



JINDAL WORLDWIDE LIMITED

Policy on Material Subsidiaries

1. Introduction:

The Board of Directors (the “Board”) of Jindal Worldwide Limited (the “Company” or “JWL”) at its meeting held on 16th September, 2014 has adopted the following policy and procedures with regard to determination of Material Subsidiaries as defined below.

The Board of Directors of the Company may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board of Directors in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

This Policy will be applicable to the Company effective 1st October 2014. This Policy is in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

2. Policy Objective:

To determine the Material Subsidiaries Jindal Worldwide Limited and to provide the governance framework for such subsidiaries.

3. Definitions:

- a) **“Audit Committee or Committee”** means “Audit Committee” constituted by the Board of Directors of the Company, from time to time, under provisions of Listing Agreement with the Stock Exchanges and The Companies Act, 2013.
- b) **“Board of Director”** or **“Board”** means the Board of Directors of Jindal Worldwide Limited, as constituted from time to time.
- c) **“Company”** means a company incorporated under the Companies Act, 2013 or under any previous company law.
- d) **“Independent Director”** means a director of the Company, not being a whole time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.
- e) **“Policy”** means Policy on Material Subsidiary.
- f) **“Material Non Listed Indian Subsidiary”** shall mean a Material Subsidiary which is incorporated in India and is not listed on the Indian Stock Exchanges.
- g) **“Net Worth”** means paid up capital and free reserves

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- h) **“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 accounting year.
- i) **“Subsidiary”** shall be as defined under the Companies Act, 2013 and the Rules made thereunder.

4. Policy:

1. A subsidiary shall be a **Material Subsidiary**, if any one of the following conditions are satisfied:
 - a. In which the Investment of the Company/Proposed Investment, exceeds twenty per cent i.e. 20% of its consolidated net worth as per the audited balance sheet of the previous financial year; *or*
 - b. Which has generated twenty per cent i.e. 20% of the consolidated income of the Company during the previous financial year
2. One **Independent Director** of the Company shall be a director on the Board of the Material Non-Listed Indian Subsidiary Company.
3. The **Audit Committee** of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company on an annual basis.
4. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board of the Company on an half yearly basis.
5. The management shall on a half yearly basis 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.
6. The management shall present to the Audit Committee annually the list of such subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board including recommendation for appointment of Independent Director in the Material Non-Listed Indian Subsidiary.

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5. Disposal of Material Subsidiary:

The Company, without the approval of the members by Special Resolution, shall not:

- a. dispose shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; *or*
- b. ceases the exercise of control over the Subsidiary; *or*
- c. sell, dispose or lease the 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.

Except 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.

6. Disclosures:

The Policy for determining material subsidiaries is to be disclosed to the Stock Exchanges and in the Annual Report of the Company, as per the provisions of laws in force. The policy shall also be uploaded on the website of the Company at www.jindaltextiles.com.
