

MANABARRIE TEA CO. LTD.

POLICY FOR DETERMINING MATERIAL SUBSIDIARY

TITLE:

The Policy shall be called "Policy for Determining Material Subsidiaries".

OBJECTIVES:

- A.** This Policy is framed in accordance with the requirement of revised clause 49 of the Listing Agreement (including any amendments thereof) and is intended to ensure governance of material subsidiary companies.
- B.** The Company is required to disclose the policy on its website and a web link thereto shall be provided in the Annual Report.

DEFINITIONS:

- A.** "Board" means the Board of Directors of Manabarrie Tea Co. Ltd.
- B.** "Company" means Manabarrie Tea Co. Ltd.
- C.** "Subsidiary" shall mean as defined under the Companies Act, 2013 Act and the Rules made thereunder.
- D.** "Policy" means this Policy, as amended from time to time.

POLICY:

- A.** A subsidiary shall be considered as material subsidiary if the investment of the Company in the subsidiary exceeds twenty percent of its consolidated net worth as per the audited balance sheet of the previous financial year or if the subsidiary has generated twenty percent of the consolidated income of the Company during the previous financial year.
- B.** A "material non-listed Indian Subsidiary" shall mean an unlisted subsidiary, incorporated in India, whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.
- C.** If it is necessary for the Company to form/acquire a Subsidiary, which will have the status of 'Material Subsidiary', the said Subsidiary shall primarily be engaged in production, manufacturing, blending, packaging, marketing, etc. of tea and other plantation products in India and abroad as also a Company whose principal object/business is to invest in the Companies engaged in the aforesaid activities.

INTERPRETATION:

Any word used in this policy but not defined herein shall have the same meaning ascribed to it in the Companies Act, 2013 or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, listing Agreement or any other relevant legislation/law applicable to the Company.

DISSEMINATION OF POLICY:

This Policy shall be hosted on the website of the Company, www.winsomeindia.com and a web link thereto shall be provided in the Annual Report of the Company.