



subsidiaries in the immediately preceding accounting year or such other threshold as may be prescribed under the SEBI Listing Regulations from time to time.

3.6 Subsidiary

"Subsidiary" shall have the meaning assigned to it under the Companies Act, 2013.

4. GOVERNANCE FRAMEWORK FOR MATERIAL SUBSIDIARIES

The Company shall comply with such governance requirements in relation to material subsidiaries as may be prescribed under the SEBI Listing Regulations from time to time.

Without prejudice to the generality of the above:

- a) At least one Independent Director of the Company may be appointed on the Board of an unlisted material subsidiary, where required under applicable regulations.
- b) The Audit Committee shall periodically review the financial statements, significant transactions and arrangements entered into by material subsidiaries.
- c) The minutes of meetings of the Board of material subsidiaries shall be placed before the Board of the Company, where required under applicable laws.
- d) The management shall periodically bring to the attention of the Board significant transactions and arrangements entered into by material subsidiaries.

5. RESTRICTIONS ON DISPOSAL OF MATERIAL SUBSIDIARIES

The Company shall not:

- a) Dispose of shares in a material subsidiary resulting in reduction of its shareholding to less than or equal to fifty percent (50%) or cessation of control over such subsidiary; or
- b) Sell, dispose of or lease assets amounting to more than twenty percent (20%) of the assets of a material subsidiary,

except in accordance with the provisions of the SEBI Listing Regulations and after obtaining such approvals as may be required under applicable laws.

6. DISCLOSURE

This Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the Annual Report, wherever required under applicable laws.

7. REVIEW OF POLICY

The Board shall review this Policy periodically and may amend the same to align with statutory amendments, regulatory requirements and governance practices.





8. AMENDMENT

Any amendment to this Policy shall be approved by the Board of Directors of the Company.

In case of any inconsistency between this Policy and applicable laws, the provisions of applicable laws shall prevail.

9. EFFECTIVE DATE

This Policy shall be effective from the date of its approval by the Board of Directors of Raj Polypack Limited.

