

POLICY FOR DETERMINING “MATERIAL” SUBSIDIARIES

[Pursuant to Regulation 16(1)(c) of chapter IV of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015]

Title:

This policy shall be called ‘Policy for determining Material Subsidiaries’.

Purpose

The purpose of this Policy is determination of Material Subsidiaries and disclosure thereof, as required under Clause 16(1)(c) read with clause 24 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015].

Applicability:

This policy will be applicable to the Company with effect from 1st December, 2015 in terms of Regulation 16(1)(c) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“ LODR”).

Objective:

The objective of this Policy is to determine -

- i) meaning of ‘Material’ Subsidiary
- ii) Requirement of Independent Director in certain Material Non Listed Indian Subsidiaries
- iii) Restriction on disposal of Shares of a Material Subsidiary by the Company
- iv) Restriction on transfer of Assets of a Material Subsidiary and
- v) Disclosure requirements, based on Regulation 24 of the LODR and any other laws and regulations as may be applicable to the Company.

The Company is required to disclose the policy on its website and provide its web link in Annual Report.

Definitions:

“**Board of Directors**” or “**Board**” means the Board of Directors of Visesh Infotecnic Limited, as constituted from time to time.

“**Company**” means Visesh Infotecnic Limited.

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

“Control” shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholder agreements or voting agreements or in any other manner.

“Subsidiary” shall mean as defined under the Companies Act, 2013 and the Rules made there under. Where a listed holding company has a listed subsidiary which is itself a holding company, the above provisions shall apply to the listed subsidiary insofar as its subsidiaries are concerned.

“Material Subsidiary” shall mean a subsidiary, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Any other term not defined herein, shall have the same meaning ascribed to it, as defined under Companies Act, 2013 or the Rules framed thereunder, the Listing Regulations, 2015, Act, Rules and Regulations framed by the Securities Exchange Board of India or any other relevant legislation / regulation applicable to the Company.

POLICY:

A subsidiary shall be considered Material if any of the following conditions are satisfied:

1. the investment of the Company in the subsidiary exceeds twenty percent of its consolidated net worth as per the audited balance sheet of the previous financial year; or
2. the subsidiary has generated twenty per cent of the consolidated income of the Company during the previous financial year.

AMENDMENTS:

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this policy entirely with a new Policy.

INTERPRETATION:

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made there under, SEBI Act or Rules and Regulations made there under, Listing Agreement or any other relevant legislation/law applicable to the Company.

The policy is available on the company’s website i.e. www.viseshinfo.com