

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED

**POLICY FOR DETERMINING
MATERIAL SUBSIDIARIES**

SUNGOLD MEDIA AND ENTERTAINMENT LIMITED

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

The Board of Directors (the “Board”) of Sungold Media And Entertainment Limited (the “Company”) at its meeting held on 31st August, 2018 has adopted this revised policy for Determining Material Subsidiaries (the “Policy”) as required by Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”).

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1. Introduction

In accordance with the Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company has formulated this policy for determining material subsidiary of the Company.

2. Scope and Exclusion

This Policy sets out the criteria for determining material subsidiary / subsidiaries

3. Policy

A subsidiary shall be considered as ‘**material subsidiary**’ if its income or net-worth exceeds ten percent of the consolidated income or net-worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

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However, for the purpose of appointment of an Independent Director of the Company on the Board of Directors of unlisted material subsidiary, whether incorporated in India or not, as required under Regulation 24(1) of the Listing Regulations, '**material subsidiary**' shall mean a subsidiary, whose 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.

4. Review / Amendment

This policy may be reviewed by the Board from time to time. However, any subsequent amendment / modification in the Listing Regulations or the Companies Act, 2013 or any other governing Act/Rules/Regulations or re-enactment, impacting the provisions of the Policy shall automatically apply to the Policy and the relevant provision(s) of the Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in the Policy.

The erstwhile Policy for determining Material Subsidiaries stands replaced by this Policy.
