

POLICY ON DETERMINING MATERIAL SUBSIDIARY

[Amended and Approved by the Board of Directors on February 11, 2025]

Version	Approval Date by Board of Directors
2.0	November 30, 2022
3.0	February 11, 2025

I. Preamble

Pursuant to Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is required to formulate a policy for determining material subsidiary.

The Board of Directors of CSL Finance Limited (the “Company”) is obliged to formulate a policy for determining “material subsidiaries” to comply with the requirements of Regulation 16(1)(c) and 24 of Listing Regulations, 2015 for such material subsidiaries.

II. DEFINITION:

“**Act**” means the Companies Act 2013 as may be amended from time to time.

“**Board of Directors**” or “Board” means the Board of Directors of CSL Finance Limited, as constituted from time to time.

“**Company**” means CSL Finance Limited.

“**Independent Director**” means a director of the Company, not being a whole time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under the Companies Act, 2013 and the Listing Regulations.

“**Subsidiary**” means a subsidiary as defined under the Act and Rules made there under. Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Regulation, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

“**Identification of Material subsidiary**” 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.

III. COMPLIANCE WITH LISTING REGULATIONS AND THE COMPANIES ACT, 2013:

- i. The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted material subsidiary Company.
- ii. The minutes of the Board Meetings of the unlisted material Subsidiary Companies shall be placed before the Board of the Company.
- iii. The management shall periodically bring to the attention of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the unlisted material subsidiary company.

The term “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.

- iv. One Independent Director of the Company shall be a director on the Board of the unlisted material Subsidiary Company, whether incorporated in India or not.
- v. The management shall present to the Audit Committee annually the list of such material subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board.
- vi. The Company without the prior approval of the members by special resolution, shall not
 - a. dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50 per cent or cease the exercise of control over the subsidiary or;
 - b. sell, dispose and lease the assets of the material subsidiary amounting to more than 20 percent of the assets of the material subsidiary on an aggregate basis during a financial year; except in cases where such divestment/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 .

IV. GENERAL:

The words and terms not defined in the Policy shall carry the same meaning as assigned in the Listing Regulations. The Board of Directors may review or amend this policy, in whole or in part, from time to time as per the requirement of the Listing Regulations or any other statute.

V. DISCLOSURE

The material subsidiaries policy shall be disclosed on the website of the Company & a web link thereto shall be provided in its Annual Report.

VI. AMENDMENTS

Any amendment to this policy shall be made with the approval of Board of Directors of the Company.

However, the Company Secretary of the Company is authorized to make necessary amendments to this policy as required to align with amendments in statutory provisions or regulatory requirements.

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