AURIONPRO SOLUTIONS LIMITED'S

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. Title:

This Policy shall be called "Policy for determining Material Subsidiaries" ("Policy").

2. Objective & 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 and a web link thereto shall be provided in the Annual Report.

3. Definitions:

"Act" means Companies Act, 2013 including any statutory modification or re-enactment thereof.

"Board of Director" or **"Board"** means the Board of Directors of the Aurionpro Solutions Limited, as constituted from time to time.

"Company "means Aurionpro Solutions Limited.

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

"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.

"Policy" means this Policy on Material Subsidiaries and as may be amended

from time to time.

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

4. Criteria for determining Material Subsidiary and Compliance

a) Criteria for determining Material Subsidiary

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

b) 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 outside.

(Explanation: For the purpose of this requirement, notwithstanding anything to the contrary contained in this Policy, the term "material subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds 20% (twenty per cent) of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.)

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 per cent) 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. Amendments

The Board shall have the power to amend any of the provisions of the Policy, substitute any of the provisions with a new provision or replace this policy entirely with a new Policy.

7. 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.

8. Disclaimer

In the event that any amendment, clarification, circular, notification, or other directive is issued by a relevant statutory, regulatory, or governmental authority which is inconsistent with or contradicts any provision of this policy, such amendment, clarification, circular, notification, or directive shall prevail to the extent of the inconsistency. This policy shall be deemed to stand modified accordingly, without the requirement for a formal amendment, to ensure full compliance with applicable laws and regulations.