

POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. Preamble and objective:

The Board of Directors of KSR Footwear Limited ("**Company**") in pursuance of Regulation 16(1)(c) and Regulation 24(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions (including any statutory enactments / amendments thereof), adopted the policy for determining 'material' subsidiaries on June 10, 2025 and is intended to ensure governance of material subsidiary companies ("**Policy**").

The primary purpose of this Policy is to lay down the criteria for identification of Material Subsidiary(ies) (*as defined below*) and disclosure and governance thereof as required under the SEBI Listing Regulations.

2. EFFECTIVE DATE

The Policy shall come into force with effect from the date of any Subsidiary of the Company becomes the material subsidiary as per Regulation 16(1)(c) of the SEBI Listing Regulations.

3. DEFINITIONS:

"**Act**" means the Companies Act, 2013 and rules issued thereunder.

"**Audit Committee**" means Audit Committee constituted by the Board of Directors of Company, from time to time, under Section 177 of the Act and SEBI Listing Regulations.

"**Board**" means the Board of Directors of Company, as constituted from time to time.

"**Company**" means "**KSR Footwear Limited**"

"**Control**" shall have the same meaning as assigned to it under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

"**Holding company**" in relation to one or more other companies, means a company of which such companies are subsidiary companies.

"**Material Subsidiary**" means a subsidiary of the Company whose turnover or net worth exceeds 20% of the consolidated turnover or net worth, respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year or any such limit as stipulated by SEBI from time-to-time in this regard.

"**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 or any such limit as stipulated by SEBI from time-to-time in this regard.

“Subsidiary” shall mean a subsidiary as defined under the Act.

“Unlisted Subsidiary” means a Subsidiary of the Company whose shares are not listed on any stock exchange.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act, SEBI Listing Regulations, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

4. Criteria for determining the Material Subsidiaries:

A subsidiary of the Company shall be regarded as Material Subsidiary if it falls under the definition provided above.

5. Guiding principles

Material Subsidiary of the Company would be identified, if any, as one time exercise and such exercise shall be done during each financial year and the conclusion placed before the Audit Committee and the Board of the Company. The identification should happen soon after preparation of annual accounts and the outcome should be placed before the Audit Committee or Board, as the case may be, in the meeting where the annual audited accounts of the Company are considered.

6. Governance of Material Subsidiaries:

- a) At least one independent director on the Board shall be appointed as a director on the board of directors of an unlisted Material Subsidiary, whether incorporated in India or not.

Notwithstanding anything contained in this Policy, for the purpose of above, the term “Material Subsidiary” for this purpose shall mean a subsidiary, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively, of the Company and its Subsidiaries in the immediately preceding accounting year.

- b) The Company shall not dispose of shares in its Material Subsidiary which would reduce the shareholding of the Company (either on its own or together with other subsidiaries) to less than or equal to 50% or cease the exercise of control over such Subsidiary without passing a special resolution in its 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.
- c) The Company shall not sell, dispose and lease of assets amounting to more than 20% of the assets of the Material Subsidiary on an aggregate basis during a financial year without prior approval of shareholders by way of special resolution, unless 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.

- d) The unlisted Material Subsidiaries incorporated in India shall undertake secretarial audit; and the Company shall annex with its annual report, a secretarial audit report, given by a company secretary in practice.
- e) The Company shall disclose all events or information with respect to its Subsidiaries which are material for the Company as per Regulation 30(9) of the SEBI Listing Regulations.

7. Disclosure

The Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the annual report of the Company.

8. Policy review

The Board may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law, such applicable law in force from time to time shall prevail over this Policy.