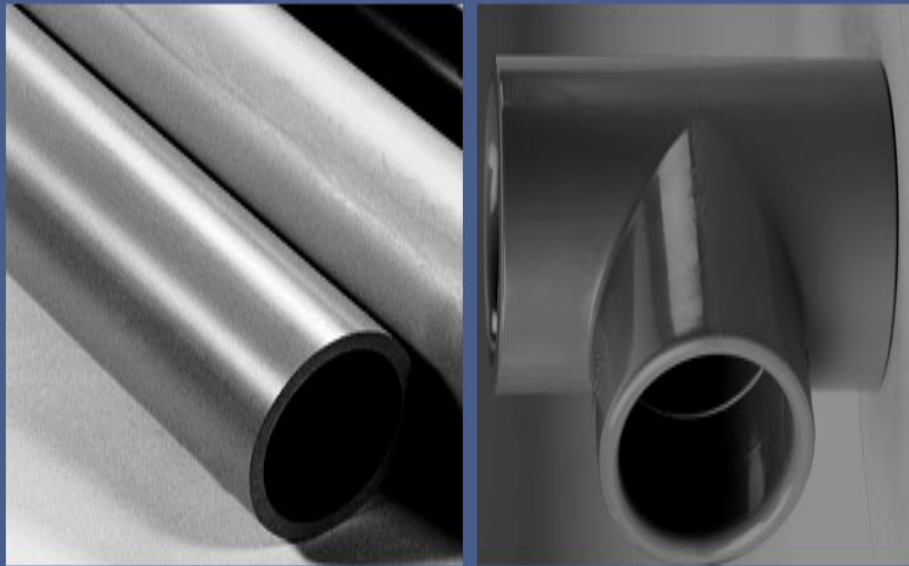


**Sri KPR
Industries
limited**



POLICY FOR DETERMINING MATERIAL SUBSIDIARY

[Pursuant to Regulation 16(1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I OBJECTIVE

The objective of the Policy is to determine the material subsidiaries of the Company and to provide a governance framework for such material subsidiaries. The Policy is framed in accordance with the requirements of the Regulation 16(1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Earlier Clause 49(V)(D) of the Listing Agreement).

II DEFINITIONS

“**Board of Directors**” or “**Board**” means the Board of Directors of Sri KPR Industries Limited, as constituted from time to time.

“**Company**” means Sri KPR Industries Limited.

“**Independent Director**” means a director of the Company, not being a whole time director or Managing Director or nominee 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, 2015.

“**Policy**” means this Policy, as amended from time to time.

“**Subsidiary**” shall mean a subsidiary as defined under the Act and Rules made thereunder.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

III IDENTIFICATION OF MATERIAL SUBSIDIARY

A subsidiary shall be considered as Material if its income or net worth exceeds 20% percent of the consolidated income or net worth respectively, of the company and its subsidiary in its immediately preceding accounting year.

Material Non Listed Indian Subsidiary shall mean an unlisted Subsidiary which is incorporated in India and whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding financial year.

IV GOVERNANCE FRAMEWORK

- The audit committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company.

- The board minutes of the unlisted subsidiary shall be placed before the board of the Holding Company.
- The management shall periodically 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.
- One Independent Director of the Company shall be a Director on the board of the Material Non listed Indian Subsidiary Company.

V REQUIREMENTS REGARDING MATERIAL SUBSIDIARY

The Company, without passing a special resolution in its General Meeting, shall not:-

1. Dispose shares in the material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% (or)
2. Dispose shares in the material subsidiary which would cease the exercise of control over the subsidiary (or)
3. Sell, dispose or lease the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year

Unless in cases where the divestment/ sale/ disposal/ lease is made under a scheme of arrangement duly approved by a Court/ Tribunal.

VI SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations/ Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations/ Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

VII DISSEMINATION OF POLICY

The Policy shall be displayed on the website of the Company and a web link thereto shall be provided in the annual report of the Company.

VII AMENDMENTS

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. The Board may also establish further rules and procedures, from time to time, to give effect to this Policy and to ensure governance of material subsidiary companies.

**This policy is reviewed and adopted by the Board in its meeting held on February 13, 2016*
