

# NIVI TRADING LIMITED

CIN: L99999MH1985PLC036391

## POLICY ON MATERIAL SUBSIDIARY

### 1. REGULATORY FRAMEWORK

1.1 This policy (“**Policy**”) of Nivi Trading Limited (“**Company**”) has been prepared and adopted in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and Rules framed thereunder along with circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force..

1.2 Regulation 16 (1) (c) of SEBI LODR requires the Company to formulate a policy for determining ‘material’ subsidiary and Regulation 46(2)(h) of SEBI LODR Regulations requires the Company to publish such policy on it’s website.

1.3 All words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under SEBI LODR Regulations and in the absence of its definition or explanation therein, as per the Companies Act, 2013 (“**Act**”) and the Rules, Notifications and Circulars issued thereunder, as amended from time to time.

1.4 The Audit Committee shall review the policy periodically and may amend the same from time to time, as may be deemed necessary.

### 2. DEFINITIONS

2.1 “**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 SEBI LODR.

2.2 “**Independent director**” means a director of the Company, not being a whole-time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for Independence in accordance with section 149 the Act and regulation 16(1) (b) of SEBI LODR Regulations.

2.3 “**Significant transaction or arrangement**” means any individual transaction or arrangement that exceeds or is likely to exceed ten percent (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.

Any other term not defined herein shall have the same meaning as defined in the Act or Rules made thereunder, SEBI LODR Regulations or any other law or regulation applicable to the Company.

### 3. MEANING OF MATERIAL SUBSIDIARY

3.1. “Material Subsidiary” shall have the meaning as defined under Regulation 16 (1)(c) of SEBI LODR Regulations.

3.2 The company shall disclose this Policy on the Company’s website at [www.nivionline.com](http://www.nivionline.com)

### 4. APPLICABILITY

4.1 The Company, at present, does not have any material listed / unlisted subsidiary. If, however, in the future any existing subsidiary becomes a material subsidiary as per this policy or the company acquires a material subsidiary at a later date, then the Company shall adhere to all the applicable provisions laid down under this policy or any amendments thereto.

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