

FROG CELLSAT LIMITED

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

*Approved by Board of Directors at its Meeting held on
29th January, 2023.*

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. INTRODUCTION

The Board of Directors (the "Board") Frog Cellsat Limited (the "Company") has adopted this Policy for Determining Material Subsidiary (the "Policy") for determining material subsidiary companies and provide governance framework for such subsidiaries.

2. DEFINITIONS

"Act" means the Companies Act, 2013 including the rules, schedules, clarifications and guidelines issued by the Ministry of Corporate Affairs from time to time.

"Audit Committee" shall mean the Audit Committee of the Board of Directors or such other Committee as may be approved by the Board of Directors, from time to time, under the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Board" refers to the Board of Directors of Frog Cellsat Limited as constituted from time to time.

"Company" or "FCL" refers to Frog Cellsat Limited pursuant to this policy, having its Registered Office at Office No. 406, D-35 Third Floor Old Plot No. 2-A, Laxmi Nagar, Delhi East, Delhi- 110092, India

"Independent Director" or "ID" implies a Non-executive Director of the Company, other than a Nominee Director and who is neither a promoter nor belongs to the promoter group of the Company, and who satisfies other criteria for independence mentioned in the Companies Act, 2013 and the Listing Regulations.

"Listing Regulations" implies the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto.

"Material Subsidiary" shall mean a Subsidiary, whose income or net worth (i.e., paid up capital and free reserves) exceeds 10% of the consolidated income or net worth respectively, of the listed holding company 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 Subsidiary for the immediately preceding accounting year.

"Subsidiary(s)" shall mean subsidiaries of the Company as defined under the Act.

Any other terms not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations or any other applicable law or regulation.

3. PURPOSE OF THE POLICY

The purpose of this Policy is determination of Material Subsidiaries and disclosure thereof as required under the Listing Regulations. The Policy also intends to ensure governance of Material Subsidiary companies by complying with directorship requirements, review of financial statements, bringing to the attention of the Board certain transactions / arrangements, rules regarding disinvestment of shares held by the Company and restrictions on selling/ disposing/ leasing of assets of such subsidiaries by the Company.

4. INDEPENDENT DIRECTOR ON THE BOARD OF SPECIFIED MATERIAL SUBSIDIARY

4.1 At least one Independent Director on the Board of Directors of the Company shall be a director on the board of directors of unlisted Material Subsidiary(ies) fulfilling the criteria mentioned in clause 4.2 below, whether incorporated in India or not.

4.2 For the purposes of clause 4.1, any Material Subsidiary, whose income or net worth exceeds 20% of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year, shall be considered.

5. REVIEW OF FINANCIAL STATEMENTS AND MINUTES OF THE UNLISTED MATERIAL SUBSIDIARY

5.1 The Audit Committee of Company shall review the financial statements of the unlisted material subsidiary, (in particular, the investments made by the unlisted Material Subsidiary).

5.2 The minutes of the meetings of the board of directors of the unlisted subsidiary shall be placed before the Board of the Company.

6. SIGNIFICANT TRANSACTIONS/ARRANGEMENTS OF UNLISTED SUBSIDIARY COMPANIES

The management should periodically submit to the Board a statement of all Significant Transactions and Arrangements entered into by the unlisted Subsidiary company(ies).

7. DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY

The Company shall not dispose off shares in its Material Subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than fifty percent 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in such cases where divestment is made under a scheme of arrangement duly approved by a court/ tribunal.

8. DISPOSAL OF ASSETS OF MATERIAL SUBSIDIARY

Selling, disposing and leasing of assets amounting to more than 20% 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.

9. REVIEW AND AMENDMENT OF THE POLICY

Any amendment or modification of any provision of this Policy must be approved by the Company's Board of Directors in consideration of the recommendations of the Audit Committee and promptly disclosed on the Company's website.

10. REPORTING AND DISCLOSURE

As prescribed by Clause 46(2)(h) of the Listing Regulations, this Policy shall be disclosed on the Company's website.