



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 07th 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 29th 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



Page 1 of 7

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, 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 **31st 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) and on the website of E-voting agency i.e. Integrated Registry Management Services Private Limited E-Voting website at (irg@integratedindia.in), the remote e-voting provider to the Company. Members who held Equity Share(s) of the Company as on Friday, 31st 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 07th 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, 31st May, 2024 ("cut-off date"), the notice of the postal ballot dated Friday, 07th June, 2024 was dispatched to the shareholders by prescribed mode and the advertisement was published on Saturday, 08th 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, 08th June, 2024, from 10:00 A.M. (IST) and ended on Sunday, 07th 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 07th July 2024 till 5.14 P.M. (IST). in the presence of two witnesses, viz., Ms. Anju B currently residing at #No. 1, 11th 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, 07th 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
------	-------------------------	--	---------------------------------------

Page 3 of 7



Postal Ballot (Remote E- voting)	88	82,49,118	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)	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

Page 5 of 7



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

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) in our presence.

Ms. Anju

Address: #1, 11th 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

**Jyothi
Kumari** Digitally signed
by Jyothi
Kumari
Date:
2024.07.08
18:08:57 +05'30'

**Anilku
mar K** Digitally signed
by Anilkumar K
Date:
2024.07.08
18:14:48
+05'30'

