RANA SUGARS LIMITED

Regd. Office: S.C.0.49-50, Sector 8-C, Madhya Marg Chandigarh- 160 009 (India)
CIN: L15322CH1991PLC011537, **Website:** www.ranasugars.com**, E-mail**: info@ranagroup.com

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

[Pursuant to Regulation 16(1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

OBJECTIVE

The objective of this Policy is to determine the Material Subsidiaries of the Company and to provide the governance framework for such subsidiaries, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), covering the following:

i) Meaning of "Material Subsidiary";
ii) Requirement of Independent Director in certain Unlisted Material Subsidiaries;
iii) Restriction on disposal of shares of a Material Subsidiary;
iv) Restriction on transfer of assets of a Material Subsidiary;
v) Secretarial audit by Material Unlisted Subsidiaries incorporated in India; and
vi) Disclosure requirements as prescribed under the SEBI Listing Regulations.

DEFINITIONS

- "**Act**" means the Companies Act, 2013 and the rules made thereunder (including any statutory modification/re-enactment thereof for the time being in force).
- "**Company**" means Rana Sugars Limited.
- "**Control**" shall include 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 shareholder agreements or voting agreements or in any other manner.
- "**Material subsidiary**" shall have the same meaning as defined under regulation 16 (1) (c) of SEBI LODR Regulation as amended from time to time.
- "**SEBI Listing Regulations**" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the circulars issued thereunder and amendments thereto.
- "**Subsidiary**" shall have the same meaning as defined under Section 2(87) of the Companies Act, 2013 as amended from time to time.
- Any other term not defined herein, shall have the same meaning ascribed to it under the Act, the SEBI Listing Regulations or any other relevant law/ regulation applicable to the Company.

INDEPENDENT DIRECTOR ON THE BOARD OF AN UNLISTED MATERIAL SUBSIDIARY

(Regulation 24 (1) OF SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015)

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, whether incorporated in India or not.

For the purposes of this provision, notwithstanding anything to the contrary contained in Regulation 16 of the SEBI Listing Regulations, the term "Material Subsidiary" shall have the same meaning as referred to in the Definitions stated above).

RESTRICTIONS ON DISPOSAL OF SHARES OF A MATERIAL SUBSIDIARY

Regulation 24 (5) Of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

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 or equal to fifty percent (50%) 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, 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.

RESTRICTION ON TRANSFER OF ASSETS OF A MATERIAL SUBSIDIARY

Regulation 24 (6) Of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

Selling, disposing and leasing of assets amounting to more than twenty percent (20%) of the assets of a Material Subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders of the Company 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.

SECRETARIAL AUDIT OF MATERIAL UNLISTED SUBSIDIARIES INCORPORATED IN INDIA

Regulation 24 A of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

The Company and its material unlisted subsidiaries incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report given by a company secretary in practice, in such form as specified, with the annual report of the listed entity.

DISCLOSURES

As required under the SEBI Listing Regulations, this Policy shall be disclosed on the Company's website viz. www.ranasugars.com and a web link thereto shall be provided in the Annual Report.

REVIEW OF THE POLICY

This amended Policy shall come into effect from 29th May, 2026. This Policy shall be subject to review as may be deemed necessary or in accordance with any regulatory amendments, which affects the said policy.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the SEBI Listing Regulations or the Act or any other relevant legislation/ regulation applicable to the Company, the provisions of the SEBI Listing Regulations or the Act or such other relevant law/ regulation shall prevail over this Policy.

Amended and Adopted by the Board of Directors on 29th May, 2026.