



## POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

### 1. INTRODUCTION

The Board of Directors of Nouveau Global Ventures Limited has adopted the following policy and procedures with regard to determination of Material Subsidiaries.

### 2. TITLE & APPLICABILITY

This Policy shall be called '**Policy For Determining Material Subsidiaries**'. This Policy shall be applicable to the Company with effect from the date of applicability of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### 3. OBJECTIVE

The objective of the Policy is to determine material subsidiaries of the Company and to provide a governance framework for such material subsidiaries.

The Policy is framed in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments thereof).

### 4. DEFINITIONS

**"Board of Directors"** or **"Board"** means the Board of Directors of Nouveau Global Ventures Limited, as constituted from time to time.

**"Company"** means Nouveau Global Ventures Limited.

**"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 the Companies Act, 2013 and the SEBI's LODR, 2015 entered into with the stock exchanges.

**"Policy"** means Policy on Material Subsidiary.

**"Subsidiary"** shall mean a subsidiary as defined under the Act and Rules made thereunder.

**"Audit Committee"** means Audit Committee constituted by the Board of Directors of the Company, from time to time, under provisions of SEBI's LODR Regulations,

2015 and the Companies Act, 2013.

**“Material Non Listed Indian Subsidiary”** shall mean a Subsidiary whose income or net worth exceeds 20 per cent of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding financial year.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued thereunder from time to time, the Listing Agreement, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

## 5. POLICY

A subsidiary shall be considered as **Material** if any of the following conditions are satisfied:

- the investment of the Company in the subsidiary exceeds twenty per cent of its consolidated net worth as per the audited balance sheet of the previous financial year; or
- the subsidiary has generated twenty per cent of the consolidated income of the Company during the previous financial year.

**Material Non Listed Indian Subsidiary** shall mean a Subsidiary which is incorporated in India and is not listed on the Indian Stock Exchanges and whose:

- net worth exceeds 20% of the consolidated net worth of the Company as per the audited balance sheet of the previous financial year; or
- income exceeds 20% of the consolidated income of the Company as per the audited balance sheet of the previous financial year.

A list of such Material subsidiaries and Material Non Listed Indian Subsidiaries shall be presented to the Audit Committee annually for its noting.

## 6. REQUIREMENT REGARDING MATERIAL SUBSIDIARY

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

- dispose shares in the material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or

- dispose shares in the material subsidiary which would 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 on an aggregate basis during a financial year,

unless in cases where the divestment/ sale/ disposal/ lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

#### **7. REQUIREMENT REGARDING MATERIAL NON-LISTED INDIAN SUBSIDIARY**

At least one Independent Director on the Board of the Company shall be a Director on the Board of the material non-listed Indian subsidiary company.

#### **8. AMENDMENTS**

The Board may, subject to applicable laws, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, as it may deem necessary.

The Board may also establish further rules and procedures, from time to time, to give effect to this Policy and to ensure governance of material subsidiary companies.

#### **9. SCOPE & LIMITATIONS**

In the event of any conflict between the provisions of this Policy and the SEBI's LODR Regulations, 2015/ Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

#### **10. DISCLOSURE**

As prescribed under Regulation 46 (1) of the SEBI's LODR Regulations, this policy shall be disclosed on the company's website [www.noueauglobal.com](http://www.noueauglobal.com).