

## *POLICY ON MATERIAL SUBSIDIARY*

The Board of Directors (the "Board") of RDB Realty & Infrastructure Limited (the "Company") has adopted the following policy and procedures with regard to determination of Material Subsidiaries as defined below in terms of Regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**"Subsidiary Company" or "Subsidiary"** in relation to any other company (that is to say the holding company), means a company in which the holding company

- i. Controls\*the composition of the Board of Directors; or
- ii. Exercises or controls more than one half of the total share capital either at its own or together with one or more of its subsidiary companies;

Explanation- For the purpose of this definition,-

- a. A company shall be deemed to be a subsidiary company of the holding company even if the control referred to in clause (i) or (ii) above is of another subsidiary company of the holding company;
- b. The composition of a company's Board of Directors shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the directors;
- c. The expression "company" includes anybody corporate;

\*The term "control" shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner {Companies [Specifications of definitions details] Rules 2014}.

In terms of Regulation 16(1)(c) **"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 subsidiary in the immediately preceding accounting year.