



GLOBUS SPIRITS LIMITED

POLICY
On
MATERIAL SUBSIDIARIES

www.globusspirits.com

POLICY ON MATERIAL SUBSIDIARIES

1. Introduction & Policy Objective

This Policy is in terms of Clause 49 of the Listing Agreement with the Stock Exchanges. The Board of Directors (the “Board”) of **GLOBUS SPIRITS LIMITED** (the “Company”) has adopted the following policy and procedures with regard to determination of Material Subsidiaries as defined below. The Board may review and amend this policy as it may deem fit and from time to time.

This Policy will be applicable to the Company effective 1 October 2014.

The Objective of this policy is to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries.

2. DEFINITIONS

“Audit Committee or Committee” means “Audit Committee” constituted by the Board of Directors of the Company, from time to time, under provisions of The Companies Act, 2013 and the Listing Agreements with the Stock Exchanges.

“Board of Director” or **“Board”** means the Board of Directors of GLOBUS SPIRITS LIMITED, as constituted from time to time.

“Company” means a company incorporated under the Companies Act, 2013 or under any previous company law.

“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, rules made thereunder and the Listing Agreement with the Stock Exchanges.

“Policy” means Policy on Material Subsidiary.

“Material Non Listed Indian Subsidiary” shall mean a Material Subsidiary which is incorporated in India and is not listed on the Indian Stock Exchanges.

“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.

“Subsidiary” shall be as defined under the Companies Act, 2013 and the Rules made thereunder.

3. Policy

1. A subsidiary shall be a **Material Subsidiary**, if any of the following conditions are satisfied:
 - a. In which the Investment of the Company/Proposed Investment, exceeds 20% of its consolidated net worth (i.e. paid-up capital and free reserves) as per the audited balance sheet of the previous financial year; or
 - b. Whose income or net worth exceeds twenty per cent of the consolidated income or net worth of the Company during the immediately preceding financial year respectively
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.
4. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board of the Company.
5. The management shall on a quarterly 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 periodically present to the Audit Committee a 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.

4. Disposal of Material Subsidiary

The Company, without the prior 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 cease the exercise of control over the Subsidiary; or
- b. 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.

5. Disclosures

The Policy for determining material subsidiaries is to be uploaded on the website of the Company at www.globusspirits.com.
