



DEVYANI INTERNATIONAL LIMITED

POLICY FOR DETERMINATION OF MATERIAL SUBSIDIARY AND GOVERNANCE OF SUBSIDIARIES

Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires a listed entity to frame a policy for determining a “material subsidiary”, which shall be hosted on the website of the listed entity and the web link of the same is to be disclosed in the section titled as ‘Corporate Governance Report’ of the Annual Report of the listed entity.

1. GOVERNING LAWS

This Policy shall be governed by the provisions of the Securities and Exchange Board of India Act, 1992, Rules and Regulations made thereunder and all other applicable laws for the time being in force.

2. PURPOSE

This Policy lays down the criteria for determining and dealing with material subsidiary of Devyani International Limited (hereinafter referred to as “the Company”).

3. DEFINITION

- A. “Audit Committee”** means the committee formed under Section 177 of the Companies Act, 2013.
- B. “Listing Regulations”** means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable circulars issued thereunder, including any amendments/ modifications thereof for the time being in force.
- C. “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.
- D. “Net worth”** means net worth as defined under Section 2(57) of the Companies Act, 2013.
- E. “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.
- F. “Subsidiary”** means a subsidiary as defined under Section 2(87) of the Companies Act, 2013.

G. “Turnover” means turnover as defined under Section 2(91) of the Companies Act, 2013.

All other words and expressions used in this Policy and not defined herein, but defined in the Companies Act, 2013, the Listing Regulations, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992 and other SEBI Regulations, shall have the meanings respectively assigned to them in such legislation.

4. COMPLIANCES UNDER THE LISTING REGULATIONS

In terms of Regulation 24 of the Listing Regulations, the Company shall make the following compliances in connection with the Subsidiary:-

- A) The Audit Committee of the Company shall also review the financial statements, in particular, the investments made by the unlisted Subsidiary.
- B) The minutes of the meetings of the Board of Directors of the unlisted Subsidiary shall be placed at the meeting of the Board of Directors of the Company.
- C) 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 or Arrangements entered into by the unlisted Subsidiary.
- D) 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.

Explanation: For the purpose of this provision the term “material subsidiary” shall mean a Subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the Company and its Subsidiaries in the immediately preceding accounting year.

- E) The Company shall not dispose of the shares in its Material Subsidiary resulting in reduction of its shareholding (either on its own or together with other Subsidiaries) to less than or equal to 50% or cease to exercise control over the Subsidiary without passing a special resolution in its 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.
- F) The Company shall not sell, dispose of or lease the assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year without the prior approval of its shareholders by way of special resolution, unless the sale/ disposal/ lease 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 resolution plan being approved. Nothing contained in this clause shall be applicable if such sale, disposal or lease of assets is between two wholly owned Subsidiaries of the Company.

5. REPORTING OF INFORMATION RELATED TO MATERIAL SUBSIDIARIES

The Company shall report the details of Material Subsidiaries of the Company; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such Subsidiaries in its Corporate Governance Report.

6. REVIEW/ AMENDMENT

The Board of Directors can amend this Policy, as and when deemed 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/ modified accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

7. DISCLOSURE OF THE POLICY

This Policy will be uploaded on website of the Company.

Version	Approved By
V1	Board of Directors Date: 17-March-2021
V2	Board of Directors Date: 11-February 2025