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VINIT MOBILE LIMITED

(Formerly known as Vinit Mobile Private Limited)
CIN: - U51100GJ2011PLC065617 | GST No.: - 24AADCT8502E1ZN

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Policy For Determining
Material Subsidiaries



Address: - Plot no. 358, Ground, 1st & 2nd floor, Gopal Nagar, Bamroli Althan Expressway, Pandesara, Surat-394221, Gujarat, India.

Contact No. +917984967227 | **Website:** - www.vinitmobile.com | **Email Id:** - compliance@vinitmobile.com



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A. Preamble

In accordance with Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Vinit Mobile Limited ("the Company") is required to formulate a policy for determining 'material subsidiaries'.

Accordingly, the Board of Directors of the Company has adopted this Policy for Determining Material Subsidiaries ("Policy") at its meeting held on September 25, 2025.

Any reference to statutory provisions or regulations under this Policy shall be deemed to include amendments, re-enactments, or clarifications thereof. Such changes shall be automatically incorporated into this Policy, without the requirement of separate approval by the Board or its committees.

B. Scope and Exclusion

This Policy sets out the criteria to determine whether a subsidiary of Vinit Mobile Limited (VML) qualifies as a *Material Subsidiary*.

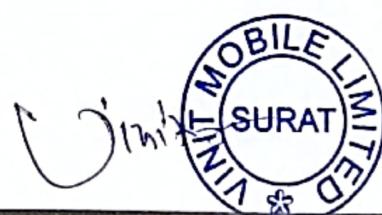
In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a subsidiary shall be considered *material* if its income or net worth exceeds ten percent (10%) of the consolidated income or net worth, respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

At present, the Company does not have any subsidiary. However, as and when any subsidiary is incorporated or acquired in the future, this Policy shall become applicable for determining whether such subsidiary qualifies as a *Material Subsidiary* in accordance with the aforesaid criteria.

C. Definitions and Interpretation

For the purposes of this Policy:

- "Audit Committee" shall mean the Audit Committee constituted by the Board of Directors of Vinit Mobile Limited.
- "Board" shall mean the Board of Directors of Vinit Mobile Limited.
- "Company" shall mean Vinit Mobile Limited.
- "Directors" shall mean all members of the Board of Directors of the Company, including independent directors.
- "Listing Regulations" shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.



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D. Policy

1. Review of Financials

The Audit Committee shall review the financial statements of all subsidiaries, with particular emphasis on investments made by the unlisted subsidiaries, on an annual basis.

2. Board Meeting Minutes

The minutes of the board meetings of all unlisted subsidiaries shall be placed before the Board of Directors of Vinit Mobile Limited.

3. Significant Transactions or Arrangements

The management of the unlisted subsidiary shall periodically inform the Board of Directors of Vinit Mobile Limited of all significant transactions or arrangements.

- o A “significant transaction or arrangement” is defined as any transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues, expenses, assets, or liabilities of the unlisted subsidiary during the immediately preceding accounting year.

4. Annual Reporting to Audit Committee

The management shall present to the Audit Committee, annually, a list of all subsidiaries along with their financial indicators to determine their materiality as defined herein. The Audit Committee shall review and recommend actions to the Board as necessary.

5. Independent Director Representation

At least one independent director on the Board of Vinit Mobile Limited shall also serve as a director on the board of directors of any unlisted material subsidiary incorporated in India, if the net worth or turnover of such subsidiary exceeds 20% of the consolidated net worth or turnover respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

6. Secretarial Audit

Material unlisted subsidiaries of the Company that are incorporated in India shall undertake a secretarial audit and the secretarial audit report shall be annexed to the annual report of the subsidiary.

E. Communication and Dissemination

This Policy shall be placed on the website of Vinit Mobile Limited and will be accessible to all directors and employees. It shall also form part of the Corporate Governance Report in the Company's Annual Report.





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F. Amendments

The Board of Directors may amend or modify any part of this Policy as it deems fit, subject to compliance with applicable laws, rules, and regulations.

Any such amendments shall not be inconsistent with prevailing statutory provisions, and the most stringent provision shall prevail in case of a conflict.

G. General Provisions

In case of any inconsistency between this Policy and applicable laws, the provisions of the law shall prevail.

For interpretation or clarification of any part of this Policy, reference may be made to notifications, circulars, and guidelines issued by SEBI, the Ministry of Corporate Affairs, or any other regulatory authority.



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