

MODISON
METALS LIMITED

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E-MAIL : sales@modison.com WEB : www.modison.com
CIN NO : L51900MH1983PLC029783



MODISON METALS LTD.

POLICY ON MATERIAL SUBSIDIARIES

1. Introduction:

The Board of Directors (the "Board") of Modison Metals Limited (the "Company") has adopted the following policy at its meeting held on 04.02.2015 and procedures with regard to determination of Material Subsidiaries as defined below. The Board may review and amend this policy from time to time.

This policy will be applicable to the Company effective 1 October 2014. This Policy is in terms of Clause 49 of the Listing Agreement with the Stock Exchanges.

2. Policy Objective:

To determine the Material Subsidiaries of Modison Metals Limited and to provide the governance framework for such subsidiaries.

3. DEFINITIONS:

"Audit Committee or Committee" means "Audit Committee" constituted by the Board of Directors of the Company, from time to time, under provisions of Listing Agreement with the Stock Exchanges and The Companies Act, 2013.

"Board of Director" or "Board" means the Board of Directors of Modison Metals Limited, as constituted from time to time.

"Company" means a company incorporated under the Companies Act, 2013 or under any previous company law.

"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 Listing Agreement with the Stock Exchanges.

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“Policy” means Policy on Material Subsidiary.

Material Non Listed Indian Subsidiary shall mean a Material Subsidiary which is incorporated in India and is not listed on the Indian Stock Exchanges.

“**Significant Transaction or Arrangement**” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.

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

4. Policy:

- (i). A subsidiary shall be a **Material Subsidiary**, if any of the following conditions are satisfied:
- In which the Investment of the Company/Proposed Investment, exceeds 20% of its consolidated net worth as per the audited balance sheet of the previous financial year;
or
 - Which have generated twenty percent of the consolidated income of the Company during the previous financial year.
- (ii). One **Independent Director** of the Company shall be a director on the Board of the Material Non-Listed Indian Subsidiary Company.
- (iii). The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company on an annual basis.

