EPL LIMITED
POLICY FOR DETERMINING MATERIAL SUBSIDIARY [1]

[1] Amended as on March 28, 2025

POLICY FOR DETERMINING MATERIAL SUBSIDIARY (“POLICY”)

1. PURPOSE

The purpose of this Policy is to set guidelines to determine the Material Subsidiaries as required under Regulation 16(1)(c) of the SEBI LODR Regulations. Keeping in view the amendments in SEBI LODR Regulations, the Policy is amended and adopted in substitution of the existing policy for determining Material Subsidiaries.

2. OBJECTIVE

The objective of this Policy is to determine:

- Meaning of Material Subsidiary.
- Requirement of Independent Director in certain Material Unlisted Indian Subsidiaries.
- Restriction on disposal of shares or assets of Material Subsidiary by the Company.
- Matters to be reviewed by the Audit Committee/Board.
- Disclosure requirements, based on the provisions of the SEBI LODR Regulations and any other laws and regulations as may be applicable to the Company.

3. DEFINITIONS

3.1 **“Act”** means the Companies Act, 2013, and Rules made thereunder, as may be clarified, amended, re-enacted and for the time being in force.

3.2 **“Board”** means Board of Directors of the Company for the time in force.

3.3 **“Company”** means “EPL Limited” having CIN L74950MH1982PLC028947.

3.4 **“Material Subsidiary”** shall mean a subsidiary, whose income or net worth exceeds 10% percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

3.5 **“Material Unlisted Indian Subsidiaries”** shall mean an unlisted subsidiary, whose income or net worth exceeds 10% percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

3.6 **“Policy”** means the Policy on Material Subsidiaries.

3.7 **“SEBI LODR Regulations”** shall include the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended from time to time).

3.8 **“Significant Transaction or Arrangement”** shall mean 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 Company for the immediately preceding accounting year.

3.9 **“Subsidiary Company or Subsidiary”** means a subsidiary company as defined under 2(87) of the Companies Act, 2013.

3.10 Any other term not defined in this Policy, shall have the same meaning as defined in the Companies Act, 2013 or Rules thereunder, SEBI LODR Regulations or any other law applicable to the Company.

3.11 Unless the context requires otherwise, words importing the singular include the plural and *vice versa* and pronouns importing a gender include each of the masculine, feminine and neuter genders and shall be interpreted in the wide sense in spirit of this Policy.

4. GOVERNANCE FRAMEWORK

4.1 **Appointment of Independent Director:**

At least one Independent Director on the Board of the Company shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.

For the purpose of this provision, "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

4.2 **Disposal of shares or assets of Material Subsidiary:**

The Company, without passing special resolution in its General Meeting shall not:

(a) Restriction on disposal of shares
   - dispose shares in the Material Subsidiary that reduces 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.

(b) Restriction on disposal of assets
   - sell, dispose or lease the assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year.

<u>Exception</u>

The above restrictions shall not be applicable where such 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 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.

4.3 **Significant Transactions:**

The management of the Unlisted Subsidiary shall periodically bring to the notice of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary.

For the purpose of this regulation, the term "significant transaction or arrangement" shall mean 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.

Where the Company has a listed Subsidiary, which is itself a holding company, the provisions of this Policy shall also apply to the listed Subsidiary in so far as its subsidiaries are concerned.

4.4 **Secretarial Audit:**

The Company and its Material Unlisted Subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report given by a company secretary in practice, in prescribed format, with the annual report of the Company.

4.5 **Other Provisions:**

a. The Audit Committee of the Company shall also review the financial statements, in particular, the investments made by the unlisted Subsidiary Company.

b. The minutes of the board meetings of the unlisted Subsidiary Company shall be placed at the board meeting of the Company.

c. The Company shall disclose all events or information with respect to subsidiaries which are material for the Company, as per the provisions of Regulation 30(9) of the SEBI LODR Regulations.

5. DISCLOSURE

As per the requirements of Regulation 46(2)(h) of SEBI LODR Regulations, this Policy shall be disclosed on the Company's website www.eplglobal.com and a web link thereto shall be provided in the annual report.

6. AMENDMENTS AND USAGE IN THE POLICY

This Policy may be reviewed, amended, added or substituted by the Board as it thinks fit. This Policy shall automatically stand modified to the extent of regulatory changes as and when such changes are made effective.

In case of any inconsistency between this Policy and the provisions of the Act and its Rules / SEBI LODR Regulations/any other statutory provisions, the provisions of Act and its Rules / SEBI LODR Regulations/any other statutory provisions shall prevail.