



POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. INTRODUCTION

The Board of Directors (the "Board") of **A2Z INFRA ENGINEERING LTD.** (the "Company") has adopted the following policy and procedures with regard to determination of Material Subsidiaries, as defined in this Policy below.

This policy shall be applicable to the Company with effect from 1st October, 2014 and the amended policy shall be applicable with effect from 1st April, 2019.

2. OBJECTIVE

This policy deals with determination of Material Subsidiaries of **A2Z INFRA ENGINEERING LTD.** in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI (LODR) Regulations,") states that the Company shall formulate a policy for determination of the Material Subsidiary and the policy is intended to ensure the governance framework of material subsidiary companies.

3. DEFINITIONS

"Act" means Companies Act, 2013 & rules made there under.

"Audit Committee" or "Committee" means Audit Committee constituted by the Board of Directors of the Company, from time to time, under provisions of section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations,.

"Board of Director" or "Board" means the Board of Directors of **A2Z INFRA ENGINEERING LTD.**, as constituted from time to time.

"Company" means **A2Z INFRA ENGINEERING LTD.**

"Holding Company" in relation to one or more other Holding company means a company of which such companies are subsidiaries companies.

“Independent Director” means a director of the Company who satisfies the criteria for independence under Section 149 of Companies Act, 2013 and SEBI (LODR) Regulations.

“Material Subsidiary” - shall mean a subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

“Subsidiary Company” shall mean a subsidiary as defined under Section 2(87) of the Companies Act, 2013 and rules related thereto.

“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 financial year.

4. CRITERIA FOR DETERMINING MATERIAL SUBSIDIARY

A subsidiary shall be considered as a Material Subsidiary, if any of the following conditions are satisfied:

- i. If the investment of Company in the subsidiary exceeds 10% of its consolidated net worth of the listed entity and its subsidiaries in the immediately preceding accounting year; or
- ii. If the Subsidiary has generated 10% of the consolidated income of the listed entity and its subsidiaries in the immediately preceding accounting year..

5. PROVISION WITH REGARD TO SUBSIDIARY COMPANIES

5.1 One Independent Director on the Board of Directors of the Company shall be a director on the Board of Directors of material non-listed Subsidiary Company, whether incorporated in India or not.

Explanation: For the purposes of this provision, notwithstanding anything to the contrary contained in clause 4, 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

5.2 The Audit Committee of the company shall review the financial statements, in particular the investments made by the unlisted subsidiary company.

5.3 The minutes of the Board meetings of the unlisted subsidiary company shall be placed at the Board meeting of the listed company.

5.4 The management of the unlisted subsidiary shall periodically bring to the attention of the Board of Directors of the company, a statement of all significant transactions & arrangements entered into by the unlisted subsidiary company;

5.5 Subsidiary company shall not either by its own or through its nominees, holds any shares in its holding company & no holding company shall allot or transfer its shares to any of its subsidiary companies & any such allotment or transfer of shares of a company to its subsidiary company shall be void.

6. DISPOSAL OF MATERIAL SUBSIDIARY

6.1 The Company shall not, without prior approval by way of passing a special resolution in its General Meeting:

- a. 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; or
- b. Sell, dispose and lease the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year.

6.2 The provision of clause 6.1 shall not be applicable in cases where such divestment, sale, disposal, lease as the case may be is made under a scheme of arrangement duly approved by the 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.

7. DISCLOSURE

7.1 This Policy shall be disclosed on the Company's website at www.a2zgroup.com

7.2 Web link thereto shall be provided in the Annual Report of the Company.

8. AMENDMENT AND UPDATES

8.1 The Board shall have the power, subject to applicable laws, to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy. The Company Secretary of the Company being the Compliance Officer is also authorized to make amendment in this policy.

8.2 In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

8.3 The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.
