items which are not in the ordinary course of business;
 - All items where special resolution is to be passed;
 - All Appointments of EDs and above.
- ✓ The nominee directors of PTC on the Board of subsidiary company should apprise to the Board of PTC about the activities of the respective subsidiary company from time to time. Further, they should bring all matters/ items of subsidiary companies to the knowledge of PTC Board, which are not in ordinary course of business and in the opinion of nominee directors of PTC, requires the attention of PTC Board.

2. MATERIAL NON-LISTED INDIAN SUBSIDIARY & MATERIAL SUBSIDIARY COMPANIES

- ✓ 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;

- ✓ The company shall not dispose of 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 such divestment is made under a scheme of arrangement duly approved by a court/ Tribunal;
- ✓ The company shall not sell, dispose & lease of assets amounting to more than 20% of the assets of the **material subsidiary** on an aggregate basis during a financial year unless prior approval of shareholders by way of special resolution in its General Meeting is obtained except in case the sale/disposal/lease is made under a scheme of arrangement duly approved by a court/Tribunal.

III. AMENDMENT

The Board of Directors may review or amend this policy, in whole or in part, from time to time as per the requirement of the Act or any other statute.

IV. DISCLOSURES

The material subsidiaries policy shall be disclosed to the Stock Exchange & a web link thereto shall be provided in its Annual Report.