SAATVIK GREEN ENERGY LIMITED

POLICY FOR DETERMINING MATERIAL SUBSIDIARY COMPANIES

1. INTRODUCTION & PURPOSE

Saatvik Green Energy Limited (the "Company") is governed amongst others by the rules and regulations framed by Securities Exchange Board of India ("SEBI"). SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") lays out regulatory requirements for material subsidiary companies. The Board of Directors (the "Board") of the Company has adopted the policy and procedures for determining 'material' subsidiary companies ("Policy") in accordance with the provisions of Regulation 16(1)(c) of the SEBI Listing Regulations. This Policy will be used to determine the material subsidiaries and material unlisted Indian subsidiaries of the Company and to provide the governance framework for such subsidiaries.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the SEBI Listing Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 ("Act") and the Rules, Notifications and Circulars made/issued thereunder, as amended, from time to time. The Audit Committee will review the policy periodically and may amend the same from

2. DEFINITIONS

"Audit Committee" means the committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.

"Independent Director" means an Independent Director as defined in Section 2(47) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations.

"Material Subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

"Subsidiary Company" or "Subsidiary" means a company that falls within the definition provided in Section 2(87) of the Act with respect to the Company.

"Significant transaction or arrangement" with respect to a Subsidiary means any individual transaction or arrangement that exceeds or is likely to exceed the threshold limits as prescribed under Regulation 24(4) of the SEBI Listing

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

3. POLICY AND PROCEDURE

a) The Audit Committee of the Company shall review the financial statements, in particular the investments made by, its unlisted Subsidiary Companies;

b) The minutes of the Board meetings of the unlisted Subsidiary Companies shall be placed at the Board meeting of the Company;

c) The management of the unlisted Subsidiary Companies shall periodically bring to the notice of the Board of Directors of the Company, a statement of all significant transactions or arrangements entered into by the Subsidiary Company.

d) The Company shall include particulars of its Subsidiary Companies in its annual return and prepare and publish financial statements of such Subsidiaries in accordance with applicable laws.

e) At least one Independent Director of the Company shall be a Director on the Board of the unlisted material subsidiary whether incorporated in India or not.

Explanation: For the purpose of above provision, the term “material subsidiary” shall mean a subsidiary, whose income or net worth exceeds 20 (Twenty Percent) of the consolidated income or net worth respectively, of the company and its subsidiaries in the immediately preceding accounting year.

f) 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 50% or cease the exercise of control over the 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 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.

g) Selling, disposing and leasing of assets amounting to more than twenty percent of the assets of the Material Subsidiary on an aggregate basis

during a financial year shall require 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. Disclosures The Company shall disclose in its Board's report, details of this Policy as required under the Act and the SEBI Listing Regulations.

4. GENERAL

a) If the Company has a Subsidiary which is also listed, then this Policy shall apply to such Subsidiary in so far as its subsidiaries are concerned.

b) The Company reserves the right to amend or modify this Policy in whole or in part, at any point of time.

c) In case of any subsequent changes to the Act or the SEBI Listing Regulations which make any of the provisions of the Policy inconsistent with the Act or the SEBI Listing Regulations, as the case maybe, the provisions of the Act and the SEBI Listing Regulations would prevail over the Policy and the provisions of the Policy would be modified in due course to make it consistent with applicable law.

5. DISCLOSURE

This Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Board's report.