

**UNITED CREDIT LIMITED**  
**27B, CAMAC STREET (8TH FLOOR)**  
**KOLKATA – 700 016**  
**CIN: L65993WB1970PLC027781**

**POLICY ON MATERIAL SUBSIDIARY AS PER  
REGULATION 16(1)(c) OF SEBI (LISTING OBLIGATIONS  
AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**PREFACE**

Pursuant to the requirement of Regulation 16(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Clause 49 of the erstwhile listing agreement with stock exchanges), a policy for determining material subsidiary has been formulated and approved by the Board of Directors in its meeting held on 10<sup>th</sup> November, 2014.

**APPLICABILITY**

The Company has no subsidiary as on date. However, the policy is formulated in terms of the requirement of Regulation 16(1)(c) of the said Regulations.

**POLICY**

The policy deals with the criteria for determining material subsidiary in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A subsidiary shall be considered as material,

- i) if its income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

**SPECIFIC REQUIREMENT**

- i) In respect of disposal of shares of the material subsidiary, the Company will be guided by the provisions of Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other provisions as may be applicable.
- ii) In respect of selling, disposing and leasing of assets of the material subsidiary, the Company will be guided by the provisions of Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other provisions as may be applicable.
- iii) At least one independent director on the Board of Directors of the Company shall be a director on the Board of Directors of the unlisted material subsidiary incorporated in India.

- iv) The Audit Committee of the Company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary
- v) The minutes of the meeting of the Board of Directors of the unlisted subsidiary shall be placed at the meeting of the Board of Directors of the Company.
- vi) The management of the unlisted 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 unlisted subsidiary.
- vii) If the Company has a listed subsidiary, which is itself a holding company, the provisions of Regulation 24 shall also apply to the listed subsidiary in so far as its subsidiaries are concerned.

Place : Kolkata

Date : 10<sup>th</sup> November, 2014

Note : The existing Policy on material subsidiary has been suitably modified in line with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Board of Directors in its meeting held on 4<sup>th</sup> November, 2015.