

**POLICY FOR DETERMINING MATERIAL SUBSIDIARY**

**OF**

**KERALA AYURVEDA LIMITED**

**[Pursuant to Regulation 46(2) of SEBI(LODR) Regulations 2015**

**1. PURPOSE AND SCOPE**

The Policy for determining 'material' subsidiary of the company has been framed in accordance with the provisions of clause 46(2) of SEBI(LODR) Regulations 2015.

The Policy will be used to determine the Material 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 SEBI(LODR) Regulations 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013 and the Rules, Notifications and Circulars made/issued hereunder, as amended, from time to time.

**2. CRITERIA FOR DETERMINING 'MATERIAL' SUBSIDIARY**

A subsidiary shall be considered as a Material Subsidiary, if any of the following conditions are satisfied:

I. If the investment of Company in the subsidiary exceeds 20% of its consolidated net worth as per the audited Balance Sheet of the previous financial year; or

II. If the Subsidiary has generated 20% of the consolidated income of the Company during the previous financial year.

III. "material non-listed Indian subsidiary" shall mean an unlisted subsidiary, incorporated in India, whose income or net worth(i.e. paid up capital and free reserves) exceeds 20% of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

**3. GOVERNANCE FRAMEWORK**

- i. The Audit Committee of Board of the Company shall review the financial statements, in particular, the investments made by the unlisted subsidiary Company.
- ii. The minutes of the Board Meetings of the Unlisted Subsidiary Companies shall be placed before the Board of the Company.
- iii. The management shall periodically bring to the attention of the Board of Directors of the Company, a statement of all Significant Transactions and Arrangements entered into by the unlisted subsidiary company.
- iv. One Independent Director of the Company shall be a director on the Board of the Material Non-Listed Indian Subsidiary Company.

#### **4. DISPOSAL OF MATERIAL SUBSIDIARY**

The Company shall not:

- a. 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 a Court/Tribunal.
- b. sell, dispose off and lease assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year without 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.

#### **5. DISCLOSURES**

The Policy for determining material subsidiaries is to be uploaded on the website of the Company at [www.keralaayurveda.biz](http://www.keralaayurveda.biz) and a web link thereto shall be provided in the Annual Report.

#### **6. POLICY REVIEW**

This Policy shall be subject to review as may be deemed necessary and in accordance with any Regulatory Amendments.