MAHALAXMI RUBTECH LIMITED

(CIN: L25190GJ1991PLC016327)

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

With Effective From: December 1, 2015

Last Amended On: April 1, 2026

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

[Pursuant to the SEBI (LODR) Regulations, 2015]

I. PURPOSE AND SCOPE:

The Policy for determining 'material' Subsidiary Companies had been framed in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (the SEBI (LODR) Regulations, 2015) and has been updated in accordance with Regulation 24 of the SEBI (LODR) Regulations, 2015.

The Policy will be used to determine the material Subsidiaries of Mahalaxmi Rubtech Limited (referred to as "MRT" or "the 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 (LODR) Regulations, 2015 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.

II. Identification of 'Material' Subsidiary:

A Subsidiary shall be considered as material if:

(a) the Net Worth of the Subsidiary, exceeds 20 per cent of the consolidated Net Worth of MRT and its Subsidiaries in the immediately preceding accounting year; Or

(b) if the Income of the Subsidiary exceeds 20 per cent of the consolidated Income of MRT and its Subsidiaries in the immediately preceding accounting year.

III. GOVERNANCE FRAMEWORK:

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

(b) The minutes of the Board Meetings of the Unlisted Subsidiary shall be placed before the Board of the Company.

(c) 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.

The term "significant transaction or arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10 percent 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.

(d) At least one Independent Director of the Company shall be a director on the Board of the unlisted material Subsidiary, whether incorporated in India or not.

(e) The Management shall present to the Audit Committee annually the list of such Subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board. Policy for determining material Subsidiaries

IV. DISPOSAL OF MATERIAL SUBSIDIARY:

The following disposals shall not be permitted:

(a) The Company reducing its shareholding (either on its own or together with other Subsidiaries) to less than or equal to fifty per cent or ceasing exercise of control over the Subsidiary; Or

(b) Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the material Subsidiary on an aggregate basis during a financial year

without passing a special resolution in the Company's General Meeting except in cases 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 Code and such an event is disclosed to the Recognized Stock Exchanges within one day of the resolution plan being approved.

V. POLICY REVIEW:

This Policy is framed pursuant to the provisions of the SEBI (LODR) Regulations, 2015.

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

This Policy shall be reviewed by the Audit Committee as and when any changes are to be incorporated in the Policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the Policy as recommended by the Committee would be given for approval of the Board of Directors.
