

8<sup>th</sup> July, 2024

KAL/COR/BSE/ 09/ 483/2024  
The Manager  
Dept. of corporate services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

Dear Sir/Madam,

**Subject: Kerala Ayurveda Limited - Results of Postal Ballot (e voting)**

**Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

This is in continuation to our letter dated 7<sup>th</sup> June 2024, enclosing the Postal Ballot Notice (“the Notice”) along with explanatory statement ("Notice") issued to the Members of the Company, seeking their approval for the following:

1. Continuation of Mr. Kunjupanicker Anilkumar (Din: 00226353) As Whole- Time Director Of The Company upon attaining the age of Seventy Years.
2. To alter the Utilization of Proceeds for Preferential Allotment of 9,21,781 Equity Shares.

In accordance with the provisions of Section 110 read with Section 108 of the Companies Act, 2013 read with the rules made thereunder and various circulars issued by Ministry of Corporate Affairs, the Company conducted the postal ballot by providing remote e-voting facility to the Members. The e-voting period as specified in the Notice ended on Sunday, July 07, 2024 at 5.00 P.M. (IST).

Mr. Pramod S M, Designated Partner of BMP & Co., LLP, Practicing Company Secretary, who was appointed as the Scrutinizer, has submitted their Report on Monday, 8<sup>th</sup> July, 2024.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith the results of e-voting on the aforesaid resolution in the prescribed format along with Scrutinizer's Report. The Company had provided e-voting facility to Members through CDSL.

Based on the Scrutinizer's Report, we are pleased to inform you that the resolutions contained in the Notice has been duly passed by the Members.

The copy of the said Results is also available on the Company's website at [www.keralaayurveda.biz](http://www.keralaayurveda.biz).

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,

**For Kerala Ayurveda Limited**

**Jyothi**  
**Kumari**

Digitally signed  
by Jyothi Kumari  
Date: 2024.07.08  
18:05:56 +05'30'

Jyothi Gulecha  
Company Secretary  
Membership No: ACS 63350

Encl: a/a

### Voting Results of Postal Ballot

<b>Date of the AGM/EGM/Postal Ballot through remote e-voting</b>	Start Date: 08/06/2024 End Date: 07/07/2024
<b>Total number of shareholders on record date</b>	8019
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	NA
Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	NA
Public:	NA

Agenda-wise disclosure (to be disclosed separately for each agenda item)

**Item NO.1 To approve the continuation of Mr Kunjupanicker Anilkumar (DIN:00226353) as Whole-Time Director of the company upon attaining the age of Seventy years.**

**Resolution required: (Ordinary/ Special)**

**Whether promoter/ promoter group are interested in the agenda/resolution?**

Special

No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Number of Invalid votes
Promoter and Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	7048435	7048435	100	NA	NA	NA	NA	
	<b>Total</b>	<b>7048435</b>	<b>7048435</b>	<b>100</b>	<b>7048435</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
	E-Voting	NA	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA	NA

 Digitally signed  
 by Jyothi Kumari  
 Date: 2024.07.08  
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Public- Institutions	Postal Ballot (if applicable)	30422	0	0	0	0	0	0	0
	<b>Total</b>	<b>30422</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA	
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	4953594.00	1231133.00	24.85	1200683.00	30450.00	97.53	2.47	0
	<b>Total</b>	<b>4953594</b>	<b>1231133.00</b>	<b>24.85333</b>	<b>1200683.00</b>	<b>30450.00</b>	<b>97.526669</b>	<b>2.473331476</b>	<b>0</b>
<b>Total</b>	<b>12032451</b>	<b>8279568</b>	<b>68.81032</b>	<b>8249118</b>	<b>30450</b>	<b>99.6322</b>	<b>0.3678</b>	<b>0</b>	

**Item No. 2 To approve the alteration/variation in utilisation of proceeds for preferential allotment of 9,21,781 shares.**

**Resolution required: (Ordinary/ Special)**

**Whether promoter/ promoter group are interested in the agenda/resolution?**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour (4)	No. of Votes – against (5)	Special		Number of Invalid votes
							No		
							% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA	
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	7048435	7048435	100	7048435	0	100	0	0
	<b>Total</b>	<b>7048435</b>	<b>7048435</b>	<b>100</b>	<b>7048435</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public- Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA	0
	Poll	NA	NA	NA	NA	NA	NA	NA	0
	Postal Ballot (if applicable)	30422	0	0	0	0	0	0	0
	<b>Total</b>	<b>30422</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA	
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	4953594	1231133	<b>24.853</b>	1200756.00	30377.00	97.53	2.47	0
	<b>Total</b>	<b>4953594</b>	<b>1231133</b>	<b>24.853</b>	<b>1200756.00</b>	<b>30377.00</b>	<b>97.53</b>	<b>2.47</b>	<b>0</b>
<b>Total</b>	<b>12032451</b>	<b>8279568</b>	<b>68.81032</b>	<b>8249191</b>	<b>30377</b>	<b>99.6331</b>	<b>0.3669</b>	<b>0</b>	



Date: 8 July 2024

To,  
The Chairman,  
Kerala Ayurveda Limited  
CIN: L24233KL1992PLC006592  
VII/415 Nedumbaserryanthani P O Alwaye,  
Ernakulam, Kerala, India, 683585

**Sub: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of the resolutions contained in the Postal Ballot Notice dated 07<sup>th</sup> June, 2024.**

Dear Sir,

I, Pramod S M, Partner of BMP Co. LLP, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Kerala Ayurveda Limited ("the Company") vide Resolution passed at the Board Meeting held on 29<sup>th</sup> May, 2024 to scrutinize the postal ballot through voting by electronic means ("remote e-voting"), in a fair and transparent manner and ascertain the requisite majority on the said Postal Ballot carried out pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June, 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 03/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022 and latest being General Circular No. 09/2023 dated September 25, 2023 ("collectively referred to as "MCA Circulars") and Secretarial Standard



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**BMP & Co. LLP**

Regd Office : # 4272, Sapthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560 085.  
☎ : 080 26728442, ✉ : biswajit@bmpandco.com, 🌐 : [www.bmpandco.com](http://www.bmpandco.com), LLPIN : AAI-4194



on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations, I submit my Report, as under:

1. The Postal Ballot Notice along with Explanatory Statement under Section 102 of the Act was sent by electronic mode to those Members whose names appeared in the Register of Members as on **31<sup>st</sup> May 2024**, ("**Cut-off Date**") received from Integrated Registry Management Services Private Limited Registrar and Transfer Agents and whose e-mail address was registered with the Company/ Depositories/ Depository Participants. A copy of the Postal Ballot Notice is also available on the website of the Company (<https://www.keralaayurveda.biz/>), the relevant section of the website of the Stock Exchanges on which the Equity Shares of the Company are listed i.e., BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and on the website of E-voting agency i.e. Integrated Registry Management Services Private Limited E-Voting website at ([irg@integratedindia.in](mailto:irg@integratedindia.in)), the remote e-voting provider to the Company. Members who held Equity Share(s) of the Company as on Friday, 31<sup>st</sup> May, 2024 were entitled to vote through remote e-voting process in relation to the Resolutions specified in the Postal Ballot Notice ("Eligible Members"). The dispatch of the Postal Ballot Notice by electronic mode was completed on 07<sup>th</sup> June, 2024 .
2. In accordance with the MCA Circulars, the physical copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the members in accordance with the provisions specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. On the basis of Register of Members made available by the Depositories viz., Central Depository Services (India) Limited (CDSL), as on Friday, 31<sup>st</sup> May, 2024 ("cut-off date"), the notice of the postal ballot dated Friday, 07<sup>th</sup> June, 2024 was dispatched to the shareholders by prescribed mode and the advertisement was published on Saturday, 08<sup>th</sup> June, 2024, pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (as amended).



4. The remote e-voting commenced on Saturday, 08<sup>th</sup> June, 2024, from 10:00 A.M. (IST) and ended on Sunday, 07<sup>th</sup> July, 2024 till 5.00 P.M. (IST). The e-voting services were provided by Integrated Registry Management Services Private Limited.
5. All the data of remote e-voting i.e., the results of e-voting along with the list of shareholders who voted "For" and "Against" the Resolutions were downloaded from the e-voting portal of Integrated Registry Management Services Private Limited, by unblocking the remote e-voting event on Sunday 07<sup>th</sup> July 2024 till 5.14 P.M. (IST). in the presence of two witnesses, viz., Ms. Anju B currently residing at #No. 1, 11<sup>th</sup> Cross, R.T.Street Bangalore 560053 and Ms. Veena Hanswani currently residing at RR Homes SBI Colony, J P Nagar Phase -I Bangalore Karnataka 560078.
6. All votes cast through remote e-voting up to 5.00 P.M. (IST) on Sunday, 07<sup>th</sup> July, 2024, the last date, and time fixed by the Company, were considered for scrutiny.
7. The summary of the results of the Postal Ballot conducted through remote e-voting is, as under:

I now submit my report as below on the result of the remote e-voting in respect of the resolutions contained in the Notice of Postal Ballot.

**RESOLUTION NO. 1: - TO APPROVE THE CONTINUATION OF MR. KUNJUPANICKER ANILKUMAR (DIN: 00226353) AS WHOLE- TIME DIRECTOR OF THE COMPANY UPON ATTAINING THE AGE OF SEVENTY YEARS.**

Voted "*in Favor*" of the resolution:

Mode	Number of members voted	Number of votes cast in Favour of the resolution	% of total number of valid votes cast
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Postal Ballot (Remote E- voting)	88	82,49,118	99.63%
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Voted “*Against*” the resolution:

Mode	Number of members voted	Number of votes cast Against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E- voting)	12	30,450	0.37%

*Invalid Votes:*

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E- voting)	Nil	Nil

**RESOLUTION NO. 2: - TO APPROVE THE ALTERATION / VARIATION IN UTILIZATION OF PROCEEDS FOR PREFERENTIAL ALLOTMENT OF 9,21,781 EQUITY SHARES.**

Voted “*in Favor*” of the resolution:

Mode	Number of members voted	Number of votes cast in Favour of the resolution	% of total number of valid votes cast
Postal Ballot (Remote E- voting)	87	82,49,191	99.63%





Voted "*Against*" the resolution:

Mode	Number of members voted	Number of votes cast Against the resolution	% of total number of valid votes cast
Postal Ballot (Remote E- voting)	13	30,377	0.37%

**Invalid Votes:**

Mode	Number of Members	Number of votes cast
Postal Ballot (Remote E- voting)	Nil	Nil

- a) Based on the foregoing all two resolutions have been passed with requisite majority.
- b) The figures in percentage have been rounded off to 2 decimal points.
8. The electronic data and all other relevant records relating to remote e-voting shall remain in our safe custody and will be handed over to Jyothi Gulecha, Company Secretary and Compliance officer for safekeeping.

**9. Restriction on Use**

This report has been issued at the request of the Company for (i) submission to Stock Exchanges (ii) placing on website of the Company (iii) placing on the website of Integrated Registry Management Services Private Limited Registrar and Transfer Agents and (iv) for such other purposes as required under various statutory or regulatory requirements. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume or any liability

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or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without any prior consent in writing.

Thanking You,  
Yours faithfully

For **BMP & Co. LLP,**  
Company Secretaries



**CS Pramod S M**

**Designated Partner**

**FCS No.: 7834 CP. No.: 13784**

Email: [pramod@bmpandco.com](mailto:pramod@bmpandco.com)

Contact No: 9845657072

**UDIN: F007834F000687304**

**Place:** Bangalore

**Date:** 08 July 2024

We, the undersigned, witnessed that the votes were unblocked from the e-voting website of Integrated Registry Management Services Private Limited ([irg@integratedindia.in](mailto:irg@integratedindia.in)) in our presence.

**Ms. Anju**

Address: #1, 11<sup>th</sup> Cross, R.T.Street,  
Bangalore 560053

**Ms. Veena Hanswani**

Address: RR Homes SBI Colony, J P  
Nagar Phase -1 Bangalore Karnataka  
560078.

Based on the foregoing all two resolutions have been passed with requisite majority.

**For KERALA AYURVEDA LIMITED**

**Sd/-**

**Jyothi Gulecha**

**COMPANY SECRETARY**

**Membership No.: A63350**

Digitally signed  
by Jyothi  
Kumari  
Date:  
2024.07.08  
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Digitally signed  
by Anilkumar K  
Date:  
2024.07.08  
18:14:48  
+05'30'

