



**VILIN BIO MED LIMITED**

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**POLICY FOR DETERMINING MATERIAL SUBSIDIARY**



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### **Purpose and Scope**

The Policy for determining 'Material' Subsidiary Companies has been framed in accordance with the provisions of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Policy will be used to determine the Material Subsidiaries of the Company and to provide the Governance Framework for such Subsidiaries.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications, and Circulars made / issued thereunder, as amended, from time to time.

### **Identification of 'Material' Subsidiary**

A Subsidiary shall be considered Material if, its Income or Net worth exceeds Twenty Percent of the Consolidated Income / Net worth respectively, of the Company and its Subsidiaries in the immediately preceding Financial Year.

### **Governance Framework**

- i. The Audit Committee of the Company shall periodically review the Financial Statements of the Unlisted Subsidiary Company.
- ii. The Minutes of the Board Meetings of the Unlisted Subsidiary Company shall be placed before the Board of Directors of the Company.
- iii. The Management of the Unlisted Subsidiary shall periodically bring to the attention of the Board of Directors of the Company, Statement of all Significant Transactions and Arrangements, entered into by the Unlisted Subsidiary Company.

A Transaction or Arrangement shall be considered significant if it exceeds or is likely to exceed Ten Percent of Total Revenues or Total Expenses or Total Assets or Total Liabilities, as the case may be, of the Unlisted Subsidiary for the immediately preceding Financial Year.

- iv. At least one Independent Director of the Company shall be a Director on the Board of the Unlisted Material Subsidiary Company, whether incorporated in India or not.
- v. The Company shall obtain prior approval of Shareholders by way of Special Resolution, if the disposal of Shares in its Material Subsidiary (either on its own or together with other Subsidiaries) results in reduction of its Shareholding, to less than fifty percent, or the Company ceases the exercise of Control over such Subsidiary.

Such approval shall not be required if the disinvestment is:

- 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 recognised Stock Exchanges, within one day, of the Resolution Plan being approved.

vi. The Company shall obtain prior approval of Shareholders by way of Special Resolution, if any Sale, Disposal and Leasing of Assets amounting to more than twenty percent of Assets of the Material Subsidiary on an aggregate basis during a Financial Year.

Such approval shall not be required if the disinvestment is:

• 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.

vii. Every Material Unlisted Subsidiary incorporated in India shall undertake Secretarial Audit and the Secretarial Audit Report shall be annexed with the Annual Report of the Company.

### **Dissemination**

This Policy shall be disclosed on the Company's website [www.vilinbiomed.co.in](http://www.vilinbiomed.co.in). The Policy will be reviewed on an annual basis or, as and when warranted, due to Regulatory requirements.

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