



MONOMARK ENGINEERING (INDIA) LIMITED

POLICY ON IDENTIFICATION OF GROUP COMPANIES, MATERIAL CREDITORS AND MATERIAL LITIGATIONS

1. INTRODUCTION

The Policy on Identification of Group Companies, Material Creditors and Material Litigation ("**Policy**") has been formulated to define the materiality policy for identification of group companies, outstanding litigation and outstanding dues to creditors in respect of Monomark Engineering (India) Limited (Formerly known as Monomark Engineering (India) Private Limited) ("**Company**"), pursuant to the disclosure requirements under Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**"). This Policy for determination of materiality of an event or information has been approved by the Board of Directors ("**Board**") of the Company.

2. PURPOSE

The purpose of the policy is:

- identification of the 'material' companies to be disclosed as group companies of the Company;
- identification of the 'material' outstanding litigation (in addition to all criminal proceedings and actions by statutory/ regulatory authorities) involving the Company, its promoters, subsidiaries, and directors ("**Relevant Parties**");
- identification of the 'material' creditors of the Company.

3. Applicability

In this Policy, the term "**Issue Documents**" shall mean the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus (along with any addendum or corrigendum, thereto, if any), as applicable, to be filed with NSE and BSE ("**Stock Exchanges**") where the equity shares of the Company are proposed to be listed, the Registrar of Companies, Jaipur, Securities and Exchange Board of India ("**SEBI**"), and any other regulatory authorities, as applicable; and the term "**Restated Financial Information**" shall mean the restated financial statements of the Company, as disclosed in the relevant Offer Document.

4. DETERMINATION OF MATERIALITY

A. Identification of the 'material' companies to be disclosed as group companies of the Company

In terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("**SEBI ICDR Regulations**"), the term 'Group Companies' includes:

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- (i) such companies (other than promoters and subsidiaries) with which the issuer company has had related party transactions during the period for which financial information is disclosed in the Issue Document, as covered under the applicable accounting standards, and
- (ii) any other companies as considered material by the Board of the issuer company.

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For the purpose of disclosure in the Offer Documents, the following companies shall be considered as 'Group Companies' of the Company:

- (i) such companies (other than the corporate promoters) with which there were related party transactions, during the period for which financial information is disclosed in the Issue Documents; and
- (ii) any other companies as may be considered 'material' by our Board.

B. Identification of the Relevant Parties

In accordance with the SEBI ICDR Regulations, the following outstanding litigation involving the issuer company, its promoters, directors and subsidiaries shall be disclosed in the Offer Documents:

- a) all criminal proceedings;
- b) all actions by regulatory and statutory authorities;
- c) disciplinary action including penalty imposed by SEBI or Stock Exchanges against the promoters in the last five financial years including outstanding action
- d) claims related to direct and indirect taxes in a consolidated manner, giving the number of cases and total amount involved; and
- e) Other material outstanding litigation - As per the materiality policy defined by the Board of the issuer company and disclosed in the Offer Documents

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For the purpose of disclosure in the Offer Documents, the following litigations are to be considered material:

- a. 2% (two per cent) of consolidated Turnover, as per the last audited consolidated financial statements of the Company; or
- b. 2% (two per cent) of consolidated Net Worth as per the last audited consolidated financial statements of the Company (except in case the arithmetic value of the Net Worth is negative); or
- c. 5% (five percent) of average of absolute value of consolidated profit or loss after tax for last 3 years, as per the last 3 (three) audited consolidated financial statements of the Company.

It is clarified that for the purposes of the above, pre-litigation notices received by our Company, directors, our promoter shall, unless otherwise decided by our Board or any committee authorised, not be considered as litigation until such time that our Company, Directors or Promoter, as the case maybe, is impleaded as a defendant in litigation proceedings before any judicial forum.

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C. Identification of the 'material' creditors of the Company

As per the requirements of the SEBI ICDR Regulations, the issuer company shall make relevant disclosures in the Offer Documents and on its website for outstanding dues to creditors as follows:

- (i) based on the policy on materiality defined by the Board of the issuer company, details of the creditors which include the consolidated number of creditors and the aggregate amount involved;
- (ii) consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and aggregate amount involved; and
- (iii) complete details about outstanding dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the issuer company with a web link thereto in the Offer Documents.

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For identification of material creditors, such creditors of the Company, shall be considered to be material for the purpose of disclosure in the Offer Documents and on the website of the Company, if amount dues to any one of them exceeds 5% of the outstanding trade payables for the most recent financial year or the stub period, as the case may be, as per the restated financial statements included in the Offer Documents.

D. General

In the event of any conflict between the provisions of this Policy and the act or regulations or any other statutory enactments or rules, the provisions of such act or regulations or statutory enactments or rules shall prevail over this Policy. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, such amendment(s), clarification(s), circular(s)etc. shall prevail upon the relevant provisions of this Policy shall stand amended accordingly from the effective date of such amendment(s), clarification(s), circular(s)etc.

5. DISCLOSURE OF THE POLICY

This Policy shall be disclosed in the annual report of the Company and posted on the website of the Company.

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