



**POLICY ON DETERMINATION OF MATERIAL SUBSIDIARY
OF
INSULATION ENERGY LIMITED
{Pursuant to Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015}**

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1. PREAMBLE:

The Board of Directors (the “Board”) of INSOLATION ENERGY LIMITED (hereinafter referred as the “Company”) has adopted the following policy and procedures with regard to the determination of Material Subsidiaries as defined below. The Board may review and amend this policy from time to time.

This Policy will be applicable to the Company effective from the date of listing of the equity shares of the Company on the stock exchange(s). This Policy is in terms of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”).

2. OBJECTIVE:

The purpose of forming the Policy is to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries.

3. DEFINITIONS:

- i. **“Act”** means Companies Act, 2013 & rules made there under.
- ii. **“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 Act and Regulation 18 of the Listing Regulations.
- iii. **“Independent Director”** means a director of the Company, not being a whole-time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence under section 149 of the Act and Regulation 16(1)(b) of the Listing Regulations, as amended from time to time.
- iv. **“Material Subsidiary”** shall mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- v. **“Policy”** means Policy on the determination of Material Subsidiary.
- vi. **“Significant transaction or arrangement”** means 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 accounting year.
- vii. **“Subsidiary”** shall be as defined under Section 2(87) of the Act and the Rules made thereunder.

4. BASIS OF DETERMINING MATERIAL SUBSIDIARY:

This Policy lays down the basis for determining material subsidiary of the company in alignment with the Listing Regulations. A subsidiary shall be considered material if:

- i. its turnover exceeds ten percent of the consolidated turnover, of Company and its subsidiaries in the immediately preceding accounting year; or
- ii. its net worth exceeds ten percent of the consolidated net worth, of Company and its subsidiaries in the immediately preceding accounting year.

5. IDENTIFICATION:

"Material subsidiary" of the Company would be identified, if any, as one-time exercise and such exercise shall be done during each financial year and the conclusion shall be placed before the Audit Committee and the Board of the Company in the first meeting of financial year.

6. PROVISION WITH REGARD TO SUBSIDIARY COMPANIES:

- i. The Audit Committee of the company shall also 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 at the Board meeting 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 & arrangements entered in to by the unlisted subsidiary company;
- iv. At least one independent director on the Board of Directors of the company shall be a director on the Board of Directors of an unlisted material subsidiary company, whether incorporated in India or not;

7. DISPOSAL:

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 or equal to 50% or cease the exercise of control over the subsidiary without passing a special resolution in General Meeting except in cases where such disinvestment 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.

Further, sell, disposal & lease of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year shall require approval of the shareholders by way of passing special resolution, unless the sale/disposal/lease is made under

a scheme of arrangement duly approved by 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.

Nothing contained in point 7 of this policy shall be applicable if such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the listed entity.

8. DISCLOSURES:

The Policy for determining material subsidiaries shall be uploaded on the website of the Company and shall be disclosed in such other way as per the requirement of provisions of law in force.

9. AMENDMENT:

The Board of Directors reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. In the event of any conflict between the provisions of this Policy and of Act/Listing Regulations or any other statutory enactments, rules, the provisions of such Act/Listing Regulations or statutory enactments, rules shall prevail over this Policy.
