



Cyient DLM Limited

POLICY ON MATERIAL SUBSIDIARIES

(Effective from January, 2025)

1. BACKGROUND

The Board of Directors (the "Board") of Cyient DLM Limited (the "Company"), has adopted the following policy and procedures with regard to determination of Material Subsidiaries.

The Audit Committee will review and amend this policy from time to time. This policy will be applicable to the Company with effect from January, 2025.

2. PURPOSE

The Company is listed on the National Stock Exchange and the Bombay Stock Exchange. This policy is framed as per requirement of SEBI LoDR Regulations 2015.

3. DEFINITIONS

"Audit Committee" means Committee of Board of Directors of the Company constituted under provisions of Listing agreement and Companies Act, 2013, from time to time.

"Board" means Board of Directors of the Company, as constituted from time to time.

"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 Listing Agreement with the Stock Exchanges.

"Policy" means Policy on Material Subsidiary.

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

"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 material unlisted subsidiary for the immediately preceding accounting year.

"Subsidiary" shall be as defined under the Companies Act, 2013 and the Rules made thereunder.

4. POLICY

- I. A subsidiary shall be a Material Subsidiary, if any of the following conditions are satisfied:
 - a. shall mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
- II. For the purpose of Regulation 24 of the said regulations, a subsidiary shall be a Material Subsidiary, if any of the following conditions are satisfied:
 - a. subsidiary, whose turnover or net worth exceeds twenty percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

- III. One independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.
- IV. The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company on an annual basis.
- V. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board of the Company.
- VI. The management shall on a half yearly basis 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 company.
- VII. 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 including recommendation for appointment of independent Director in the Material Non-Listed Indian Subsidiary.

5. DISPOSAL

The Company without the prior approval of the members by Special Resolution, shall not:

- a. dispose of 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 fifty percent or cease the exercise of control over the subsidiary.
- b. Sell, dispose or lease of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year.

6. DISCLOSURES

The Policy for determining material subsidiaries is to be disclosed to the Stock Exchanges and in the Annual Report of the Company, as per the provisions of laws in force. The policy shall also be uploaded on the website of the Company.