



NFP Sampoorna Foods Limited

Registered office: C/O Ashok Gupta Nathupur, Sonipat P.S. Rai,
Sonipat- 131029, Haryana

Dated _____

NFP SAMPOORNA FOODS LIMITED

Policy On Material Subsidiaries

Legal Framework

The Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") as amended, requires the Company to formulate a policy for determining "Material Subsidiaries". The Regulation 24 extends certain principles of corporate governance with respect to subsidiaries of the Company.

DEFINITIONS:

"Act" means Companies Act, 2013 or any re-enactment thereof and Rules made thereunder.

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company from time to time under the Companies Act, 1956/ Companies Act, 2013 and the SEBI LODR Regulations.

"Board of Directors" or "Board" means the Board of Directors of Kalana Ispat Limited as constituted from time to time.

"The Company" means "NFP Sampoorna Foods Limited"

"Holding Company" in relation to one or more other companies means a company of which such companies are subsidiaries companies.

"Policy" means Policy on Material Subsidiary.

"Material Subsidiary" mean subsidiary, whose income or net worth exceeds 10% of the consolidated income or net worth respectively of the company and its subsidiaries in the immediately preceding accounting year.

"Significant Transaction or Arrangement" means 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 accounting year.

"Subsidiary" shall mean a subsidiary as defined under the Companies Act, 2013.

Provisions with regard to material subsidiary companies

- 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 company;
- The Audit Committee of the Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary company;
- The Minutes of the meetings of the Board of Directors of the unlisted material Subsidiary shall be placed before the Board of the Company.

Legal Framework

For NFP SAMPOORNA FOODS LTD.

Director

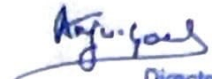


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For NFP SAMPOORNA FOODS LTD.


Director