

**VICEROY HOTELS LIMITED**

**POLICY FOR DETERMINING MATERIAL SUBSIDIARIES**

## **I. Purpose:**

Viceroy Hotels Limited (**“the Company”**), being a Listed Company, is also governed by the rules and regulations issued by Securities and Exchange Board of India (SEBI). This policy will be used to determine the Material Subsidiary Company and Material Non-Listed Indian Subsidiary Company of the Company and to provide the governance framework for such subsidiaries.

## **II. Compliance and Legal Framework:**

The Board of Directors (Board) of the Company has adopted the Policy for Determining Material Subsidiaries (Policy) in accordance with the Regulation 27 of SEBI (LODR) Regulations, 2015 enumerated below.

## **III. Definitions:**

The terms defined in this Policy shall have the meanings herein specified and terms not defined shall have the meanings as defined in the Companies Act, 2013 ('Act') and Regulation 27 of SEBI (LODR) Regulations, 2015 including any statutory modifications or re-enactments thereof.

“Act” means the Companies Act, 2013 including any statutory modification or re-enactment thereof.

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 27 of SEBI (LODR) Regulations, 2015.

“Board of Directors” or “Board” means the Board of Directors of Viceroy Hotels Limited, as constituted from time to time.

“Company” means Viceroy Hotels Limited.

“Group, means Viceroy Hotels Limited and its Subsidiary Companies.

“Independent Director” means an Independent Director referred to in sub-section (6) of Section 149 of the Act and appointed as such;

“Policy” means Policy for determining Material Subsidiary (ies) of the Company amended from time to time.

“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”.

“Material Unlisted Indian Subsidiary shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year”.

“Subsidiary” means a Subsidiary Company as defined in Section 2(87) of the Act.

## **IV. Policy and Procedure:**

**1.** The Management will identify the Subsidiary Company (ies) of the Company which fulfils the conditions laid down in Section 2(87) of the Companies Act, 2013 on periodic basis.

*\*Adopted at the Board Meeting held on 20-Oct-2023 under the new management post Corporate Insolvency Resolution Process*

2. The Management will identify amongst the Subsidiary Company (ies), Material Subsidiary (ies), which are, listed or non-listed, and, Indian or non-Indian and will present the details of Material Subsidiary (ies) together with the details of materiality defined therein before the Board and Audit Committee of the Board.
3. The Audit Committee shall also review the financial statements, in particular, the investments made by the Unlisted Subsidiary Company.
4. The minutes of the Board Meetings of the Unlisted Subsidiary Company shall be placed at the Board Meeting of the Company at regular intervals.
5. The Board shall be provided with a statement of all significant transactions and arrangements entered into by the Unlisted Subsidiary Company.
6. One Independent Director of the Company shall be a Director on the Board of the Material unlisted Indian Subsidiary.
7. The Company shall not dispose of shares in Material Subsidiary, which would 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 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 Court /Tribunal.
8. 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 by way of special resolution unless the sale / disposal / lease is made under a scheme of arrangement duly approved by a Court /Tribunal.

**V. Disclosures:**

The Company shall disclose in its Board's Report, details of this Policy as required under the Act and SEBI (LODR) Regulations, 2015. This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Board's Report.

**VI. Limitation and Amendment:**

In the event of any conflict between the provisions of this Policy and of the Act or SEBI (LODR) Regulations, 2015 or any other Statutory enactments, Rules, the provisions of such Act or SEBI (LODR) Regulations, 2015 or Statutory enactments, Rules shall prevail over this Policy. Any subsequent amendment / modification in the SEBI (LODR) Regulations, 2015, Act and / or applicable laws in this regard shall automatically apply to this Policy.