

KRYPTON INDUSTRIES LIMITED

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

(As Revised and approved by the Board of Directors as on May 30, 2025)

Krypton Industries Limited
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KRYPTON INDUSTRIES LIMITED

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Website : www.kryptongroup.com

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1. Introduction:

The Board of Directors (the "Board") of **KRYPTON INDUSTRIES LIMITED** (the "Company") has adopted the following policy and procedures with regard to determination of Material Subsidiaries as defined below. The Board may review and amend this policy from time to time.

2. Objective and Effective Date of this Policy:

This Policy is amended in accordance with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 to further amend the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR") with effect from December 12, 2024 and is intended to ensure governance of the Company's material subsidiary companies.

The Board of Directors (the "Board") of the Company has adopted the following policy with regard to the determination of its Material Subsidiaries.

The Company is required to disclose this Policy on its website at www.kryptongroup.com and a web link thereto shall be provided in the Annual Report.

3. Definitions

"Act" means Companies Act, 2013 including any statutory modifications and re-enactment thereof.

"Board of Directors" or "Board" means the Board of Directors of Krypton Industries Limited, as constituted from time to time.

"Company" means Krypton Industries Limited.

"Independent Director" means an Independent Director as defined in Section 2(47) of the Act read with SEBI LODR and as may be amended from time to time.

"Holding Company means Holding Company as defined under Section 2(46) of the Act.

"Subsidiary Company/ Subsidiaries means any Subsidiary Company/Subsidiaries as defined under Section 2(87) of the Act and the Rules made thereunder.

4. Criteria for determining Material Subsidiary and Compliance:

4.1 Criteria for determining Material Subsidiary

A Subsidiary shall be considered as material if its turnover or Net Worth exceeds 10% of (ten Percent) of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

4.2 Compliance:

- 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.
- The Company and its unlisted Material Subsidiaries incorporated in India shall undertake secretarial audit and shall annex with its annual report, a secretarial audit report, given by a company secretary in practice, in such form as may be specified.

5. Disposal of Shares/ Assets of Material Subsidiary:

i. The Company shall not dispose of shares in its Material Subsidiary which would reduce the Company's shareholding (either on its own or together with other subsidiaries) to less than or equal to 50% (fifty percent) or cease the exercise of control over the Material Subsidiary without passing a special resolution in the 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.

ii. The Company shall not sell, dispose and lease assets amounting to more than 20% (twenty per cent) of the assets of the Material Subsidiary on an aggregate basis during a financial year unless it obtains the prior approval of shareholders by way of special resolution, except where 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.

Nothing contained in this sub -clause (ii) shall be applicable if such sale, disposal or lease of assets is between two wholly-owned subsidiaries of the Company.

6. Review of Significant transaction and arrangements entered into by Unlisted Subsidiary Company:

The management of the unlisted subsidiary shall periodically bring to the attention of the Board, a statement of all significant transactions an arrangement entered into by the unlisted subsidiary company.

For the purpose of this sub-clause, the term "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 unlisted subsidiary for the immediately preceding accounting year.

7. Amendments:

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provisions(s) with the new provision(s) or replace the Policy entirely with a new Policy, based on the recommendations of the Audit Committee.

The Board may also establish further rules and procedures, from time to time, to give effect to this policy and to ensure governance of material subsidiary Companies.



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8. Scope and Limitation:

In the event of any conflict between the provisions of this policy and the Regulations /Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Regulations /Companies Act 2013 or statutory enactments, rules shall prevail over this Policy.

9. Interpretation:

Any words used in the Policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made there under, SEBI Act or Rules and regulations made there under, SEBI LODR or any other relevant legislation/ law applicable to the Company.