

POLICY FOR DETERMINING MATERIAL SUBSIDIARY

- **Purpose and Scope:**

The Policy for determining “material subsidiary” has been framed in accordance with the provisions of Regulation 16(1)(C) of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Policy will be used to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder, as amended, from time to time.

The Company shall mean a “**Cera Sanitaryware Limited**”.

- **Identification of “material subsidiary”:**

“**Material Subsidiary**” shall mean a subsidiary whose income or net worth exceeds ten percent of the consolidated income or consolidated net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

“**Material Non Listed Indian Subsidiary**” shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 10% of the consolidated income or net worth respectively, of the Company and its Subsidiaries in the immediately preceding accounting year.

- **Corporate Governance Requirements:**

In accordance with the provisions of Regulation 24 of Chapter IV of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015:

1. At least one independent director of the Company shall be a director on the board of directors of an unlisted material subsidiary (here material subsidiary shall meet the criteria of 20% as per Regulation 24 (1) of SEBI (LODR) Regulations, 2015), 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.
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.

“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.

- **Requirements for disposal of Material Subsidiary:**

1. The listed 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 or equal to 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 recognized stock exchanges within one day of the resolution plan being approved].
2. 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..
3. Every material unlisted subsidiary incorporated in India shall undertake secretarial audit and shall annex Secretarial Audit report with annual report of the listed Company.

- **Policy Review:**

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

This policy shall be deemed to be amended/or modified pursuant to any amendment or modification or replacement or reenactment of SEBI(LODR) Regulations, 2015 or any other laws and/or Regulations as amended, modified, replaced or re-enactment from time to time by the SEBI, Govt. of India and/or any other regulating authority.

Effective Date:	3 rd May, 2016
Previously Modified / Reviewed:	26th October, 2021
Last Reviewed:	10th May, 2023
Scheduled Review Date:	Annually or Biennially
Approved by:	Board of Directors

**For, Cera Sanitaryware Ltd.
Anupam Gupta
Executive Director (Technical)**
