



Rodium Realty Ltd.

Perspective To Perfection

RODIUM REALTY LIMITED

CIN: L85110MH1993PLC206012

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POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. INTRODUCTION:

The Company is required to formulate a policy for determining 'material' subsidiary in terms of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

In compliance with the said requirement, the Board of Directors of the Company has adopted the below mentioned policy for determining the material subsidiary and may review this policy periodically and may amend the same from time to time, as may be deemed necessary.

2. POLICY OBJECTIVE:

The objective of the Policy is to determine material subsidiaries of the Company and to provide a governance framework for such material subsidiaries.

3. DEFINITIONS:

"Audit Committee" means the committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

"Board of Directors" or "Board" means the Board of Directors of Rodium Realty Limited, as constituted from time to time.

"Company" means Rodium Realty Limited.

"Control" shall have the same meaning as assigned to it under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

"Income" means the total revenue of the Company as per the latest audited financial statements.

"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 SEBI LODR Regulations.

"Net Worth" means as net worth as defined in sub-section (57) of section 2 of the Companies Act, 2013.

"Policy" means this Policy, as amended from time to time.

"Subsidiary" shall mean a subsidiary as defined under the Companies Act, 2013 and Rules made thereunder.



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“Unlisted Subsidiary” means a Subsidiary whose equity shares are not listed on recognized stock exchange.

4. POLICY:

A subsidiary shall be a **Material Subsidiary**, if any of the following conditions are satisfied:

- a. the Income of the subsidiary exceeds 10% of consolidated Income of the Company and its subsidiaries in the immediately preceding accounting year.; or
- b. the net worth of the subsidiary exceeds 10% of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year.

5. REQUIREMENTS WITH RESPECT TO SUBSIDIARY OF LISTED COMPANY:

- a. 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, incorporated in India.
- b. The Audit Committee of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary(ies).
- c. 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.
- d. It shall be periodically brought 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(ies).

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 material subsidiary for the immediately preceding accounting year.

6. RESTRICTIONS ON THE COMPANY WITH RESPECT TO MATERIAL SUBSIDIARY:

The Board of Directors shall not, without the prior approval of the members by special resolution:

- a. Dispose of shares in material subsidiary that reduces the Company’s shareholding (either on its own or together with other subsidiaries) to less than 50% or ceases the exercise of Control over the material subsidiary;
Or
- b. Sell, dispose or lease out the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year.

Approval of members shall not be required for the above mentioned cases, if such divestment, sale/disposal/lease is made under a scheme of arrangement duly approved by a court/tribunal.



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7. SCOPE AND LIMITATION:

In the event of any conflict between the provisions of this Policy and the SEBI LODR Regulations / SEBI Act, 1992 / the Securities Contracts (Regulation) Act, 1956 / the Depositories Act, 1996 / Companies Act, 2013 or the rules and regulations made thereunder the provisions of such Acts, rules and regulations or any statutory modification or re-enactment thereto shall prevail over this Policy.

8. DISCLOSURES:

The Policy for determining material subsidiaries is to be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report of the Company, as per the provisions of laws in force.
