

INDIA GREEN REALITY LIMITED

12, SATYAM MALL NR.KAMESHWAR SCHOOL, JODHPUR CHAR RASTA, SATELLITE

AHMEDABAD-380015, GUJARAT

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DISCLOSURES OF MATERIAL GROUP COMPANIES, MATERIAL OUTSTANDING DUES TO CREDITORS, AND MATERIAL OUTSTANDING LITIGATIONS INVOLVING THE COMPANY AND ITS SUBSIDIARIES, DIRECTORS, PROMOTERS AND GROUP COMPANIES IN DRAFT PROSPECTUS

1. Material Group Companies

It was noted that the Securities and Exchange of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("**SEBI ICDR Regulations**") was amended pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2015 (the "**ICDR Amendment**") to amend the definition of 'Group Companies' to include those companies that are covered under the applicable accounting standards as well as those companies that are considered material by the Board. After discussion, the Board passed the following resolutions:

"RESOLVED THAT the companies included in the list of related parties of the Company under Accounting Standard 18 as per the restated consolidated financial statements of the Company, shall be considered as group companies of the Company for the purpose of disclosure in the Draft Prospectus ("**DP**") to be filed in relation to the Company's Initial Public Offering ("**IPO**")."

"RESOLVED FURTHER THAT a company shall be considered material and will also be disclosed as a group company if:

- such company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(zb) of the SEBI ICDR Regulations, **and**
- companies in which, the investment in the form of equity or loan by our Company exceeds 10% of the consolidated net worth of our Company for the last audited financial year, **and**
- where our Company has entered into one or more transactions with such company in the last audited financial year, cumulatively exceeding 10% of the total consolidated revenue of our Company for the last audited financial year"

"RESOLVED FURTHER THAT based on the aforesaid, the following companies are considered as group companies of the Company, as on the date of this resolution:

Entity	Reason for inclusion
INDIA GREEN CLUB AND RESORTS PRIVATE LIMITED	As per Regulation 2(1)(zb) of the SEBI ICDR Regulations, The Company will be considered as material Group Company
INDIA RETAIL PRODUCTS PRIVATE LIMITED	As per Regulation 2(1)(zb) of the SEBI ICDR Regulations, The Company will be considered as material Group Company
SAMARPAN PRODUCTS PRIVATE LIMITED	As per Regulation 2(1)(zb) of the SEBI ICDR Regulations, The Company will be considered as material Group Company

2. Material Outstanding Dues to Creditors

It was noted that pursuant to the ICDR Amendment, the Board needs to consider and approve the materiality of outstanding dues to small scale undertakings and other creditors. After discussion, the following resolutions were passed by the Board:

“RESOLVED THAT in view of the nature and extent of outstanding dues of the Company and the nature and extent of the business operations undertaken by the Company, the dues owed by the Company to the small scale undertakings and other creditors exceeding 5% of the Company’s consolidated trade payables for the last audited financial year shall be considered as material dues for the Company.”

“RESOLVED FURTHER THAT the details of outstanding dues to such small scale undertakings and other creditors shall be uploaded on the website of the Company as required under the ICDR Amendment.”

3. Materiality of Outstanding Litigation involving the Company and its Subsidiaries, Directors, Promoters and Group Companies

It was noted that pursuant to the ICDR Amendment, the Board needs to consider and approve the materiality of outstanding litigations involving the Company and its subsidiaries, directors, promoters and group companies.

After discussion, the following resolutions were passed by the Board:

“RESOLVED THAT in view of the nature and extent of operations of the Company and its subsidiaries, its directors, its promoters and group companies, the outstanding litigations involving the Company and its subsidiaries, its directors, its promoters and group companies shall be considered material if:

- i. the aggregate amount involved in such individual litigation exceeds 5% of consolidated profit after tax of the Company, as per the last audited financial statements, or
- ii. where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 5% of the profit after tax of the Company as per the last consolidated audited financial statements, if similar litigations put together collectively exceed 5% of the consolidated profit after tax of the Company, or
- iii. litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company

and the Board or any of its committees shall have the power and authority to determine suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.”