



CAPLIN POINT LABORATORIES LIMITED

CIN : L24231TN1990PLC019053

Regd. Off. : "NARBAVI", No.3, Lakshmanan Street, T. Nagar, Chennai - 600 017. Tamil Nadu, India. Phone : +91 44 28156653, 28156905
Fax : +91 44 28154952 E-mail : info@caplinpoint.net Website : www.caplinpoint.net

27th August, 2014

To

The Manager
National Stock Exchange of India Limited
Exchange Plaza, bandra Kurla Complex
Bandra (East), Mumbai – 400 051

Dear Sirs,

Sub: Implementation of Policy on Material Subsidiary as per Clause 49(V)(D)

We wish to inform you that the Board of Directors in its meeting held on 25th August, 2014, approved the implementation of policy for determining 'material' subsidiary as per Clause 49(V)(D) of the Listing Agreement, which is effective from 1st October, 2014.

Kindly take the above information on record pursuant to Clause 49(V)(D) of the Listing Agreement.

Also, please find enclosed the policy on material subsidiary as approved by the Board of Directors, for your records.

Yours faithfully

For CAPLIN POINT LABORATORIES LIMITED

S. MOHAN RAJ

CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY

Encl.: a/a

Unit I : No: 85/3, Suthukeny Village, Mannadipet Commune, Puducherry - 605 502. Ph.: +91 413 2674046 / 4047

Unit II : No.19, Chinnapuliur Village, Sirupuzhalpettai (Post), Gummidipoondi Taluk, Thiruvallur District. Pincode - 601 201. Ph.: +91 44 27900901

Unit III : KHASRA No.435,Village Suraj Majra, N.H. No.21,Baddi, Teh. Nalagarh, District Solan, Himachal Pradesh - 173205. Ph.: +91 1795 245512

Unit IV: Survey No.: 895 & 897, Guruvarakandigai, Sirupuzhalpettai (Post), Gummidipoondi Taluk, Thiruvallur District, Pincode - 601 201.

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POLICY ON MATERIAL SUBSIDIARIES

1. Introduction

The Board of Directors (the "Board") of Caplin Point Laboratories Limited (the "Company") has adopted the following policy 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 with effect from 1st 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 Caplin Point Laboratories 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 Caplin Point Laboratories 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.

"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 there under.

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4. Policy

1. A subsidiary shall be a **Material Subsidiary**, if any of the following conditions are satisfied:
 - a. 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
 - b. Which have generated twenty per cent of the consolidated income of the Company during the previous financial year
2. One **Independent Director** of the Company shall be a director on the Board of the Material Non-Listed Indian Subsidiary Company.
3. 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.
4. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board of the Company on an half yearly basis.
5. The management shall on a half yearly basis bring to the attention of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary company.
6. The management shall present to the Audit Committee annually the list of such subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board including recommendation for appointment of Independent Director in the Material Non-Listed Indian Subsidiary.

5. Disposal of Material Subsidiary

The Company, without the prior approval of the members by Special Resolution, shall not:

- a. dispose shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; or
- b. ceases the exercise of control over the Subsidiary; or
- c. sell, dispose or lease the assets amounting to more than twenty percent of the assets of the material subsidiary

6. Disclosures

The Policy for determining material subsidiaries is to be disclosed to the Stock Exchanges and in the Annual Report of the Company, as per the provisions of laws in force. The policy shall also be uploaded on the website of the Company.

For Caplin Point Laboratories Limited

Chief Financial Officer & Company Secretary

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