

## **POLICY FOR DETERMINING “MATERIAL” SUBSIDIARIES**

### **LEGAL FRAMEWORK**

Regulation 24 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (“**SEBI LODR**”) extends certain principles of Corporate Governance to Material Subsidiaries of listed companies.

The Board of Directors (the “**Board**”) of Befound Movement Limited (the “**Company**”) is obliged to formulate a policy for determining “Material Subsidiaries” to comply with the requirements of Regulation 16(1)(c) of the SEBI LODR for such Material Subsidiaries.

In case of any amendment (s), clarification (s), circular (s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment (s), clarification (s), circular (s) etc.

### **PURPOSE OF THE POLICY**

Besides determining the Material Subsidiaries and disclosure thereof as required by SEBI LODR and any other Laws and Regulations as may be applicable to the Company, the Policy on Material Subsidiaries (this “**Policy**”) intends to ensure governance of Material Subsidiaries by complying with Directorship requirements, review of financial statements, bringing to the attention of the Board certain transactions or arrangements, rules regarding disinvestment of shares held by the Company and restrictions on selling or disposing or leasing of assets of such Subsidiaries by the Company.

### **DEFINITIONS**

“**Act**” means Companies Act, 2013 and Rules prescribed thereunder, including any statutory amendment or modification thereof.

“**Audit Committee**” means the Audit Committee of the Board which as on date complies with the provisions of Section 177 of the Act read with applicable Rules and Regulation 18 of the SEBI LODR.

“**SEBI LODR**” means the regulations as contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment or modification thereof.

“**Consolidated Income**” means the total income of the Company and its Subsidiaries.

“**Holding Company**” in relation to one or more other companies, means a company of which such companies are Subsidiary companies.

“**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 Act and SEBI LODR.

“**Material Non-listed Indian/Foreign Subsidiary**”

For the purpose of appointment of Independent Directors “Material Non-listed Indian/Foreign Subsidiary” shall mean an unlisted material subsidiary, incorporated in India or not, whose income or

Net Worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or Net Worth respectively, of the listed Holding Company and its subsidiaries in the immediately preceding accounting year.

***"Material Subsidiary"***

For the purpose of formulating a policy for "material subsidiary: A Subsidiary shall be considered as Material whose income or net worth exceeds 10% of the consolidated income or net worth respectively of the Listed entity and its subsidiaries in the immediately preceding accounting year or a subsidiary in which the Company holds more than 80% of their share capital at any particular point of time in a financial year.

***"Material Related Party Transactions"***

A transaction with a related party shall be considered Material if the transaction or transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company. Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed two percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

***"Net Worth"*** shall mean the net worth as defined in Section 2(57) of the Companies Act 2013.

***"Subsidiary Company"*** Subsidiary Company or Subsidiary in relation to any other company (that is to say the Holding Company), means a company in which the Holding Company:

- i. controls the composition of the Board; or
- ii. exercises or controls more than one half of the total voting power either at its own or together with one or more of its Subsidiary companies.

Explanation- For the purpose of this definition:-

- a) A company shall be deemed to be a Subsidiary company of the Holding Company even if the control referred to in clause (i) or (ii) above is of another Subsidiary company of the Holding Company;
- b) The composition of a company's Board shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the Directors.

*The term "Control" shall include the right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner. (Section 2 (27), of the Act).*

**GUIDING PRINCIPLES**

Identification of "Material Subsidiary" of the Company including any:

- Material Non-listed Indian /Foreign Subsidiary
- Material Subsidiary

shall be a one-time exercise and such exercise shall be done during each financial year and the conclusion shall be placed before the Audit Committee and the Board of the Company.

## **PROVISIONS WITH REGARD TO MATERIAL SUBSIDIARY COMPANIES**

The Chief Financial Officer of the Company will be responsible for monitoring and determining which of the Subsidiaries falls within the definition of Material Subsidiary /Material Non-listed Indian /Foreign Subsidiary.

Monitoring of investments made by the Company in the Subsidiaries for the purpose of determining the Materiality of the Subsidiary shall be done whenever such an investment is made. Monitoring the quantum of generation of consolidated income of the Company will be done at the time of finalizing the consolidated annual accounts of the Company.

## **INDEPENDENT DIRECTOR ON THE BOARD OF MATERIAL UNLISTED SUBSIDIARY INCORPORATED IN INDIA OR OVERSEAS**

At least one Independent Director on the Board of the Company shall be a director on the board of the unlisted Material Subsidiary, whether incorporated in India or overseas.

## **RESTRICTION ON DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY**

The Company shall not dispose shares in its Material Subsidiary which would reduce its shareholding (either on its own or together with other Subsidiaries) to less than 50% or cease the exercise of control over the Subsidiary without passing a special resolution in its General Meeting except in cases where such disinvestment is made under a scheme of arrangement duly approved by a Court or Tribunal or it has previously been approved by the Board for “Disinvestment”.

## **RESTRICTION ON DISPOSAL OF ASSETS OF MATERIAL SUBSIDIARY**

The Company shall not sell, dispose and lease assets amounting to more than 20 % of the assets of the Material Subsidiary on an aggregate basis during a financial year without prior approval of the shareholders by way of passing special resolution in its General Meeting, unless the sale or disposal or lease is made under a scheme of arrangement duly approved by Court or Tribunal.

## **COMPLIANCE BY STEP DOWN SUBSIDIARIES**

Where the Company has a listed Subsidiary which is itself a Holding Company, this Policy shall apply to the listed Subsidiary insofar as its Subsidiaries are concerned. The Secretarial Audit Report for Material subsidiary to be annexed with the holding Company.

## **DISCLOSURES**

As prescribed by revised Clause 46(2)(h) of the SEBI LODR this Policy shall be disclosed on the Company’s website and a web link thereto shall be provided in the annual report.

## **AMENDMENT OR REVIEW**

The Board reserves the right to amend, modify or review this Policy in whole or in part, at any point of time, as may be deemed necessary, or as per any regulatory amendments.