

**POLICY FOR DETERMINING MATERIAL SUBSIDIARIES**

**A. Purpose of this Policy:**

The Board of Directors of the Company has adopted policy and procedures for determining 'Material' Subsidiary Companies ("Policy") in accordance with the provisions of Regulation 16 (1) (c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations").

This 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 ("Act") and the Rules, Notifications and Circulars made/issued thereunder, as amended, from time to time.

The Audit Committee will review the policy periodically and may amend the same from time to time, as may be deemed necessary.

**B. Definitions**

"Audit Committee" means the Committee constituted by the Board of Directors of the Company in accordance with the Provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, 2015, as amended from time to time.

"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 the Listing Regulations, 2015, as amended from time to time.

"Material Subsidiary" shall mean a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding Accounting Year.

"Material Unlisted Indian Subsidiary" shall mean an Unlisted Subsidiary, incorporated in India, whose income or net worth (i.e. Paid Up Capital and Free Reserves) exceeds 10% of the consolidated income 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" shall have the same meaning as defined under the Act and the rules made thereunder.

"Unlisted Subsidiary" means subsidiary whose securities are not listed on any recognized Stock Exchanges.

**C. Governance Framework**

1. The Audit Committee shall also review the Financial Statements, in particular, the Investments made by the Unlisted Subsidiary of the Company.

2. The minutes of the Board meetings of the Unlisted Subsidiary Company shall be placed at the Board meeting of the Company at regular intervals.

**FUNDVISER CAPITAL (INDIA) LIMITED**

(CIN NO. L65100MH1985PLC205386)

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3. The management of the Company shall 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.

4. At least one Independent Director of the Company shall be a director on the board of the Unlisted Material Subsidiary 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 10% of the consolidated income or net worth respectively, of the Listed Entity and its Subsidiaries in the immediately preceding Accounting Year.

5. The Company shall not dispose of 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 divestment is made under a Scheme of Arrangement duly approved by 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.

6. Selling, disposing and leasing of Assets amounting to more than 20% of the Assets of the Material Subsidiary on an aggregate basis during a Financial Year shall require prior approval of Shareholders by way of Special Resolution except in case of 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.

7. The Company shall inform Material Subsidiary accordingly and shall also obtain a certificate from the Statutory Auditors of the Material Subsidiary to that effect at the end of every Financial Year.

8. Pursuant to the Listing Regulations, the Company and its Indian Unlisted Material Subsidiaries shall undertake a Secretarial Audit and the Secretarial Audit Report shall be annexed to the Annual Report of the Listed Entity.

#### **D. Disclosures**

The Company shall disclose in its Board's Report, details of this Policy as required under the Act and the Listing Regulations. This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

#### **E. Limitation and Amendment**

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of Companies Act, 2013 or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

For Fundviser Capital (India) Limited.



**Prem Krishan Jain**  
Whole-Time Director  
[DIN: 09304822]

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