

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

OBJECTIVE:

The Objective of this Policy is to determine the “Material Subsidiaries of the Company” and to provide the Governance Framework for such Subsidiaries.

DEFINITIONS:

“Act” means the Companies Act, 2013 including any statutory modifications or reenactment thereof.

“Board of Directors” or “Board” means the Board of Directors of Bodal Chemicals Limited; as constituted from time to time.

“Company” means Omnistar Entertainment.Com Limited.

“Holding Company”, in relation to one or more other Companies, means a Company of which such Companies are Subsidiary Companies.

“Independent Director” means an Independent Director referred to in sub-section (5) of Section 149 of the Act read with Clause 49(II)(B) of the Listing Agreement entered by the Company with the Stock Exchanges and as may be amended from time to time.”

“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 the listed holding company and its subsidiaries in the immediately preceding accounting year.

“Material Subsidiary” – A Subsidiary shall be considered as material if the investment of the Company in the subsidiary exceeds 20% of its consolidated net worth as per the audited Balance Sheet of the previous financial year or if the subsidiary has generated 20% of the consolidated income of the Company during the previous financial year.

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

“Significant transactions or arrangement” shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of total revenues or total expense or total assets or total liabilities, as the case may be, of the material unlisted subsidiary for the immediately preceding accounting year.

PROCEDURE AND POLICY

- a. At least one Independent Director of the Company shall be a Director on the Board of an unlisted material Subsidiary, incorporated in India.
- b. The Audit Committee shall review the financial statements, in particular, the investments made by the unlisted Subsidiary Company.
- c. The minutes of the meetings of the Board of Directors of the unlisted Subsidiary shall be placed at the meeting of the Board of Directors of the Company.
- d. The management of the unlisted Subsidiary shall periodically bring to the notice of the Board of Directors of the Company, a statement of all significant transactions or arrangements entered into by the unlisted Subsidiary.
- e. The Company 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 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.
- f. 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/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

AMENDMENTS:

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

DISCLOSURES:

At present the Company do not have any Subsidiary Company and the above policy is made in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.