

GACM TECHNOLOGIES LIMITED

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***Policy for Determining Material
Subsidiary***

REGISTERED OFFICE: KURA Towers, 10th Floor, D. No. 1-11-254 & 1-11-255 S.P. Road, Begumpet, Hyderabad-500016,
Telangana, India.

CIN: L67120TG1995PLC020170

WEBSITE: <https://www.gacmtech.com/> **EMAIL ID:** cs@gacmtech.com

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1. INTRODUCTION

The Board of directors ('the Board') of GACM Technologies Limited (hereinafter referred as the "Company" or "GACM" as the case may be) 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. this Policy shall be disclosed on the website of the Company.

2. OBJECTIVE AND SCOPE

This policy for determining 'material' subsidiary companies is formulated in accordance with Regulation 16 (1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In this context, all terms and expressions used within the policy are defined according to their meanings in the Listing Regulations. Any term not defined in this policy would have same meaning as defined in the listing regulations, as amended from time to time.

3. DEFINITIONS

- "Act" means Companies Act, 2013 and the rules made thereunder
- "Audit Committee" means the committee of the Board of Directors of the Company constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)
- "Company or GACM" means GACM Technologies 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.
- "Independent Director" means a director of the Company, not being a managing director or whole - time director or 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 as prescribed under the Act and the Listing Regulations.
- "Material Subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds **10% (ten percent)** of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

Provided for the purpose of appointment of Independent Director on the Board of Directors of an unlisted material subsidiary, the term "material subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds **20% (Twenty percent)** of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

- "Material Unlisted Subsidiary" means an unlisted Material Subsidiary
- "Policy" means this Policy for Determining Material Subsidiaries of the Company.
- "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

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liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.

- “Subsidiary” shall be as defined under the Act and the rules made thereunder.
- “Unlisted Subsidiary” means an unlisted Subsidiary of the Company.

All other words and expressions used but not defined in this policy, but defined in the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

4. SIGNIFICANT TRANSACTIONS / ARRANGEMENTS OF UNLISTED SUBSIDIARY COMPANIES.

The management should periodically bring to the attention of the Board a statement of all Significant Transactions and Arrangements entered into by the Unlisted Subsidiary in the format similar to the format prescribed in the relevant accounting standards for the purpose of disclosure of related party transactions on a consolidated basis.

5. RESTRICTION ON DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY

The Company shall not dispose of 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 a general meeting of its shareholders except in cases where such divestment is made under a scheme of arrangement duly approved by a court/tribunal

6. RESTRICTION ON DISPOSAL OF ITS ASSETS OF MATERIAL SUBSIDIARY

Selling, disposing and leasing of assets amounting to more than twenty percent (20%) of the assets of the 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

7. OTHER PROVISION RELATED TO UNLISTED SUBSIDIARY/ MATERIAL UNLISTED SUBSIDIARY.

- The Audit Committee of the holding company shall also review the financial statements, in particular, the investments made by the Unlisted Subsidiary.
- The minutes of the Board meetings of the Unlisted Subsidiary shall be placed at the Board meeting of the Company
- The management of the Company shall annually present to the Board the list of Material Subsidiaries.

Sr. No.	Particulars	Details
1.	Approved by	Board of Directors
2.	Last Amended & Effective Date	12-11-2025
3.	Authorized Person	Mr. Jonna Venkata Tirupati Rao

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