NUPUR RECYCLERS LIMITED

POLICY FOR DETERMINING OF MATERIAL SUBSIDIARIES

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POLICY FOR DETERMINING OF MATERIAL SUBSDIARIES

1. INTRODUCTION

The Board of Directors (the "Board") of Nupur Recyclers Limited (the "Company") has adopted the following policy and procedures with regard to determining of Material Subsidiaries as defined below. The Board may review and amend this policy from time to time.

This Policy will be applicable to the Company. This Policy is to regulate the investments of Company in Material Subsidiaries and oversee the functioning of Material subsidiaries based on the applicable laws and regulations applicable on the Company.

2. POLICY OBJECTIVE

This Policy is framed as per the requirement of Regulation 16 (1) (c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015") which is intended to ensure that Board of Directors has overall supervision of functioning of Material Subsidiaries of the Company and to regulate the investments of the Company in the Material Subsidiaries.

3. DEFINITIONS

i. **"Audit Committee or Committee"** means "Audit Committee" constituted by the Board of Directors of the Company, from time to time, under the provisions of Companies Act, 2013 and Listing Regulations, 2015.

ii. **"Board of Directors"** or **"Board"** means the Board of Directors of Nupur Recyclers Limited, as constituted from time to time.

iii. **"Company"** means Nupur Recyclers Limited.

iv. **"Independent Director"** means a director as per the provisions of the Companies Act, 2013 and Listing Regulations, 2015 as amended from time to time.

v. **"Policy" means Policy** for determining Material Subsidiaries.

vi. **"Subsidiary"** shall mean a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013;

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

viii. **"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 unlisted subsidiary for the immediately preceding accounting year.

Any other term not defined herein shall have the same meaning as defined in the companies Act, 2013, Listing Regulations or any other applicable law or regulation.

4. POLICY

1. At least one **Independent Director** on the Board of the Company shall be a director on the Board of an Unlisted Material Subsidiary, incorporated in or outside India.

   For the purpose of (1), "material subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

2. All material unlisted subsidiaries incorporated in India shall undertake secretarial audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex with its annual report, a secretarial audit report, given by a Peer Reviewed company secretary in practice.

   Secretarial Auditor means a Company Secretary in Practice or a firm of Company Secretary (is) in practice appointed to conduct the Secretarial Audit.

3. The Audit Committee of Board of the Company shall 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 Companies shall be placed before the Board of the Company.

5. The management of the unlisted subsidiary company shall periodically bring to the notice of the Board of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company.

5. DISPOSAL OF MATERIAL SUBSIDIARY

A. The Company without the prior approval of the members by Special Resolution, except in cases where such divestment is made under a scheme of arrangement duly approved by

Court/ tribunal or under a resolution plan duly approved under section 31 of the Insolvency and Bankruptcy Code 2016 and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved, shall not:

- dispose of shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%; or
- cease the exercise of control over the Subsidiary;

B. The Company without prior approval of shareholders by way of Special Resolution, except in cases of 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 and Bankruptcy Code 2016 and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved, shall not sell, dispose and lease of the assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year:

Nothing contained in Clause 5(B) shall be applicable if such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the listed entity.

6. DISCLOSURES

The Policy for determining material subsidiaries is to be disclosed on the Company's Website https://www.nupurrecyclers.com and a web link to be provided in the Annual Report of the Company, as per the provisions of laws in force.

REVISION HISTORY

Version No.	Reviewed by	Approved by	Release Date
1	Company Secretary & Compliance officer	Board of Directors	06.10.2021
2	Company Secretary & Compliance officer	Board of Directors	31.01.2025