



POLICY FOR DETERMINATION OF MATERIAL SUBSIDIARY(IES)

1. TITLE:

The policy formulated in this document shall be called as “Policy for Determination of Material Subsidiary(ies)” (“Policy”).

2. OBJECTIVE:

This Policy is formulated and amended in accordance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing regulations”) and is intended to ensure compliance with the Listing regulations as may be amended from time to time.

The Board of Directors (“Board”) of the Company has adopted the following policy with regard to the determination of its Material Subsidiaries.

3. Definitions

“**Act**” means Companies Act, 2013 including any statutory modification or re- enactment thereof.

“**Board of Director**” or “**Board**” means the Board of Directors of the Company.

“**Company**” means Worth Peripherals Limited.

“**Holding Company**” means Holding Company as defined under Section 2(46) of the Act.

“**Independent Director**” means an Independent Director as defined in Section 2(47) of the Act read with SEBI LODR and as may be amended from time to time.

“**Policy**” means this Policy on Material Subsidiaries and as may be amended from time to time.

“**Subsidiary Company / Subsidiary**” means Subsidiary Company/Subsidiary as defined under Section 2(87) of the Act and the Rules made there under.



4. Determination of Material Subsidiary

4.1 Definition

A Subsidiary shall be considered material, if the turnover or net worth exceeds 10% (ten per cent) of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

4.2 Corporate governance requirements with respect to Subsidiary of Listed Entity

- a) At least 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.
- b) Explanation - For the purposes of this provision, notwithstanding anything to the contrary contained in regulation 16, the term "Material Subsidiary" shall mean a Subsidiary, whose turnover or net worth exceeds 20% (twenty percent) of the consolidated turnover or net worth respectively, of the Listed Entity and its Subsidiaries in the immediately preceding accounting year.

5. Disposal of Assets and Shares/Leasing of Assets

- a) A Listed Entity shall not 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 50% (fifty percent) or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the Recognized Stock Exchanges within one day of the resolution plan being approved.
- b) Selling, disposing and leasing of assets amounting to more than 20% (twenty percent) of the assets of the Material Subsidiary on an aggregate basis during a financial year shall require prior approval of Shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the Recognized Stock Exchanges within one day of the resolution plan being approved.

Provided that, nothing contained in this sub-regulation shall be applicable if such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the Listed Entity



6. Statement of all significant transactions and arrangements entered into by the unlisted subsidiary

The management of the Unlisted Subsidiary shall periodically bring to the notice of the Board of Directors of the Listed Entity, a statement of all significant transactions and arrangements entered into by the Unlisted Subsidiary.

Explanation - For the purpose of this regulation, the term “significant transaction or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed ten percent 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.

7. Amendments

The Board shall have the power to amend any of the provisions of the Policy, substitute any of the provisions with a new provision or replace this policy entirely with a new Policy.

Note: The above said policy was updated and approved by the Board of Directors at their meeting held January 29, 2026.
