



OMAX AUTOS LIMITED
POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES

Renewed as per Board Meeting dated 02.11.2023

1. Purpose and Scope:

The policy for determining 'material' subsidiaries has been framed in accordance with the provisions of Reg. 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

The policy shall be used to determine material subsidiaries of the Company and to provide the governance framework of such subsidiaries.

All the words and expressions used in this policy, unless defined in this policy, shall have meaning assigned to them under the LODR Regulations or in absence of which, as per the Companies Act, 2013 and any rules and regulations made thereunder, as amended from time to time.

2. Identification of Material Subsidiary:

"Material Subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

"Subsidiary(s)" shall mean subsidiaries of the Company as defined under the Act and as per the applicable accounting standards. Words, terms and expressions used and not defined in these rules or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 but defined in the Act shall have the same meaning respectively assigned to them in the Act.

3. Disposal of shares/assets in material subsidiary:

- (i) A listed entity 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 Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.
- (ii) 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.

4. Policy review:

This policy is subject to review by the Board of Directors as and when necessary as per statutory requirements.

The Management of the Company shall monitor and ensure that as and when any of the subsidiary is determined as a Material Subsidiary the same shall be intimated to the Audit Committee. The Audit Committee shall review the same and make suitable recommendations to the Board to ensure compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard.