

# **IRB INFRASTRUCTURE DEVELOPERS LIMITED**

## **Policy for determining material subsidiaries**

### **INTRODUCTION**

IRB Infrastructure Developers Limited is listed entity in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

As per the provisions of Regulation 16 of Listing Regulations, a company which has its equity shares listed on a stock exchange is required to formulate a policy for determining ‘material’ subsidiaries.

### **OBJECTIVE**

The objective of this Policy is to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries, as required under the Listing Regulations.

### **DEFINITIONS**

- i. **“Company”** means IRB Infrastructure Developers Limited.
- ii. **"Control"** shall have the same meaning as assigned to it under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- iii. **“Policy”** means this policy for determining the material subsidiaries of the Company.
- iv. **“Subsidiary” or “Subsidiaries”** means subsidiary or subsidiaries of the Company as defined in sub-section (87) of Section 2 of the Companies Act, 2013.
- v. **“Net worth”** means net worth as defined in sub-section (57) of Section 2 of the Companies Act, 2013.
- vi. **“Material Subsidiary”** shall mean material subsidiary as defined in regulation 16(1)(c) of Listing Regulations.

### **INDEPENDENT DIRECTOR ON THE BOARD OF MATERIAL UNLISTED SUBSIDIARY INCORPORATED IN INDIA OR OVERSEAS**

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 overseas.

For the purposes of this provision, Material Subsidiary shall mean as defined in regulation 24(1) of Listing Regulations.

## **RESTRICTION ON DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY**

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 such limits as prescribed in regulation 24(5) of Listing Regulations or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in such cases where divestment 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.

## **RESTRICTION ON DISPOSAL OF ASSETS OF MATERIAL SUBSIDIARY BY THE COMPANY**

Selling, disposing and leasing of assets of the Material Subsidiary amounting to such limits as prescribed in regulation 24(6) of Listing Regulations 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 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.

## **SECRETARIAL AUDIT BY MATERIAL UNLISTED SUBSIDIARIES INCORPORATED IN INDIA**

The Company and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its Annual Report, a secretarial audit report, given by a company secretary in practice, in such form as may be specified.

## **DISCLOSURES**

As required under the Listing Regulations, this Policy shall be disclosed on the Company's website viz. [www.irb.co.in](http://www.irb.co.in) and a web link thereto shall be provided in the Annual Report.

## **AMENDMENTS / MODIFICATIONS**

In case of any subsequent changes in the provisions of the Companies Act, 2013 or the Listing Regulations or any other applicable law which makes any of the provisions in this Policy inconsistent with the Companies Act, 2013 or Listing Regulations or such applicable law, the provisions of the Companies Act, 2013 or Listing Regulations or such applicable law would prevail over the Policy and the provisions in this Policy would be modified in due course to make it consistent with such changes.

The Chairman & Managing Director, in consultation with the Board of Directors, will review this policy as often as it considers necessary to ensure that it meets the objectives of the relevant laws and remains effective.