

Ashirwad Steels & Industries Ltd.

Policy on Material Subsidiary

(Effective from April 1, 2019)

POLICY ON MATERIAL SUBSIDIARY

The Board of Directors of Ashirwad Steels & Industries Limited ('the Company') have approved this Policy for determining material subsidiary of the Company in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').

1. APPLICABILITY OF THE POLICY

The Policy shall be applicable and effective as and from 1st April 2019.

2. PURPOSE OF THE POLICY

The Company has framed a Policy on "Material Subsidiary Company" to determine its material subsidiary companies.

All the words and expressions used in this Policy, unless defined hereinafter, shall have meaning respectively assigned to them under the Listing Regulations

3. DEFINITIONS

- a) "**Subsidiary**" means a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013.
- b) "**Material Subsidiary**" Regulation 16 (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 defines "material subsidiary" as a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the company and its subsidiaries in the immediately preceding accounting year.
- c) "**Board of Directors**" means Board of Directors of the Company.
- d) "**Audit Committee**" means a committee of the Board of Directors of the Company as constituted under the relevant provisions of the Companies Act, 2013, , to function as a audit committee.

4. DETERMINING FACTORS OF MATERIALITY

The Company shall refer to the above definition of material subsidiary in determining whether a subsidiary is a material subsidiary of the Company or not.

5. FREQUENCY OF MATERIALITY TEST

The materiality test shall be applied every financial year as soon as the audited financial statements of the Company are made available by the Auditors of the Company to the Board of Directors.

6. REQUIREMENTS IN RELATION TO THE MATERIAL SUBSIDIARY COMPANY (S)

Following requirements shall be observed by the Company in relation to a material subsidiary of the Company:

1. At least one independent director on the board of directors of the company shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or Not.
2. The audit committee of the company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary/material subsidiary.
3. The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the board of directors of the company.
4. The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.

Explanation.- For the purpose of this regulation, the term “significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent 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.

5. The company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent 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 or under a Resolution Plan duly approved under Section 31 of the Insolvency Code and such an event is disclosed to the stock exchange (BSE Ltd) within one day of resolution plan being approved.
6. 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. AMENDMENT

The Board of Directors may review or amend this policy, in whole or part, from time to time.

8. EFFECTIVE

This policy shall be effective from 01-04-2019 and shall remain in force till changed / modified by the Board of Directors.

Note: At present the Company does not have any Subsidiary Company and the above policy is made in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.