Groww

Billionbrains Garage Ventures Limited

Policy for Determining Material Subsidiary

(pursuant to Regulation 16 (1) (C) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015)

Table of Contents

1. Purpose and Scope:

The Policy for determining 'material' subsidiary companies has been framed in accordance with the provisions of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Policy will be used to determine the Material Subsidiaries of the Billionbrains Garage Ventures Limited ("Company") and to provide the governance framework for such subsidiaries.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the SEBI Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the rules, notifications and circulars made/issued thereunder, as amended, from time to time.

2. Identification of "Material" Subsidiary

"Audit Committee" shall mean a committee of the Company constituted under section 177 of the Companies Act, 2013 and regulation 18 of the SEBI Listing Regulations;

"Board of Directors" or **"Board"** in relation to the Company, shall mean the collective body of the directors of the company;

"Independent Director" shall mean the independent director on the Board, in accordance with section 149 (6) of the Companies Act and regulation 16 (1)(b) of the SEBI Listing Regulations.

"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, as per regulation 16(1)(c) of the SEBI Listing Regulations.

3. Governance framework for unlisted subsidiary including material subsidiary as mentioned under Regulation 24 and 24A of the SEBI Listing Regulations:

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

ii. The minutes of the Board meetings of the unlisted subsidiary company shall be placed before the Board of Directors of the Company.

iii. 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 and arrangements entered into by the unlisted subsidiary company.

Significant Transactions shall mean a transaction or arrangement shall be considered significant if it exceeds or is likely to exceed 10 percent of 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. Independent Director on the Board of an Unlisted Material Subsidiary

At least 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.

For the purposes of above, and in accordance with regulation 24 of the SEBI Listing Regulations, the term "material subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds 20 percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding financial year.

v. Restrictions on disposal of shares of a Material Subsidiary

The Company shall obtain prior approval of shareholders by way of special resolution, if the disposal of shares in its Material Subsidiary (either on its own or together with other subsidiaries) results in reduction of its shareholding, to less than 50 percent or the Company ceases the exercise of control over such subsidiary.

Such approval shall not be required if the disinvestment is:
- under a scheme of arrangement duly approved by a Court/Tribunal, or
- under a resolution plan duly approved under section 31 of the Insolvency and Bankruptcy Code, 2016 ("Insolvency Code") and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

vi. Restriction on transfer of assets of a Material Subsidiary

The Company shall obtain prior approval of shareholders by way of special resolution, if any sale, disposal and leasing of assets amounting to more than 20 percent of the assets of the Material Subsidiary on an aggregate basis during a financial year.

Such approval shall not be required, if such sale, disposal, lease of assets is:
- 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.

vii. Secretarial Audit by Unlisted Material Subsidiaries

Every unlisted Material Subsidiaries incorporated in India shall undertake secretarial audit by a Secretarial Auditor who shall be a peer reviewed Company Secretary, and the secretarial audit report shall be annexed with the annual report of the Company.

4. Disclosures

As required under the SEBI Listing Regulations, this Policy shall be disclosed on the Company's website and provide a web link to it in the Annual Report.

5. Policy review and amendment

The Board shall review, modify and/or amend the said policy at any time subject to the provisions of the SEBI Listing Regulations and the Companies Act and rules framed thereunder and any other applicable law.

Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

6. Version Control

Sr. No.	Versions	Approval date	Approved by
1	Version 1	April 22, 2025	Board of Directors