

**F O M E N T O**

**POLICY FOR DETERMINING  
MATERIAL SUBSIDIARIES**

**OF**

**FOMENTO RESORTS AND HOTELS LIMITED**

**Introduction:**

The Board of Directors of Fomento Resorts and Hotels Limited has adopted the following policy and procedures with regard to determination of Material Subsidiaries.

**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 the Clause 49 of the Listing Agreement (including any amendments thereof).

**Definitions:**

**“Board of Directors”** or **“Board”** means the Board of Directors of Fomento Resorts and Hotels Limited, as constituted from time to time.

**“Company”** means Fomento Resorts and Hotels 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 Listing Agreement with the Stock Exchanges.

**“Policy”** means this Policy, as amended from time to time.

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

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

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

**"Material Non Listed Indian Subsidiary"** shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of Fomento Resorts and Hotels Limited and its subsidiaries in the immediately preceding accounting year.

**"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.

**Criteria for determining Material Subsidiary:**

A subsidiary shall be considered to be a Material Subsidiary, if:

- 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.

**Requirements 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.

**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.

**Compliance:**

- ❖ One Independent Director on the board of Fomento Resorts and Hotels Limited be a Director on the Board of the Material Non Listed Indian Subsidiary and/or on the Board of Material Subsidiary Company.
- ❖ The Audit Committee of the Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary company on an annual basis.
- ❖ The minutes of the Board meetings of the Unlisted Subsidiary Companies shall be placed before the Board of the Company on a quarterly basis.
- ❖ The Management shall on a quarterly basis bring to the attention of the Board of Directors of Fomento Resorts and Hotels Limited, a statement of all Significant Transactions and Agreements entered into by the unlisted subsidiary company.
- ❖ The Audit Committee to review annually the list of material subsidiaries of Fomento Resorts and Hotels Limited based on the criteria as provided in the Policy. The Committee to make suitable recommendations to the Board. The Committee shall also apprise the Board of the requirement to appoint Independent Director on the Board of the Material Non-Listed Indian Subsidiary.
- ❖ Fomento Resorts and Hotels Limited without the prior approval of the members by Special Resolution, shall not:
  - (a) Dispose shares in Material Subsidiaries that reduces its shareholding (either on its own or together with other subsidiaries) to less than 50%, or

(b) Cease the exercise of control over the Subsidiary; or

This provision will not be applicable incase where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.

(c ) 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 the sale/disposal/lease is made under a Scheme of arrangement duly approved by a Court/Tribunal.

**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, based on the recommendations of the Audit Committee.

**Scope and Limitation:**

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

**Dissemination of Policy:**

This policy shall be hosted on the intra-net and website of the Company and a web link thereto shall be provided in the annual report of the Company.

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