

POLICY FOR DETERMINING “MATERIAL” SUBSIDIARIES

1. LEGAL FRAMEWORK

Regulation 62L of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (“SEBI LODR”) extends certain principles of Corporate Governance to Material Subsidiaries of listed companies.

The Board of Directors (the “**Board**”) of Hinduja Leyland Finance Limited (the “**Company**”) is obliged to formulate a policy for determining “Material Subsidiaries” to comply with the requirements of Regulation 16(1) (c) of the SEBI LODR for such Material Subsidiaries.

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 in 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.

2. PURPOSE OF THE POLICY

Besides determining the Material Subsidiaries and disclosure thereof as required by SEBI LODR and any other Laws and Regulations as may be applicable to the Company, the Policy on Material Subsidiaries (this “**Policy**”) intends to ensure governance of Material Subsidiaries by complying with Directorship requirements, review of financial statements, bringing to the attention of the Board certain transactions or arrangements, rules regarding disinvestment of shares held by the Company and restrictions on selling or disposing or leasing of assets of such Subsidiaries by the Company.

3. DEFINITIONS

1. “**Act**” means Companies Act, 2013 and Rules prescribed thereunder, including any statutory amendment or modification thereof.

2. **Audit Committee** means the Audit Committee of the Board which as on date complies with the provisions of Section 177 of the Act read with applicable Rules and Regulation 18 of the SEBI LODR.

3. **SEBI LODR** means the regulations as contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) including any amendment or modification thereof.

4. **Consolidated Turnover** “**Consolidated Turnover**” means the total turnover of the company and its subsidiaries.

5. **Holding Company** in relation to one or more other companies, means a company of which such companies are Subsidiary companies.

6. **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, SEBI LODR any other applicable law.

7. **Material Non-listed Indian /Foreign Subsidiary - For the purpose of appointment of Independent Directors** “**Material Non-listed Indian/Foreign Subsidiary**” shall mean an unlisted material subsidiary, incorporated in India or not, whose income or Net Worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or Net Worth respectively, of the listed Holding Company and its subsidiaries in the immediately preceding accounting year.

8. Material Subsidiary

For the purpose of formulating a policy for “material subsidiary” A Subsidiary shall be considered as Material whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively of the Listed entity and its subsidiaries in the immediately preceding accounting year.

9. Net Worth shall mean the net worth as defined in Section 2(57) of the Companies Act 2013.

10. Subsidiary Company

“**Subsidiary Company**” or “**Subsidiary**” in relation to any other company (that is to say the Holding Company), means a company in which the Holding Company:

- (i) Controls the composition of the Board; or
- (ii) Exercises or controls more than one half of the total voting power either at its own or together with one or more of its Subsidiary companies.

Explanation- For the purpose of this definition: -

- a) A company shall be deemed to be a Subsidiary company of the Holding Company even if the control referred to in clause (i) or (ii) above is of another Subsidiary company of the Holding Company;
- b) The composition of a company's Board shall be deemed to be controlled by another company if that other company by exercise of some power exercisable by it at its discretion can appoint or remove all or a majority of the Directors.

The term "Control" shall include the right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner. (Section 2 (27) of the Act).

4. GUIDING PRINCIPLES

Identification of “**Material Subsidiary**” of the Company including any:

- 1) Material Non-listed Indian /Foreign Subsidiary
- 2) Material Subsidiary

shall be a one-time exercise and such exercise shall be done during each financial year and the conclusion shall be placed before the Audit Committee and the Board of the Company.

5. PROVISIONS WITH REGARD TO MATERIAL SUBSIDIARY COMPANIES

1. The Chief Financial Officer of the Company will be responsible for monitoring and determining which of the Subsidiaries falls within the definition of Material Subsidiary / Material Non-listed Indian / Foreign Subsidiary basis the consolidated turnover or net worth of the Company or such other regulatory criteria as may be notified from time to time.

2. Monitoring of investments made by the Company in the Subsidiaries for the purpose of determining the Materiality of the Subsidiary shall be done whenever such an investment is made. Monitoring the quantum of generation of consolidated turnover of the Company will be done at the time of finalizing the consolidated annual accounts of the Company.

6. RESTRICTION ON DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY

The Company shall not dispose shares in its Material Subsidiary 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 without passing a special resolution in its General Meeting except in cases where such disinvestment is made under a scheme of arrangement duly approved by a Court or Tribunal or it has previously been approved by the Board for “Disinvestment”.

7. RESTRICTION ON DISPOSAL OF ASSETS OF MATERIAL SUBSIDIARY

The Company shall not sell, dispose and lease assets amounting to more than 20 % of the assets of the Material Subsidiary on an aggregate basis during a financial year without prior approval of the shareholders by way of passing special resolution in its General Meeting, unless the sale or disposal or lease is made under a scheme of arrangement duly approved by Court or Tribunal. Provided that nothing contained in this clause shall be applicable if such sale, disposal or lease of assets is between two wholly- owned subsidiaries of the listed entity¹

8. COMPLIANCE BY STEP DOWN SUBSIDIARIES

Where the Company has a listed Subsidiary which is itself a Holding Company, this Policy shall apply to the listed Subsidiary insofar as its Subsidiaries are concerned. The Secretarial Audit Report for Material subsidiary to be annexed with the holding Company.

9. DISCLOSURES

This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

10. AMENDMENT OR REVIEW

The Board reserves the right to amend, modify or review this Policy in whole or in part, at any point of time, as may be deemed necessary.

This policy was last reviewed and approved by the Board on 7th November,2025.

¹ Amended w.e.f 3rd February,2025