

## **ANSAL BUILDWELL LIMITED**

### **POLICY REGARDING SUBSIDIARY COMPANIES**

M/s Ansal Buildwell Ltd. has six Non-material Unlisted Subsidiary Companies.

- 1) M/s Triveni Apartments Pvt. Ltd.
  - 2) M/s Lancers Resorts & Tours Pvt. Ltd.
  - 3) M/s Sabina Park Resorts & Marketing Pvt. Ltd.
  - 4) M/s Ansal Real Estate Developers Pvt. Ltd.
  - 5) M/s Potent Housing & Construction Pvt. Ltd.
  - 6) M/s Ansal Crown Infrabuild Pvt. Ltd.
- a) The Audit Committee of our Company review the Financial Statements, in particular, the investment made by the unlisted subsidiary companies
- b) The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the listed holding company i.e. Ansal Buildwell Ltd. The management should periodically bring to the attention of the Board of Directors of the listed holding company, a statement of all significant transactions and arrangement if any, entered into by the unlisted subsidiary company.
- c) A subsidiary shall be considered as material if
- “the income or net worth of the subsidiary exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.”
- d) At least one Independent Director on the Board of the Company shall be a director on the Board of the unlisted material subsidiary, whether incorporated in India or not.
- For the purpose of compliance with the above clause, the term ‘Material Subsidiary’ shall mean a subsidiary whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- e) every ‘Material Unlisted Subsidiary’ of the Company incorporated in India shall undertake Secretarial audit and shall annex a secretarial audit report, given by a Company Secretary in practice in such form as may be specified, with the annual report of the Listed Company.
- f) Listed Company shall not dispose of shares in its material subsidiary resulting in reduction of its overall shareholding to less than 50% or cease to exercise control over subsidiary without passing special resolution in general meeting except in case where such divestment is made under a scheme of arrangement duly approved by the Tribunal/Court or under a resolution plan duly approved under Section 31 of Insolvency Code and such an event is disclosed to

the Recognised Stock Exchange within one day of the resolution plan being approved.[Regulation 24(5) of LODR]

- g) Sale or disposal or leasing of assets amounting to more than 20% of the assets of a material subsidiary (on an aggregate basis during a financial year), subject to certain exceptions, requires prior approval of the shareholders of the listed holding company by way of a special resolution. [Regulation 24(6) of LODR]

Exception:

If such sale / disposal / lease is made under a scheme of arrangement duly approved by the Tribunal/Court or under a resolution plan duly approved under Section 31 of Insolvency Code and such an event is disclosed to the Recognised Stock Exchange within one day of the resolution plan being approved.