



## **ARROW GREENTECH LIMITED**

### **POLICY FOR DETERMINING MATERIAL SUBSIDIARIES**

#### **PREAMBLE**

Arrow Greentech Limited ("Arrow" or "The Company") is governed by the Companies Act, 2013 ("The Act"), the Rules and Regulations framed thereunder by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") LODR Regulations, 2015 ("LODR Regulations"). In accordance with Regulation 16(1)(c) and Regulation 24 of LODR Regulations and other applicable provisions (including any statutory enactments/ amendments thereof), the Company adopted the following policy for laying down criteria for determining "material subsidiary(ies)" and their Governance.

#### **OBJECTIVE OF THE POLICY**

The objective of this policy is to:

- to determine the material subsidiary(ies); and
- to provide governance framework for such subsidiaries

#### **DEFINITIONS**

- "Act" means the Companies Act, 2013, rules framed thereunder and any amendments thereto
- "Audit Committee" shall mean a committee of Board of Directors of the Company constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- "Board" shall mean Board of Directors of Arrow Greentech Limited, as constituted from time to time
- "Company" The words "This Company", "The Company", "Company" wherever occur in the policy shall mean "Arrow Greentech Limited".
- "Independent Director" shall mean a Director of the Company, not being in whole time employment and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- "Material Subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- "Policy" shall mean this policy, as amended from time to time.
- "Significant transaction or arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten per cent 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.
- Subsidiary" shall mean subsidiary as defined under Section 2(87) of the Companies Act, 2013 and rules made thereunder.



## **INTERPRETATION**

Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other SEBI Regulation(s) as amended from time to time.

In case of any dispute or difference upon the meaning/interpretation of any word or provision in this policy, the same shall be referred to the Audit Committee and the decision of the Audit Committee in such a case shall be final.

## **CRITERIA FOR DETERMINING MATERIAL SUBSIDIARIES**

The Audit Committee shall in its meeting, in which audited financial results of the Company for previous year are considered, review all its subsidiaries on annual basis and upon that review a subsidiary fulfilling the criteria of “material subsidiary” as defined in the definition section shall be regarded as such for the current financial year.

## **GOVERNANCE OF MATERIAL SUBSIDIARIES**

- At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not. For the purposes of this provision, notwithstanding anything to the contrary contained in Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or networth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- The Audit Committee of the Company shall also review financial statements of each unlisted subsidiary including material subsidiary, in particular, the investments made by the unlisted subsidiary company
- The minutes of the Board meetings of the unlisted subsidiary company (irrespective of materiality) shall be placed at the Board meeting of the listed holding company.
- The management should periodically bring to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company
- The material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report given by a company secretary in practice, in such form as specified, with the annual report of the listed entity.

## **DISPOSAL OF SHARES OR ASSETS OF MATERIAL SUBSIDIARY COMPANIES**

- Disposal of shares in its material subsidiary, by the Company 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 shall require 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.



- Selling, disposing and leasing of assets amounting to more than twenty per cent of the assets of the material subsidiary shall require 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.

#### **LIMITATION AND AMENDMENT**

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

-----