

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

(As per Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Scope and Purpose of the Policy

The Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the company to formulate a policy for determining material subsidiaries.

Considering the requirements of the Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Themis Medicare Limited (the "Company")** has formulated the policy for determining material subsidiaries. This Policy has been adopted by the Board of Directors of the Company. Going forward, the Board of Directors would review and amend the Policy / procedures, as and when required.

Objective of the Policy

The objective of this Policy is to fix the threshold for determining material subsidiaries.

Definitions

- a. **"Audit Committee or Committee"** means "Audit Committee" constituted by the Board of Directors of the Company, from time to time, under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and a fresh Listing Agreement entered into with the Stock Exchanges and the Companies Act, 2013, as amended from time to time.
- b. **"Board of Director" or "Board"** means the Board of Directors of Themis Medicare Limited, as constituted from time to time.
- c. **"Independent Director"** as defined under Companies Act, 2013 and rules made thereunder as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- d. **"Consolidated Income or Networth"** means the total income or networth of the Company and its subsidiaries.

- e. **“Material non-listed subsidiary”** shall mean subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- f. **“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 non-listed subsidiary for the immediately preceding accounting year.
- g. **“Subsidiary”** shall be as defined under the Companies Act, 2013 and the Rules made thereunder.

Threshold for Determining Material Subsidiaries

A subsidiary shall be considered as material if the income or net worth of the company exceeds **ten*** percent of the consolidated income or net worth respectively, of Themis Medicare Limited and its subsidiaries in the immediately preceding accounting year.

Policy

- a) The Company, without the prior approval of the members by Special Resolution, shall not, except in cases where such divestment is made under a scheme of arrangement duly approved by Court/Tribunal:
 - dispose off the shares in Material Subsidiaries which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or
 - cease the exercise of control over the Subsidiary or
 - sell, dispose or lease the assets amounting to more than 20% of the assets of the material subsidiary.
- b) 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, whether incorporated in India or not.
- c) The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the non-listed subsidiary Company periodically.

Amendments:

This Policy is subject to revision/amendments in accordance with the guidelines as may be issued by the Ministry of Corporate Affairs, SEBI or other regulatory authority from time to

time, on the subject matter. Accordingly, the Company reserves the right to alter, modify, add, delete or amend any of the provisions of this Policy.

Notwithstanding anything contained herein but subject to the applicable laws, the Board may, at their discretion revise, amend or modify the policy, which they in their absolute discretion may deem fit.

In case of any amendment(s), clarification(s), circular(s), etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions of this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

(Last modified on – 10/02/2024)