



Excel Industries Ltd.

Corporate & Registered Office



POLICY TO DETERMINE MATERIAL SUBSIDIARY

1. This policy is framed by the Board of Directors (Board) of Excel Industries Limited (the Company) pursuant to the provisions of Regulation 16(1)(c) read with Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations").
2. The Board has approved this Policy on 06th November, 2015.
3. This Policy comes into force on 1st December, 2015.
4. The Board may modify this Policy at any time at its discretion or in accordance with the requirements of any law or regulation.
5. The term 'material subsidiary' shall mean a subsidiary (as defined in Clause (87) of section 2 of the Companies Act, 2013) of the Company, whose income (aggregate of revenue from operations and other income) or whose net worth (as defined in Clause (57) of Section 2 of the Companies Act, 2013) exceeds 20% (twenty percent) of the consolidated income or net worth of the Company and all its subsidiaries as at the close of the preceding financial year.
6. At least one Independent Director of the Company shall be nominated on the Board of an unlisted material subsidiary incorporated in India.
7. The Company shall not dispose of its shares in its material subsidiary resulting in the reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent 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 or Tribunal.
8. Sale, disposal otherwise or leasing of assets of a material subsidiary in excess of twenty percent of its aggregate assets during a financial year shall require prior approval of the members of the Company through a special resolution except



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where such sale, disposal otherwise or leasing is under a scheme of arrangement duly approved by a Court or Tribunal.

Ashwin C Shroff
Chairman and Managing Director

06.11.2015