

AJCON GLOBAL SERVICES LIMITED

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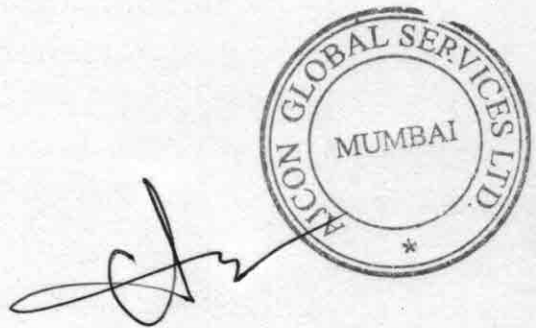
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CIN : _ L74140MH1986PLC041941

POLICY FOR DETERMING 'MATERIAL' SUBSIDAIRIERS

(Effective from 01st December, 2015)



1. Preamble:

Regulation 16 (1) (c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as "SEBI (LODR) Regulations" or "Regulations"] requires every listed company shall formulate a policy for determining 'material' subsidiary. Further, regulation 24 contain corporate governance requirement for material subsidiaries.

2. Objective of the policy:

The objective of this Policy is to determine the Material Subsidiaries of Ajcon Global Services Limited and to provide the governance framework for such subsidiaries

3. Definitions:

"Act" means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.

"Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.

"Company", "This Company", "The Company", "Company" wherever occur in the policy shall mean "Ajcon Global Services Limited".

"Board of Director" or "Board", means the collective body of the Directors of the company.

"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 Securities and Exchange Board.

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

"Material subsidiary" shall mean a subsidiary, whose income or net



worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

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

“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.

4. Criteria for deterring material subsidiary :

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

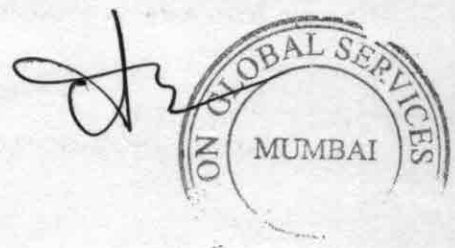
- a) If the income of the subsidiary exceeds twenty per cent of its consolidated income of the Company and its subsidiaries in the immediately preceding accounting year; or
- b) If the net worth of the subsidiary exceeds twenty per cent of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year.

Based on audited consolidated and standalone annual financial statements of Company and its subsidiaries, in each financial year, the Company would identify the subsidiaries which would get covered under the definition of material subsidiary as provided above.

5. Governance frame work:

If any subsidiary is found to be ‘Material’ the Company should comply the following:

- The Company will not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with subsidiaries) to less than 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 made under a scheme of arrangement duly approved by a Court/Tribunal.



- The Company will not sell, dispose off and lease any assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year without prior approval of shareholders by way of special resolution. However, the said approval is not required if the sale/disposal/lease is made under a scheme of arrangement duly approval by a Court/Tribunal.
- At least one Independent Director of the Board of the Company shall be a director on the Board of Directors of an unlisted material subsidiary, incorporated in India
- The Management of the unlisted material 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 said unlisted material subsidiary

6. Disclosure:

This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the annual report.

7. Review of Policy

This Policy shall be subject to review as may be deemed necessary as per any regulatory amendments.

