

GOODLUCK INDIA LIMITED

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

Regd. Off:
509, Arunachal Building, Barakhamba Road, Connaught Place, New Delhi 01,
CIN: L74899DL1986PLC050910; www.goodluckindia.com

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POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

(Pursuant to Regulation 24 of Listing Obligations & Disclosure Requirements Regulations, 2015)

1. PURPOSE

The purpose of this policy is determination of Material Subsidiaries and disclosure thereof, as required, as required SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) (including any amendments thereof).

2. OBJECTIVE

The Objective of this policy is to determine:

i) Meaning of ‘Material’ Subsidiary; ii) Requirement of Independent Director in certain Material Unlisted Indian Subsidiaries; iii) Restriction on disposal of shares of a Material Subsidiary by the Company; iv) Restriction on transfer of Assets of a Material Subsidiary and v) Disclosure requirements, based on SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) any other laws and regulations as may be applicable to the Company.

3. DEFINITIONS

“**Company**” means Goodluck India Limited

“**Control**” shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or person acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholder’s agreements or voting agreements or in any other manner.

“Material Subsidiary” is a subsidiary whose:

a. turnover exceeds 10% of its consolidated turnover of the Company & its subsidiaries in the immediately preceding accounting year. **OR**

b. net worth exceeds 10% of its consolidated net worth of the Company & its subsidiaries in the immediately preceding accounting year.

“Material Unlisted Indian Subsidiary” is a material subsidiary of the Company, which is not listed, whether incorporated in India or not.

“Significant Transaction or Arrangement” is 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 unlisted subsidiary for the immediately preceding accounting year.

“Subsidiary” shall mean a subsidiary as defined under the Companies Act, 2013 and rules made thereunder. Where a listed holding company has a listed subsidiary, which is itself a holding company, the above provisions shall apply to the listed subsidiary in so far as its subsidiaries are concerned.

Any other term not defined herein, shall have the same meaning ascribed to it, as defined under the Companies Act, 2013 and the Rules framed thereunder, Act, Rules and Regulations framed by the Securities Exchange Board of India or any other relevant legislation / regulation applicable to the Company.

4. INDEPENDENT DIRECTOR ON THE BOARD OF A MATERIAL UNLISTED INDIAN SUBSIDIARY

i) At least one Independent Director on the Board of the Company shall be a director on the Board of a material Unlisted Indian Subsidiary.

ii) The Company may also appoint Independent Director(s) on the Board of an overseas subsidiary company, if it may desire so.

Explanation - For the purposes of this clause, notwithstanding anything to the contrary contained in above clauses, the term “material subsidiary” shall mean a subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

5. SIGNIFICANT TRANSACTIONS/ ARRANGEMENTS OF A MATERIAL UNLISTED SUBSIDIARY

The management of the unlisted subsidiary shall periodically bring to the attention of the Board of the Company, a Statement of all significant Transactions and Arrangements entered into by any Unlisted Subsidiary Company.

6. REVIEW OF FINANCIAL STATEMENTS BY THE AUDIT COMMITTEE

The Audit Committee of the company shall, inter-alia, review the financial statements, in particular, the investments made by the unlisted subsidiary company.

7. RESTRICTIONS ON DISPOSAL OF SHARES OF A MATERIAL SUBSIDIARY

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 or equal to 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 under a scheme of arrangement, duly approved by the 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.

8. RESTRICTION ON TRANSFER OF ASSETS OF A MATERIAL SUBSIDIARY

Selling, disposing and leasing of assets, amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year, shall require prior approval of shareholders of the Company by way of Special resolution, unless the sale/ disposal/ lease is made under a scheme of arrangement, duly approved by the 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.

9. DISCLOSURES & NOTING

This policy shall be disclosed on the Company's Website and a web link thereto shall be provided in the Annual Report of the Company.

A list of material subsidiaries and material Unlisted Indian subsidiaries shall be presented to the Audit Committee annually for its noting.

10. REVIEW OF THE POLICY

The policy shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments.