



**AN ISO 9001: 2015  
CERTIFIED COMPANY**

**JIGAR CABLES LIMITED**

Registered & Corporate Office  
Plot No. 164/14 & 15, Jamwadi,  
GIDC-2, Gondal-360311  
Dist. Rajkot, (Gujarat) INDIA  
Tel: + 91 2825 221422  
Web: [www.sigmacab.com](http://www.sigmacab.com)  
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CIN No.L28999GJ2017PLC095651

## **MATERIAL SUBSIDIARIES POLICY**

### **PURPOSE OF THIS POLICY**

This Policy is framed in accordance with the requirement stated under Regulation 46 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 and is intended to ensure governance of material subsidiary companies of JIGAR CABLES LIMITED ('the company')

The Company has listed its Securities on SME Platform of BSE Limited due to that Regulation 24 read with the regulation 15(2)(b) of Chapter IV of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 is not applicable to the Company.

All the words and expressions used in this policy, unless defined hereafter, shall have meaning respectively assigned to them under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 ('Act') and Rules, Notifications and Circulars made/issued there under, as amended, from time to time.

The Audit Committee will review the policy periodically and may amend the same from time to time, as may be necessary.

### **DEFINITIONS**

**"Audit Committee"** means the Audit Committee, as constituted by the Board of Directors of the Company from time to time.

**"Board of Directors or Board"** means the Board of Directors of the Company, as constituted from time to time.

**"Material Subsidiary"** means a subsidiary shall be considered as material if the investment of the Company in the Subsidiary exceeds 20% of the consolidated net worth as per the audited balance sheet of the previous financial year or if the subsidiary has generated 20% of the consolidated income of the company during the previous financial year.

**"Material Non-listed Indian Subsidiary"** means an unlisted subsidiary which is incorporated in India and whose income or net worth (i.e. paid up capital and free reserve) exceeds 20% of the consolidated income or net worth respectively, of the company and its subsidiaries in the immediately preceding accounting year.



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“Subsidiary Company” means a company defined as a subsidiary company under the provisions of the Companies Act, 2013.

### **POLICY AND PROCEDURE**

The Audit Committee shall also review the financial statements, in particular, the investments made by the Unlisted Subsidiary of the Company.

The minutes of the Board meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the board of directors of the listed entity.

The management of the unlisted subsidiary shall periodically bring to the notice of the board of directors of the listed entity, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.

At least one Independent Director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, incorporated in India.

### **DISPOSAL OF MATERIAL SUBSIDIARY**

The Company shall not:

- a. Dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other 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.
- b. Sell, dispose off and lease 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, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

### **POLICY REVIEW**

This Policy shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments.