

UNISTAR MULTIMEDIA LIMITED

“POLICY FOR DETERMING MATERIAL SUBSIDIARY”

POLICY FOR DETERMINING MATERIAL SUBSIDIARY

Introduction

The Board of Director (BOD) of Unistar Multimedia Limited in their meeting held on February 3, 2023 has adopted this policy for determine material subsidiary of the company, in line with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 on corporate governance and subsequent amendment thereto.

The Board may review and amend this policy from time to time.

Purpose

The board of the company has adopted the policy and procedure for determining 'material' subsidiary companies ("policy") in accordance with the provision of regulation 161(c) of the listing regulations. This policy will be used to determine the material subsidiaries and material unlisted Indian subsidiaries of the company and to provide the governance framework for such subsidiaries. All the words and expression used in the policy , unless defined hereafter, shall have same meaning respectively assigned to them under listing regulations and in absence of its definition or explanation therein , as per the companies act, 2013("act") and rules, notification and circulars made / issued thereunder , as amended , from time to time.

Policy and procedure

1. The audit committee shall periodically review the financial statements, in particular, the investment made by the unlisted subsidiary of the company.
2. The minutes of the board meetings of the unlisted subsidiary company shall be placed at the board meeting of the company.
3. The board of the company shall be provided periodically with a statement of all significant transactions and arrangement entered into by the unlisted subsidiary company.
4. At least one independent director of the company shall be a director on the board of the unlisted material subsidiary whether incorporated in India or not.
5. The company shall not dispose of shares in its material subsidiary, which would reduce its shareholding (either on its or together with other subsidiary) to less than 50% or cease exercise of control over the subsidiary without passing the special resolution in its general meeting except in cases where such disinvestment is made under a scheme of arrangement duly approved by court/tribunal or under a resolution plan duly approved under section 31 of the insolvency code and such an event is disclosed to the recognised stock exchange within one day of the resolution plan being approved.
6. Selling, disposing and leasing of assets amounting to more than 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 /dispose/lease is made under a scheme of arrangement duly approved by court/tribunal or under a resolution plan approved under section 31 of the insolvency code and such an event is

disclosed to the recognised stock exchange within one day of the resolution plan being approved.

Policy review

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

Disclosure

This policy shall be disclosed on the website of the company.

Limitation and amendment

In the event of any conflict between the provision of this policy and of the act or listing regulations or any other statutory enactment or rules, the provisions of such act or listing regulation or statutory enactments, rules shall prevail over this policy. Any subsequent amendment / modification in this listing regulation, Act and/or applicable laws in this regard shall be automatically apply to this policy.

Applicability

The Company, at present, does not have any material listed / unlisted subsidiary. If, however, in the future any existing subsidiary becomes a material subsidiary as per this policy or the company acquires a material subsidiary at a later date, then the Company shall adhere to all the applicable provisions laid down under this policy or any amendments thereto.
