

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. INTRODUCTION

This Policy aims to determine Material Subsidiary(ies) of the Company. This Policy shall be called "Policy for determining material subsidiaries", which is framed in accordance with the provisions of Regulation 16 (1) (C) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Company does not have any material subsidiary as on the date of approving this Policy. This Policy shall apply for determining material subsidiaries of the Company.

The Board of Directors (the "Board") of Brawn Biotech Limited (the "Company") has adopted the following policy and procedures with regard to determination of Material Subsidiaries, as defined below.

This policy shall be applicable to the Company with effect from 25th April, 2019.

2. OBJECTIVE

This policy deals with determination of Material Subsidiaries of Brawn Biotech Limited in terms of Regulation 16 (1) (C) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 which states that the Company shall formulate a policy for determination of the Material Subsidiary and the policy is intended to ensure the governance framework of material subsidiary companies.

3. DEFINITIONS

3.1 "Act" means Companies Act, 2013 including the rules, schedules, clarifications and guidelines issued by the Ministry of Corporate Affairs from time to time.

3.2 "Audit Committee" or "Committee" means Audit Committee constituted by the Board of Directors of the Company or such other Committee as may be approved by the Board of Directors, from time to time, under provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

3.3 "Board of Director" or "Board" means the Board of Directors of Brawn Biotech Limited.

3.4 "Listing Regulations" shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

3.5 "Company" means Brawn Biotech Limited



3.6 "Holding Company" in relation to one or more other Holding company means a company of which such companies are subsidiaries companies.

3.7 "Independent Director" means a director of the Company who satisfies the criteria for independence under Section 149 of Companies Act, 2013 and Listing Regulations.

3.8 "Material Non-Listed Indian Subsidiary" shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital & free reserves) holding company & its subsidiaries in the immediately preceding accounting year.

3.9 "Material Subsidiary" - A subsidiary shall be considered as material if the investment of the company in the subsidiary exceeds 20% of its consolidated net worth as per the audited balance sheet of the previous financial year or if the subsidiary has generated 20% of the consolidated income of the company during the previous financial year.

3.10 "Net Worth" shall mean the net worth as computed based on the last audited financial statements of the Company.

3.11 "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 material unlisted subsidiary for the immediately preceding financial year.

3.12 "Subsidiary Company" shall mean a subsidiary as defined under Section 2(87) of the Companies Act, 2013 and rules related thereto.

Words, terms and expressions used and not defined in these rules or Listing Regulations but defined in the Act shall have the same meaning respectively assigned to them in the Act.

4. CRITERIA FOR DETERMINING MATERIAL SUBSIDIARY

A subsidiary shall be considered as a Material Subsidiary, if any of the following conditions are satisfied:

4.1. If the investment of Company in the Subsidiary exceeds 20% of its consolidated net worth as per the Audited Balance Sheet of the previous financial year; or

4.2. If the Subsidiary has generated 20% of the consolidated income of the Company during the previous financial year.

5. PROVISION WITH REGARD TO SUBSIDIARY COMPANIES

5.1 One Independent Director on the Board of Directors of the Company shall be a director on the Board of Directors of material non-listed Indian Subsidiary Company;

5.2 The Audit Committee of the company shall review the financial statements, in particular the investments made by the unlisted subsidiary company;



5.3 The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the listed company;

5.4 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;

5.5 Subsidiary company shall not either by its own or through its nominees, holds any shares in its holding company & no holding company shall allot or transfer its shares to any of its subsidiary companies & any such allotment or transfer of shares of a company to its subsidiary company shall be void.

6. DISPOSAL OF MATERIAL SUBSIDIARY

6.1 The Company shall not, without prior approval by way of passing a special resolution in its General Meeting:

- a.** 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; or
- b.** Sell, dispose and lease the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year.

6.2 The provision of clause 6.1 shall not be applicable in cases where such divestment, sale, disposal, lease as the case may be is made under a scheme of arrangement duly approved by the Court/Tribunal.

7. DISCLOSURE

7.1 This Policy shall be disclosed on the Company's website at www.brawnbiotech.com

7.2 Web link thereto shall be provided in the Annual Report of the Company.

8. AMENDMENT AND UPDATES

8.1 The Board shall have the power, subject to applicable laws, to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. The Company Secretary being the Compliance Officer is also authorized to make amendment in this policy, where there is any statutory changes necessitating the amendment in the policy.

8.2 The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

