

## **\*POLICY ON MATERIAL SUBSIDIARIES**

### **1. Introduction**

The Board of Directors ('Board') of Panache Digilife Limited ('the Company') has adopted the following policy and procedures with regard to determination of Material Subsidiaries as defined below. The Board may review and amend this policy from time to time.

### **2. Policy Objective**

This Material Subsidiary Policy is framed to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries as per requirement of SEBI (LODR) Regulations, 2015.

### **3. Definitions**

**"Audit Committee"** or **"Committee"** means "Audit Committee" constituted by the Board of Directors of the Company, from time to time, under the provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

**"Board of Directors"** or **"Board"** means the Board of Directors of Panache Digilife 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 SEBI (LODR) Regulations, 2015.

**"Policy"** means Policy on Material Subsidiaries.

**"Material Subsidiary"** shall mean a subsidiary, whose income or net worth exceeds 10% (Ten Percent) of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

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

### **4. Non-applicability of Regulation 24 of SEBI (LODR) Regulations, 2015**

Pursuant to the provisions of Regulation 15 of SEBI (LODR) Regulations, 2015, the Company is exempted from making compliances as provided under Regulation 24 of SEBI (LODR) Regulations, 2015. Accordingly, the Company shall make necessary compliances as per SEBI (LODR) Regulations, 2015 or any amendment thereto whenever applicable.

### **5. Disclosures**

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

### **6. Policy Review**

This policy shall be subject to review as may be deemed necessary and in accordance with any regulatory amendments.

*\*Policy amended in the Board meeting held on 25<sup>th</sup> May, 2019*