

POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES

Purpose of this policy:

1. Tirupati Sarjan Limited ("Company") is governed, amongst others, by the rules and regulations framed by Securities Exchange Board of India ("SEBI"). SEBI has mandated every listed company to formulate a Policy for determining 'Material' subsidiaries.
2. Accordingly, the Company has formulated this policy to determine the material subsidiaries and to provide the governance framework for such subsidiaries.
3. The Audit Committee will review the Policy periodically and may amend the same from time to time and propose the same to the Board for approval.

Definitions:

1. "Act" shall mean the Companies Act, 2013 and includes any amendment thereof.
2. "Board" shall mean Board of Directors of the Company.
3. All capitalized terms used in this Policy but not defined herein shall have the meaning assigned to such term in the Act and the Rules thereunder and SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, ("Regulations") as amended from time to time.

If there is a dispute with regard to definition of any word then the same shall be referred to Audit Committee and its decision shall be final.

Policy and procedure:

1. The Audit Committee shall also review the financial statements, in particular, the investments made by the Unlisted Subsidiary of the Company.
2. The minutes of the Board meetings of the Unlisted Subsidiary Company shall be placed at the Board meeting of the Company at regular intervals.
3. The Board shall be provided with a statement of all significant transactions and arrangements entered into by the Unlisted Subsidiary Company.
4. One Independent Director of the Company shall be a director on the board of the Material Non-Listed Indian Subsidiary.
5. The Company shall not 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% 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.
6. Selling, disposing and leasing of assets amounting to more than twenty percent 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.

Limitation and Amendment

In the event of any conflict between the provisions of this Policy and of the Act or the Regulations or any other statutory enactments, rules, the provisions of such Act or the Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.