



orbit exports ltd.

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. INTRODUCTION

In accordance with the Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated this policy for determining material subsidiary of the Company.

1.1. Purpose of the Policy

To determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries.

1.2. Definitions

- 1.2.1. **“Audit Committee”** means Audit Committee constituted by the Board of Directors of the Company, from time to time, under the provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.
- 1.2.2. **“Board of Directors”** or **“Board”** means the Board of Directors of Orbit Exports Limited, as constituted from time to time.
- 1.2.3. **“Company”** means Orbit Exports Limited.
- 1.2.4. **“Control”** means the right to appoint majority of 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.
- 1.2.5. **“Consolidated Income or Net-worth”** means the total income or net-worth of the Company and its subsidiaries.
- 1.2.6. **“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 Regulations.

- 1.2.7. “**Listing Regulations**” means the Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 1.2.8. “**Material non-listed Indian subsidiary**” means an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds ten percent of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.
- 1.2.9. “**Policy**” means the Policy on Material Subsidiaries.
- 1.2.10. “**Significant transactions and arrangements**” shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.
- 1.2.11. “**Subsidiary**” means a subsidiary as defined under the Companies Act, 2013 and the Rules made thereunder.

1.3 Interpretation

All the words and expressions used in this Policy, unless defined herein, shall have meaning assigned to them under the Act, Listing Regulations, statutory enactments and rules, notifications, circulars issued there under, as amended, from time to time (collectively the “Statutory Provisions”).

In case of any conflict between the provisions of this Policy and of Statutory Provisions the Statutory Provisions shall prevail over this Policy. Any subsequent amendment/modification in the Statutory Provisions shall automatically apply to this Policy.

2. GOVERNANCE FRAMEWORK

2.1. All Subsidiaries:

- i. The Audit Committee of the Company shall also review the financial statements, in particular, the investments made by the Unlisted Subsidiary Company/ies.

- ii. The minutes of the meeting of the Board of Directors of the Unlisted Subsidiary Company/ies shall be placed at the meeting of the Board of Directors of the Company.
- iii. The Management of the Unlisted Subsidiary Company/ies shall periodically bring to the notice of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the Unlisted Subsidiary Company/ies.
- iv. Where a Company has a Listed Subsidiary, which is itself a holding Company, the provisions of this regulation shall apply to the Listed Subsidiary in so far its Subsidiaries are concerned.

2.2 Material Subsidiaries:

- i. A Subsidiary shall be a Material 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.
- ii. At least One Independent Director on the Board of Directors of the Company shall be a Director on the Board of Directors of an Unlisted Material Subsidiary Company/ies, whether incorporated in India or not. Only for the purposes of this provision, notwithstanding anything to the contrary contained in regulation 16 (1) (c), the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- iii. The Company shall not 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 fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.
- iv. The Company shall not sell, dispose off and lease assets amounting to more than twenty percent of the assets of the Material Subsidiary on an aggregate basis during a financial year without prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal, or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

3. REPORTING AND DISCLOSURE

As stipulated by Regulation 46(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Policy shall be disclosed on the Company's website.

4. POLICY REVIEW

Any change in this Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems, fit or from time to time, and the decision of the Board in this respect shall be final and binding.

The above policy has been amended in Board Meeting held on March 06, 2020.
