



POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. Introduction:

In accordance with 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 its "material" subsidiary (ies). This policy is called "Policy for Determining Material Subsidiary" ("Policy") and shall be effective from the date of listing of equity shares of the Company. The Company does not have any material subsidiary as on the date of approving this Policy.

2. Definitions:

"**Board of Directors**" or "**Board**" means the Board of Directors of the Company, as constituted from time to time;

"**Listing Regulations**" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

"**Policy**" means "Policy for Determining Material Subsidiaries";

"**Subsidiary**" means a subsidiary as defined under the Companies Act, 2013 and the rules made thereunder. Words, terms and expressions used and not defined herein shall have the same meaning as assigned to those terms under the Listing Regulations, the Companies Act, 2013, the Securities Contracts (Regulations) Act, 1956 or any other Applicable Laws or regulations, as the case may be.

"**Material subsidiary**" shall mean a subsidiary, whose 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.

3. Policy and Procedures:

(1) The Audit Committee of Board shall review the financial statements, in particular, the investments made by the unlisted subsidiary of the Company.

(2) At least one Independent Director of the Company shall be a director on the board of the unlisted material subsidiary, incorporated in India.

(3) The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed at the meeting of the Board.

(4) The Board shall be provided with a statement of all significant transactions and arrangements entered into by the unlisted subsidiary of the Company.

(5) The Company shall obtain a prior approval of its shareholders by way of special resolution to
a. dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary;

b. Sell, dispose and lease the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year.



However, the above will not apply if the divestment, sale, disposal or lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

(6) The Company shall follow such governance procedures in relation to material subsidiary as may be outlined in the Listing Regulations and the Companies Act, 2013 from time to time.

4. Disclosure and Review

This Policy shall be hosted on the website of the Company. A link thereto may be provided in the Annual Report of the Company. The Board of Directors of the Company shall make such alterations to this Policy as and when necessitated or as deemed fit, provided they are not inconsistent with the provisions of the applicable laws.

5. Limitation and Amendment

In the event of any conflict between the provisions of this Policy and of the Act or Listing Agreement or any other statutory enactments, rules, the provisions of such Act or Listing Agreement or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Agreement, Act and/or applicable laws in this regard shall automatically apply to this Policy.