



UNO MINDA LIMITED

(FORMERLY KNOWN AS MINDA INDUSTRIES LIMITED)

POLICY ON MATERIAL SUBSIDIARIES

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LEGAL FRAMEWORK

In accordance with Regulation 16(1)(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as “SEBI LODR Regulations” which shall include all its circulars and notifications, issued from time to time], the Company has formulated this policy for determining material subsidiary(ies) of the Company and governance of the material subsidiary(ies).

OBJECTIVE

The objective of this Policy is to determine Material Subsidiaries and disclosure thereof as required under the SEBI LODR Regulations. The Policy also intends to ensure governance of Material Subsidiary(ies) by complying with directorship requirements, review of financial statements, investments made, bringing to the attention of the Board certain transactions / arrangements, auditor engagement, rules regarding disinvestment of shares held by the Company and restrictions on selling/ disposing/ leasing of assets of such subsidiaries by the Company.

SCOPE

The material subsidiary(ies) of the Company will be covered under this policy.

DEFINITIONS

“Company” means Uno Minda 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 other criteria for independence under the SEBI LODR Regulations and the Companies Act, 2013 (“Act”)

“Material Subsidiary” means a subsidiary, whose turnover or net worth exceeds 10% percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

“Policy” means this Policy on material subsidiary(ies).

“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.

“Subsidiary(ies)” means subsidiary of the Company as defined in the Companies Act, 2013.

All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Rules thereunder and the SEBI Listing Regulations as amended from time to time.

POLICY AND PROCEDURE

The Board of the Company shall adopt the following policy and procedures with regard to Subsidiary(ies) of the Company:

A. INDEPENDENT DIRECTOR ON THE BOARD OF MATERIAL UNLISTED SUBSIDIARY INCORPORATED IN INDIA OR OVERSEAS:

- i. At least one independent director on the Board of the Company shall be a director on the Board of Directors of an unlisted material Subsidiary, whether incorporated in India or overseas.
- ii. For the purpose of this clause A (i), 'material subsidiary' shall mean a subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

B. Review of Financial Statements and Minutes of The Unlisted Subsidiary

- i. The Audit Committee of the Company shall also review the financial statements of the unlisted subsidiaries, in particular, the investments made by the unlisted Subsidiary of the Company.
- ii. The minutes of the Board meetings of the unlisted Subsidiary company shall be placed at the Board meeting of the Company.

C. SIGNIFICANT TRANSACTIONS/ARRANGEMENTS OF UNLISTED SUBSIDIARY COMPANIES

The management of the unlisted subsidiary 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.

D. DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY

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 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.

E. DISPOSAL OF ASSETS OF MATERIAL SUBSIDIARY BY THE COMPANY

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 of the Company 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 is disclosed to the recognized stock exchanges within one day of the resolution plan being approved:

Nothing contained in this Clause E shall be applicable if such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the Company.

F. SECRETARIAL AUDIT OF MATERIAL UNLISTED SUBSIDIARIES

Material Subsidiary, which is unlisted and incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary, in such form as may be specified by SEBI/Stock Exchanges:

Explanation:

(i) "Secretarial Auditor" means a Company Secretary in Practice or a firm of Company Secretary(ies) in practice appointed to conduct the Secretarial Audit.

(ii) "Peer Reviewed Company Secretary" means a Company Secretary in practice, who is either practicing individually or as a sole proprietor or as a partner of a Peer Reviewed Practice Unit, holding a valid certificate of peer review issued by the Institute of Company Secretaries of India.

G. DISCLOSURE OF MATERIAL EVENTS OR INFORMATIONS

The Company shall disclose all events or information as covered under Regulation 30 of SEBI LODR Regulations with respect to subsidiaries, which are material for it.

H. COMPLIANCE AT THE TIME OF APPOINTING/RE-APPOINTING AN AUDITOR OF MATERIAL SUBSIDIARY

Upon resignation of the Statutory Auditor of material subsidiary, the material subsidiary shall obtain information from the Auditor in the format as specified under SEBI LODR Regulations. The listed entity shall ensure disclosure of the same under Regulation 30 of SEBI LODR Regulations.

The material subsidiary shall ensure that following conditions are included in the terms of appointment of its statutory auditor at the time of appointing/re-appointing the auditor:

1. If the auditor resigns within 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter.
2. If the auditor resigns after 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter as well as the next quarter.
3. Notwithstanding the above, if the auditor has signed the limited review/ audit report for the first three quarters of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.
4. Reporting of concerns with respect to the material subsidiary to the Audit Committee of the Company:
 - a. In case of any concern with the management of the material subsidiary such as non-availability of information / non-cooperation by the management which may hamper the

audit process, the auditor shall approach the Chairman of the Audit Committee of the Company and the Audit Committee or Board of the material subsidiary. The Audit Committee of the Company and the Audit Committee or Board of the material subsidiary shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.

- b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents shall be brought to the notice of the Audit Committee of the Company and the Audit Committee or Board of the material subsidiary. In cases where the proposed resignation is due to non-receipt of information / explanation from the material subsidiary, the auditor shall inform the Audit Committee of the Company and the Audit Committee or Board of the material subsidiary, of the details of information / explanation sought and not provided by the management of material subsidiary.
 - c. On receipt of such information from the auditor relating to the proposal to resign as mentioned above, the Audit Committee of the Company and the Audit Committee or Board of the material subsidiary, shall deliberate on the matter and communicate its views to the management and the auditor.
5. Disclaimer in case of non-receipt of information: In case the material subsidiary does not provide information required by the auditor, to that extent, the auditor shall provide an appropriate disclaimer in the audit report, which may be in accordance with the Standards of Auditing as specified by ICAI / NFRA.

I. REPORTING AND DISCLOSURE

This Policy shall be placed on Company's website and shall also be disclosed in accordance with the applicable provisions of the Act and SEBI LODR Regulations.

J. AMENDMENT OF POLICY AND LIMITATION

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

This updated policy on Material Subsidiaries is approved by the Board of Directors on this February 06, 2025.