

POLICY ON DETERMINATION OF MATERIAL SUBSIDIARY

1. PREAMBLE

The Board of Directors (**the “Board”**) of Infinity Infoway Limited (hereinafter referred as **the “Company”**) has adopted the following policy and procedures with regard to determination of Material Subsidiaries as defined below. The Board may review and amend this policy from time to time.

This Policy will be applicable to the Company effective from the date of listing of the equity shares of the Company on the stock exchange(s). This Policy is in terms of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as **“Listing Regulations”**).

2. OBJECTIVE

The purpose of forming the Policy is to determine the Material Subsidiaries of Company and to provide the governance framework for such subsidiaries.

3. DEFINITIONS

- i. **“Act”** means Companies Act, 2013 & rules made thereunder.
- ii. **“Audit Committee or Committee”** means **“Audit Committee”** constituted by the Board of Directors of the Company, from time to time, under provisions of the Act and Regulation 18 of the Listing Regulations.
- iii. **“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 section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations.
- iv. **“Material Subsidiary”** shall be considered as material if the investment of the company in the subsidiary exceeds 10% of its consolidated net worth as per the audited balance sheet of the previous financial year or if the subsidiary has generated 10% of the consolidated income of the company during the previous financial year.

- v. **“Policy”** means Policy on determination of Material Subsidiary.
- vi. **“Significant transaction or arrangement”** means 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.
- vii. **“Subsidiary ”**shall be as defined under the Act and the Rules made there under.

4. IDENTIFICATION

Material subsidiary" of the Company would be identified, if any, as one time exercise and such exercise shall be done during each financial year and the conclusion shall be placed before the Audit Committee and the Board of the Company in the first meeting of financial year.

5. PROVISION WITH REGARD TO SUBSIDIARY COMPANIES

1. The Audit Committee of the company shall also review the financial statements, in particular the investments made by the unlisted subsidiary company;
2. The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the company;
3. The management shall periodically bring to the attention of the Board of Directors of the company, a statement of all significant transactions & arrangements entered into by the unlisted subsidiary company;
4. 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 .

6. DISPOSAL

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 or equal to 50% or cease the exercise of control over the subsidiary without passing a special resolution in General Meeting except in cases where such disinvestment 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.

Further, sell, disposal & lease of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require approval of the shareholders by way of passing special resolution, unless the sale/disposal/lease 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.

7. DISCLOSURES

The Policy for determining material subsidiaries shall be uploaded on the website of the Company and shall be disclosed in such other way as per the requirement of provisions of law in force.