

AEROGRID ADVANCED HOSTING SOLUTIONS PRIVATE LIMITED
(Earlier known as “Alotronix Warehousing Fourteen Private Limited”)

Policy Title	Policy For Determining Materiality Subsidiaries (“ Policy ”)
Entity	Aerogrid Advanced Hosting Solutions Private Limited <i>(formerly known as Alotronix Warehousing Fourteen Private Limited)</i> (“ Company ”)
Effective Date	From the date of approval by the Board of Directors of the Company i.e., July 09, 2025
Applicability	This policy is applicable to Aerogrid Advanced Hosting Solutions Private Limited (“ Company ”)
Introduction & Purpose	<p>This policy deals with the determination of Material Subsidiaries of the Company in terms of Regulation 62(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including any rules, circulars, and applicable law (“Listing Regulations”) which states that the Company shall formulate a policy for determination of the Material Subsidiary and the policy is intended to ensure the governance framework of material subsidiary companies.</p> <p>All the words expressed in this Policy, unless defined hereafter, shall have meaning assigned to them under the Listing Regulation and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issuance thereunder, as amended from time to time.</p>
Definitions	<ol style="list-style-type: none"> 1. “Act” means Companies Act, 2013 and Rules made there under, as amended from time to time. 2. “Audit Committee” or “Committee” means Audit Committee constituted by the Board of Directors of the Company, from time to time, under provisions of Section 177 of the Companies Act, 2013 and Regulation 62F of the Listing Regulations. 3. “Board of Directors” or “Board” means the Board of Directors of Aerogrid Advanced Hosting Solutions Private Limited 4. “Company” means Aerogrid Advanced Hosting Solutions Private Limited. 5. “Control” includes the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner: Provided that a director or officer of the company shall not be considered to be in control over such company, merely by virtue of holding such position 6. “Independent Director” means a director of the Company who satisfies the criteria for independence under Section 149 of Companies Act, 2013 and Regulations 62D of Listing Regulations. 7. “Subsidiary Company” or “Subsidiary” shall mean a subsidiary as defined under Section 2(87) of the Companies Act, 2013 and rules related thereto. 8. “Significant transaction or arrangement” in terms of sub regulation (4) of Regulation 62L of the Listing Regulations 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 unlisted subsidiary for the immediately preceding financial year.

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Criteria for determining Material Subsidiary	<p>In terms of sub regulation (1) of Regulation 62L of the Listing Regulations, a Subsidiary shall be considered as a material subsidiary of the Company, if any of the following conditions are satisfied:</p> <p>(i) If the income of the Subsidiary exceeds 20% of the consolidated income of the Company and its subsidiaries in the immediately preceding accounting year;</p> <p style="text-align: center;">or</p> <p>(ii) If the net worth of the Subsidiary Company exceeds 20% of the consolidated net worth of the Company and its subsidiaries in the immediately preceding accounting year.</p>
Provision with regard to Subsidiary Companies	<p>(i) At least one Independent Director on the Board of Directors of the Company shall be a director on the Board of Directors of an unlisted material Subsidiary, incorporated in India or not.</p> <p>(ii) The Audit Committee of the Company shall review the financial statements, in particular the investments made by the unlisted material Subsidiary.</p> <p>(iii) The minutes of the Board meetings of the unlisted material Subsidiary shall be placed at the Board meeting of the Company.</p> <p>The management of the unlisted material Subsidiary shall periodically bring to the attention of the Board of Directors of the Company, a statement of all significant transactions & arrangements entered into by the unlisted material Subsidiary.</p>
Disposal of Material Subsidiary	<p>(i) The Company shall not dispose of shares in its unlisted material Subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty per cent. or relinquish the 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.</p> <p>(ii) Selling, disposing and leasing of assets amounting to more than twenty per cent. of the assets of the unlisted 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.</p>
Disclosure	<p>This Policy shall be disclosed on the Company’s website. A web link thereto shall be provided in the Annual Report of the Company.</p>
Review / Amendment	<p>This policy may be reviewed by the Board from time to time. However, any subsequent amendment / modification in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 or any other governing Act/Rules/Regulations or re-enactment, impacting the provisions of the Policy shall automatically apply to the Policy and the relevant provision(s) of the Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in the Policy.</p>