SJ CORPORATION LTD
POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. INTRODUCTION

   The Board of Directors SJ CORPORATION LTD has adopted the following policy and procedures with regard to determination of Material Subsidiaries.

2. TITLE

   This Policy shall be called 'Policy for determining material subsidiaries'.

3. OBJECTIVE

   The objective of the Policy is to determine material subsidiaries of the Company and to provide a governance framework for such material subsidiaries. The Policy is framed in accordance with the requirements of the SEBI (Listing Obligation Disclosure Requirements), Regulation, 2015 (including any amendments thereof).

4. DEFINITIONS

   "Board of Directors" or "Board" means the Board of Directors of SJ CORPORATION LTD, as constituted from time to time. "Company" means SJ CORPORATION LTD "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 under the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges. "Policy" means this Policy, as amended from time to time. "Subsidiary" shall mean a subsidiary as defined under the Act and Rules made thereunder. "Material Non Listed Indian Subsidiary" shall mean a Subsidiary which is incorporated in India and is not listed on the Indian Stock Exchanges and whose:

   • net worth (i.e. paid up share capital and free reserves) exceeds 20% of the consolidated net worth of the Company in immediately preceding accounting year; or

   • Income exceeds 20% of the consolidated income of the Company in immediately preceding accounting year. "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 material unlisted subsidiary for the immediately preceding accounting year. Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

5. POLICY

   a) A subsidiary shall be considered as Material if-

   • the investment of the Company in the subsidiary exceeds twenty per cent of its consolidated net worth as per the audited balance sheet of the previous financial year; or

• The subsidiary has generated twenty per cent of the consolidated income of the Company during the previous financial year.

b) At least one Independent Director on the Board of the Company shall be a Director on the Board of the material non-listed Indian subsidiary company.

c) The Audit Committee of the Board of the Company shall review the financial statements on annual basis; however the details of investments made by the unlisted subsidiary company shall be placed before the Audit Committee on quarterly basis.

d) The Minutes of the Board Meeting of the Unlisted Subsidiary Companies shall be placed before the Board of the Company on quarterly basis.

e) The statement of significant transactions and arrangements entered into by the unlisted subsidiary companies shall be placed before the Board on quarterly basis.

6. REQUIREMENT REGARDING MATERIAL SUBSIDIARY

The Company shall not, without passing a special resolution in its General Meeting:-

• dispose shares in the material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or

• dispose shares in the material subsidiary which would cease the exercise of control over the subsidiary or

• sell, dispose or lease the assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year, unless in cases where the divestment/ sale/ disposal/ lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

7. AMENDMENTS The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. The Board may also establish further rules and procedures, from time to time, to give effect to this Policy and to ensure governance of material subsidiary companies.
8. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Agreement / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

9. DISSEMINATION OF POLICY This policy shall be hosted on the website of the Company and a web link thereto shall be provided in the annual report of the Company.

This Policy was modified approved by the Board of Directors at its meeting held on October 24, 2026