

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. Policy Objective

This Policy is framed in terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) by Godrej Properties Limited (“the Company”). The Board of Directors of the Company may review and amend this policy from time to time to align it with the applicable laws, rules, notifications, circulars and regulations.

2. DEFINITIONS

“**Income**” means the total revenue of the company as per the latest audit financial statements

“**Net Worth**” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

“**Subsidiary**” shall be as defined under the Companies Act, 2013 and the Rules made thereunder.

3. Policy

A subsidiary shall be a **Material Subsidiary**, if any of the following conditions are satisfied:

- a. the Income of the subsidiary exceeds 20% of consolidated Income of the Company and its subsidiaries in the immediately preceding accounting year.; or
- b. the net worth of the subsidiary exceeds 20% of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year

5. Disclosures

The Policy for determining material subsidiaries is to be disclosed on the Company’s website and a web link thereto shall be provided in the Annual Report of the Company, as per the provisions of laws in force.

The Principal Policy was approved by the Board of Directors at its meeting held on November 06, 2014, and subsequently amended on February 2, 2016.