



INDSIL HYDRO POWER AND MANGANESE LIMITED

CIN: L27101TZ1990PLC002849

Material Subsidiaries Policy

Preamble

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

Definitions

"Audit Committee or Committee" means "Audit Committee" constituted by the Board of Directors of the Company, from time to time, under provisions of Listing Regulations and the Companies Act, 2013.

"Board of Directors" or "Board" means the Board of Directors of Indsil Hydro Power and Manganese Limited (the Company), as constituted from time to time.

"Company" means Indsil Hydro Power and Manganese Limited.

"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 the criteria for independence under the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.

"Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent amendments thereof.

"Policy" means this Policy on determining Material Subsidiaries.

"Material Subsidiary" means a subsidiary whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

"Significant Transaction or Arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% 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" means a subsidiary of the Company, which term shall be as defined under the Companies Act, 2013 and the Rules made thereunder.

Policy

- i. At least one **Independent Director** on the Board of Directors of the Company shall be a director on the Board of Directors of the Unlisted Material Subsidiary.

[Explanation - For the purposes of this clause, the term "Material Subsidiary" shall mean a Subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the Company in the immediately preceding financial year.]



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- ii. The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company on a quarterly basis.
- iii. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board meeting of the Company.
- iv. The management of the unlisted subsidiary shall on a quarterly basis 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.
- v. The management of the Company shall present to the Audit Committee annually the list of such subsidiaries together with the details of the materiality defined herein.
- vi. The material subsidiary incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report given by a Company Secretary in Practice every financial year.

Disposal of Material Subsidiary

The Company, without the prior approval of the members by Special Resolution, shall not:

- i. dispose shares in a Material Subsidiary that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50% or ceases the exercise of control over the Subsidiary 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; or
- ii. sell, dispose or lease the assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year 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.

Provided that if the sale, disposal or lease of assets is between two wholly owned subsidiaries of the Company, the requirement of obtaining shareholders approval by way of special resolution will not be applicable.

Amendment to the Policy

The Board on its own and/or as per the recommendations of the Audit Committee can amend this policy, as and when deemed fit.

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 hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

Disclosures

The Policy for determining material subsidiaries shall be uploaded on the website of the Company.

Policy amended as on 10.02.2025