

POLICY ON MATERIAL SUBSIDIARIES

1. Introduction

- 1.1. The Board of Directors (**the “Board”**) of CMS Info Systems Limited (**the “Company”**), has adopted this Policy for determination of “Material Subsidiaries” at its meeting held on 10th August, 2021. The Board may review and amend this Policy from time to time. This Policy is in accordance with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (**the “Listing Regulations”**).
- 1.2. The primary objective of this policy is to determine material subsidiaries of CMS Info Systems Limited.

2. Definitions

- 2.1 **“Act”** means Companies Act, 2013 and Rules made thereunder.
- 2.2 **“Audit Committee or Committee”** means Audit Committee constituted by the Board of Directors of the Company under Section 177 of the Companies Act, 2013 and the provisions of Listing Regulations, as amended from time to time.
- 2.3 **“Board of Directors”** or **“Board”** means the Board of Directors of Company, as constituted from time to time.
- 2.4 **“Company”** means CMS Info Systems Limited.
- 2.5 **“Control”** shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- 2.6 **“Independent Director”** means an Independent Director referred to in Section 149(6) of the Companies Act, 2013, and / or Regulation 16(b) of the Listing Regulations, 2015.
- 2.7 **“Management”** means the Senior Management and Key Managerial Personnel of Company.
- 2.8 **“Material Subsidiary”** shall mean a subsidiary, whose income or net worth (i.e. paid-up capital and free reserves) exceeds 10% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.
- 2.9 **“Policy”** means policy on Material Subsidiary.
- 2.10 **“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.
- 2.11 **“Subsidiary”** means subsidiary company as defined under Section 2(87) of the Companies Act, 2013 and the rules made thereunder.

3. Scope & Applicability

- 3.1 The Subsidiary shall be considered as **“Material”** as defined in clause 2.8.
- 3.2 In case if a listed holding Company has a listed subsidiary, the policy shall apply to the listed subsidiary in so far as its subsidiaries are concerned.

4. Policy

- 4.1 At least one Independent director on the Board of Directors of the Company shall be a director on the Board of directors of the unlisted Material Subsidiary, whether incorporated in India or not.
- 4.2 For the above mentioned clause 4.1, the term Material Subsidiary shall mean subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year, notwithstanding anything to the contrary as defined in the Policy.
- 4.3 The Audit Committee of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary on an annual basis.
- 4.4 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.
- 4.5 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.
- 4.6 The management shall present to the Audit Committee annually, the list of subsidiaries together with the details of the materiality defined herein. The Audit Committee shall review the same and make suitable recommendations to the Board.
- 4.7 The Company shall not without the prior approval of the Shareholders by way of Special resolution:
- A. Dispose off shares in its Material Subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary except in cases where such divestment is made under a scheme of arrangement duly approved by a Court / Tribunal / Company Law Board.
- B. Sell, dispose or lease of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court /Tribunal/ Company Law Board.

5. Disclosures

5.1 This Policy shall be disclosed on the Company's website www.happiestminds.com and a web link thereto shall be disclosed in the annual report of the Company.

6. Amendments to the Policy

6.1 The Board of Directors can amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the rules, regulations, notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

7. Effective Date

7.1 The Policy shall be effective from the date of listing of the equity shares of the Company on the stock exchange(s).

8. Scope and Limitation

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

9. Penalty for Non-Adherence of the clauses of the Policy

9.1 Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15 HB of SEBI Act, 1992.

This policy is approved and adopted by the Board of Directors of the Company in its meeting held on 10th August 2021.

For CMS Info Systems Limited

Praveen Soni
Company Secretary
Place: Mumbai

Date: 10-08-2021

Version History

Version 1: Policy announced on 28th day of August 2017