



NORBEXI INDUSTRIES

Limited

CIN - U55101MH2016PTC273960

www.norbexi.com

NORBEXI INDUSTRIES LIMITED (POLICY FOR DETERMINING MATERIAL SUBSIDIARIES)

*(Approved by the Board of Directors at their Meeting held
on 02nd January, 2026)*



1. Introduction

This Policy is made in accordance with the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

The purpose of this Policy is to:

- Identify which subsidiaries are “Material Subsidiaries”
- Provide rules for governance of such subsidiaries
- Ensure compliance with SEBI and Companies Act requirements

2. Objective

This Policy helps the Company:

- Determine whether a subsidiary is material
- Ensure proper monitoring of material subsidiaries
- Protect the interests of shareholders

The Audit Committee will review this Policy from time to time and suggest changes if required.

3. Definitions

A. Subsidiary

A “Subsidiary” means a company in which Norbexi Industries Limited has control, as defined under the Companies Act, 2013.

B. Material Subsidiary

A subsidiary will be considered “Material” if:

- Its income exceeds 10% of the consolidated income of the Company and its subsidiaries, OR



- Its net worth exceeds 10% of the consolidated net worth of the Company and its subsidiaries

This will be calculated based on the latest audited financial statements.

C. Material Unlisted Indian Subsidiary

An unlisted Indian subsidiary will be considered “Material” if:

- Its income exceeds 10% of the consolidated income, OR
- Its net worth exceeds 10% of the consolidated net worth

D. Significant Transaction

A transaction will be considered “Significant” if it exceeds 10% of the total revenue, expenses, assets, or liabilities of the unlisted subsidiary (based on latest audited financial statements).

4. Governance of Material Subsidiaries

The Company shall ensure the following:

- 1. Review by Audit Committee**
The Audit Committee shall review financial statements and investments of unlisted subsidiaries.
 - 2. Board Minutes**
Minutes of Board Meetings of unlisted subsidiaries shall be placed before the Company’s Board regularly.
 - 3. Significant Transactions**
The Board shall be informed about all significant transactions entered into by unlisted subsidiaries.
 - 4. Independent Director Requirement**
At least one Independent Director of the Company shall be appointed on the Board of an unlisted material subsidiary.
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5. Restriction on Sale of Shares of Material Subsidiary

The Company shall not:

- Reduce its shareholding below 50%, OR
- Lose control over a material subsidiary

Without passing a **Special Resolution** in the general meeting of shareholders.

(Except where such action is taken under an approved scheme of arrangement or resolution plan under Insolvency Code.)

6. Restriction on Sale of Assets of Material Subsidiary

If a material subsidiary wants to:

- Sell, dispose, or lease assets exceeding 20% of its total assets in a financial year

Then prior approval of shareholders by Special Resolution is required.

(Except where done under approved scheme or resolution plan.)

7. Disclosure

- This Policy shall be placed on the Company's website.
- A web link shall be provided in the Board's Report.
- Details shall be disclosed as required under law.

8. Review and Amendment

This Policy may be:

- Reviewed by the Audit Committee
- Amended by the Board

If there is any change in law, the provisions of law shall prevail.