

AFFORDABLE ROBOTIC & AUTOMATION LIMITED
POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. PREAMBLE:

Securities and Exchange Board of India has notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations"). Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with its amendments thereto mandates all listed companies to formulate the Policy for Determining Material Subsidiaries to ensure governance of material subsidiary.

2. DEFINITIONS:

- 1) "Act" means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.
- 2) "Board of Directors" or "Board" means the collective body of the Directors of the Company.
- 3) "Company", "This Company", "The Company", wherever occur in the policy shall mean "**AFFORDABLE ROBOTIC & AUTOMATION LIMITED**" or ("ARAPL") "Holding company", shall mean a holding company as defined under sub-section (46) of section 2 of the Companies Act, 2013.
- 4) "Policy" or "This Policy" means, "Policy to determine Material Subsidiary".
- 5) "Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.
- 6) "Significant transaction or arrangement" shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent (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.
- 7) "Subsidiary" shall mean a subsidiary as defined under sub-section (87) of section 2 of the Companies Act, 2013.
- 8) "Website" means website of the Company i.e., www.arapl.co.in

3. CRITERIA FOR DETERMINING THE MATERIAL SUBSIDIARIES

"Material Subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

4. POLICY REVIEW:

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The board shall keep the policy updated as per applicable statutory guidelines.

5. AMENDEMENT

The Board of Directors may 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, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail notwithstanding the provisions hereunder from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

This Policy shall be disclosed on the website of the Company.