

RADAAN MEDIAWORKS INDIA LIMITED

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

OBJECTIVE

The Policy is framed in accordance with the requirements of Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereof) to determine material subsidiaries of the Company and to provide a governance framework for such material subsidiaries.

DEFINITIONS:

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

- **“Board of Directors”** or **“Board”** means the Board of Directors of the Company as constituted from time to time.
- **“Company”** means Radaan Mediaworks India 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 Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **“Material Subsidiary”**
A subsidiary shall be considered as 'MATERIAL SUBSIDIARY' if –
 - (i) net-worth of the subsidiary exceeds 10% of the consolidated net-worth of the Company in the immediately preceding accounting year OR
 - (ii) income of the subsidiary exceeds 10% of the consolidated income of the Company in the immediately preceding accounting year.
- **“Policy”** means this Policy for Determining Material Subsidiaries (Radaan Subsidiary Policy), as amended from time to time.
- **“Subsidiary”** shall mean a subsidiary as defined under the Act and Rules made thereunder.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India Act, 1992 or any other applicable law or regulation.

POLICY PRINCIPLES

Independent Director on the Board

At least one Independent Director on the Board of Directors of the Company shall be a Director on the Board of Directors of an unlisted material subsidiary whether incorporated in India or not.

For the purpose of compliance with the above, the term “Material Subsidiary” shall mean a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Restriction on disposal of shares

The Company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent 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 and Bankruptcy Code, 2016 ('Insolvency Code') such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

Restriction on disposal of Assets

Selling, disposing and leasing of assets amounting to more than twenty percent 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, 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.

Secretarial Audit

Every material unlisted subsidiary of the Company 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, in such form as may be prescribed.

AMENDMENTS

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy.

The Board may also establish further rules and procedures, from time to time, to give effect to this Policy and to ensure governance of material subsidiary companies.

DISSEMINATION OF POLICY

This policy shall be hosted on the website of the Company and a web link thereto shall be provided in the annual report of the Company.