

KAL/COR/BSE/ 09/ 461/2024

7th June, 2024

The Manager
Dept. of corporate services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Dear Sir,

Scrip code: 530163

The Board of Directors of at their meeting held on 29th May, 2024 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the company on resolutions as set out in the Postal Ballot Notice.

With reference to the above subject , please find enclosed herewith Postal Ballot Notice together with the Explanatory Statement sent to the members of the company whose name appear on the Register of Members/List of Beneficial Owners as on Friday 31st May, 2024.

The Evoting period shall commence from Saturday, 8th June 2024 from 10.00 A.M. (IST) and ends on Sunday, 7th July 2024 till 5.00 P.M. (IST).

We request you to take the same on record.

Thanking you,

For Kerala Ayurveda Ltd.



Jyothi Gulecha
Company Secretary



KERALA AYURVEDA LIMITED

CIN: L24233KL1992PLC006592

Registered Office: VII/415 Nedumbaserry, Athani P O, Aluva, Ernakulam, Kerala, India, 683585;

Telephone: 0484-2476301(4 lines); **Fax:** +91 0484-2474376

Website: <https://www.keralaayurveda.biz/>; **Email:** companysecretary@keralaayurveda.biz

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Saturday, 8 th June 2024 from 10.00 A.M. (IST)	Sunday, 7 th July 2024 till 5.00 P.M. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), Secretarial Standard-2 (**“SS-2”**) on General Meetings issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/conducting postal ballot process through e-voting vide 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, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (**“MCA”**) (hereinafter collectively referred to as **‘MCA Circulars’**) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the Special Resolution(s) as set out in this Notice are proposed for consideration by the members of the Company for passing by means Postal Ballot by voting through electronic means (remote e-voting) only.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof

is annexed to this Postal Ballot Notice (‘**Notice**’) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (‘**RTA**’). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

If your email address is not registered with the Company/ Depositories/RTA, please follow the process provided in the Notes to receive this Notice. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (I) Ltd for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company <https://www.keralaayurveda.biz/>.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 P.M. (IST) on Sunday, 7th July 2024. The remote e-voting facility will be disabled by Central Depository Services (I) Ltd immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS:

- 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.**

*To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to Section 196, 196(3) 197, 198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board of Directors of the Company (“the Board”) at its meeting held on 29th May, 2024 based on recommendation of

Nomination & Remuneration Committee and subject to approval of shareholders, approved the continuation of term of Mr. Anilkumar as Whole-time Director upon the attainment of 70 years of age until the expiry of his present term, i.e., from 28th June, 2024 to 27th June, 2027 on certain terms and conditions as previously approved by the Board and shareholders at the time of reappointment. Approval of members of the Company is sought, allowing Mr. Kunjupanicker Anilkumar (DIN: 00226353), to continue as the Whole-Time Director of the Company upon attaining the age of 70 years during his term of reappointment.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.”

2) TO APPROVE THE ALTERATION / VARIATION IN UTILIZATION OF PROCEEDS FOR PREFERENTIAL ALLOTMENT OF 9,21,781 EQUITY SHARES.

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 42 read with all the applicable laws, rules, and Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other provisions for the time being in force, in respect of Preferential Allotment of 9,21,781 Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each issued at a premium of Rs. 220/- (Rupees Two Hundred and Twenty only) per share aggregating to an amount of Rs. 21,20,09,630/- (Twenty one crores twenty lakhs nine thousand six hundred and thirty rupees only) allotted by the Board of Directors vide circular resolution passed on 04 January 2024, the approval of the Shareholders be and is hereby accorded to alter the utilization of proceeds as received in the said Preferential issue which is in variation to the objects as stated out in the Notice of Extra Ordinary General Meeting held on 20th December, 2023”.

Registered Office:

VII/415 Nedumbaserry, Athani P O Alwaye,
Ernakulam, Kerala, India, 683585

By Order of the Board

Kerala Ayurveda Limited

Sd/-

Jyothikumari

Company Secretary

Membership No. A63350

Place: Bengaluru

Date: 7th June, 2024

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), as amended, setting out material facts relating to the Resolutions and reasons thereof, is annexed hereto and forms part of this notice.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice only in electronic form to all the Members, whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) (“the Depositories”) as on 31st May, 2024 (the ‘**cut-off date**’) and who have registered their email addresses in respect of electronic holdings with the Depository through the Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent- M/s Integrated Registry Management Services Pvt Ltd (“**RTA**”).
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://www.keralaayurveda.biz/> . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
5. Members are requested to confirm their e-mail Id, or otherwise notify changes in the email Id, to RTA of the Company at: csdstd@integratedindia.in.
6. Resolution, if passed by the members through postal ballot is deemed to have been duly passed on the last date specified for the remote e-voting i.e., 7th July, 2024 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of members convened on that behalf.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the RTA of the Company in case, the shares are held by them in physical form.

8. A member cannot exercise his vote by proxy on Postal Ballot.
9. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an email to the Company at companysecretary@keralaayurveda.biz
10. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per the requirement of regulation 36(3) of the Listing Regulations and the provisions of the Act.
11. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
12. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
13. There will be one vote for every Client ID/registered folio number irrespective of the number of joint holders.

Results of voting shall be declared within 48 hours from the time of conclusion of the remote e-voting.
14. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, Depositories and Registrar & Share Transfer Agent and will be displayed on the Company's <https://www.keralaayurveda.biz/>
15. The Board of Directors of the Company has appointed CS Pramod SM or failing him CS Biswajit Ghosh of M/s. BMP & Co., LLP, a Practicing Company Secretary firm, Bengaluru as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The Scrutinizer, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the voting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e., <https://www.keralaayurveda.biz/>. The results shall simultaneously be communicated to the Stock Exchanges i.e., BSE .

17. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the close of the e-voting period.

18. Remote e-Voting Instructions for shareholders:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014; as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited, on the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Saturday, 8th June 2024 from 10.00 A.M. (IST) and ends on Sunday, 7th July 2024 till 5.00 P.M. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 31st May 2024, the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that

	<p>the user can visit the e-Voting service providers’ website directly.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting

	<p>system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
--	---

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<p>For Physical shareholders and other than individual shareholders holding shares in Demat.</p>
--	---

PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the **EVSN : 240605001** of Kerala Ayurveda Ltd on which you choose to vote.

- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES

implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@keralaayurveda.biz, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

ITEM NO.1:

Dr. K. Anilkumar, aged 70, is currently the Whole Time Director of Kerala Ayurveda Ltd. With over 40 years of experience in Kerala Ayurveda, he is the elder son of KAL founder Vaidyan KGK Panicker. Before becoming the Full-Time Director of Kerala Ayurveda Ltd in 2006, he served as the Managing Director of the company. During his tenure, he successfully consolidated the family business of Ayurveda product manufacturing, clinics, and hospitals, propelling it into the mainstream of the Ayurveda industry.

Dr. K. Anilkumar was appointed as the Whole Time Director of the Company for a period of 3 years up to July 27, 2027. Over these years, he has been instrumental in scripting the phenomenal growth and global success of the Company Kerala Ayurveda Limited is a One-of-its-kind, Full-spectrum, and Listed Ayurveda Company in India with a rich Heritage of over 70 years and having touched the lives of over a Million people. Its Footprint spans Wellness Resorts, Hospitals, Clinics, Academies, Products and Services in India & US.

In view of the expertise, knowledge and experience of Dr. K. Anilkumar, the Board of Directors of the Company ("the Board") at its meeting held on 29th May, 2024 based on recommendation of Nomination & Remuneration Committee and subject to approval of shareholders, approved the continuation of term of Mr. Anilkumar as Whole-time Director upon the attainment of 70 years of age until the expiry of his present term, i.e., from 28th June, 2024 to 27th June, 2027 on certain terms and conditions as previously approved by the Board and shareholders at the time of reappointment.

Except Dr. K. Anilkumar, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolutions as set out under item no. 1 of this Postal Ballot notice for approval of the Members by means of Special Resolution.

ITEM NO. 2:

The Company had passed a Special Resolution on 20th December, 2023, for Preferential Issue of Equity Shares of 9,21,781 Face Value of Rs. 10/- each at a premium of Rs. 220/-. However, the Board of the Directors of the Company at their meeting held on 04th January, 2024 had allotted

9,21,781 Equity Shares of Face Value of Rs. 10/- each at a premium of Rs. 220/- per share (Issue Price Rs. 230/- each = Face Value Rs. 10/- each + Premium Rs. 220/- each) aggregating to Rs. 21,20,09,630/-

The main objects for raising the funds through preferential issue was supply chain management, CAPEX, Marketing & Digital Marketing, Digital Marketing, Digital/ IT Infrastructure, Health Services, HR Liabilities, New Talents, US Market investments and other general corporate purposes.

The total proceeds of Rs. 10,19,68,046 /- was utilized as follows:

Areas of Utilization	Original	Utilized	Balance	For Re-classification
Supply Chain Management	1,28,19,639	1,28,19,639	-	45,00,000
CAPEX (MFG, R&D)	2,46,68,092	70,99,623	1,75,68,469	3,80,00,000
Marketing & Digital Marketing	1,94,23,695		1,94,23,695	1,50,00,000
Digital / IT Infrastructure	1,94,23,695	56,57,000	1,37,66,695	80,00,000
Health Services	4,80,73,645	3,30,00,000	1,50,73,645	-
HR Liabilities	61,18,464	20,00,000	41,18,464	45,41,584
New Talents	1,94,23,695	38,74,726	1,55,48,969	1,50,00,000
US Market investments (AAI & SI)	1,94,23,695		1,94,23,695	1,50,00,000
General Corporate Purpose	4,26,35,010	3,75,17,058	51,17,952	1,00,00,000
TOTAL	21,20,09,630	10,19,68,046	11,00,41,584	11,00,41,584

To align with our business expansion, it is advisable to adjust the allocation of funds according to the table provided. The consent of members is hereby sought for any modifications or alterations to the fund utilization, should such changes be deemed advantageous compared to the initially proposed allocation outlined in the Notice of Extraordinary General Meeting held on December 20th, 2023.

None of the Directors of the Company is interested/ concerned financially or otherwise in the said Resolution except as members of the Company.

The Board recommends the Resolutions as set out under item no. 2 of this Postal Ballot notice for approval of the Members by means of Special Resolution.

Registered Office:

VII/415 Nedumbaserry, athani P O Aluva,
Ernakulam, Kerala, India, 683585

By Order of the Board

Kerala Ayurveda Limited

Sd/-

Jyothikumari

Company Secretary

Membership No. A63350

Place: Bengaluru

Date: 07/06/2024

Annexure 1

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given hereunder:

Name	Dr. Kunjupanicker Anilkumar
DIN	DIN: 00226353
Nationality	Indian
Age	13 th July 1954 (70 years)
Date of last appointment on the Board	28 th June, 2006
Brief Resume, Experience and Nature of Expertise in specific functional areas	<p>Profile Summary:</p> <p>Dr. K. Anilkumar, aged 70, is currently the Whole Time Director of Kerala Ayurveda Ltd. With over 40 years of experience in Kerala Ayurveda, he is the elder son of KAL founder Vaidyan KGK Panicker. Before becoming the Full-Time Director of Kerala Ayurveda Ltd in 2006, he served as the Managing Director of the company. During his tenure, he successfully consolidated the family business of Ayurveda product manufacturing, clinics, and hospitals, propelling it into the mainstream of the Ayurveda industry.</p> <p>Key Achievements and Contributions:</p> <ul style="list-style-type: none"> • Business Expansion: Expanded and established the business in healthcare, research & development, sales & marketing, and education, transforming Kerala Ayurveda Pharmacy Limited (KAPL) into a public listed company on the Bombay Stock Exchange, now known as Kerala Ayurveda Limited. • Clinic Network: Established a chain of clinics across Kerala and other parts of India. • Wellness Center: Conceived and created Ayurvedagram in Bangalore, now one of India's best and most renowned wellness centers.

	<ul style="list-style-type: none"> • R&D Facility: Established a state-of-the-art R&D facility recognized by the Department of Science and Technology, Government of India. • Educational Academy: Founded the Kerala Ayurveda Academy to offer quality education and training to Ayurveda doctors and therapists. • Product Development: Developed over 40 proprietary and patented products that are widely accepted. <p>Professional Experience and Roles:</p> <ul style="list-style-type: none"> • Former Faculty Member of Ayurveda at Kerala University of Health Sciences. • Recipient of the Outstanding Entrepreneurship Award from KSIDC (Government of Kerala) during their Golden Jubilee Celebration. • Vice President (South Region) of the Ayurveda Drug Manufacturers Association (ADMA). • President of the Ayurveda Medical Association of India (AMAI) for 10 years, the largest association of Ayurveda doctors. • Former Member of CCIM (Central Council of Indian Medicine, Department of AYUSH). • Executive Member of the Ayurvedic Medicine Manufacturers Organization of India (AMMOI). • Faculty member in the Social Science Department at Cochin University of Science and Technology (CUSAT), Kochi. • Member of the Pharmacopeia Commission for Indian Medicine and Homoeopathy (AYUSH, Government of India).
Qualification	Ayurveda Doctor BAMS
No. of Board Meetings attended during the year as a director	9
Directorships held in other Listed Companies	NIL

Terms and conditions of appointment	As per the terms and conditions captured Nomination and Remuneration Committee Meeting held on 10 th August, 2023.
Directorships held in other Public Companies along with listed companies from which the person has resigned in the past three years	Confederation for Ayurvedic Renaissance-Keralam Limited
Memberships / Chairmanships of Committees of other Boards along with listed companies from which the person has resigned in the past three years.	NIL
Number of shares held in the Company, including shareholding as a beneficial owner	193005
Remuneration last drawn (excluding sitting fees)	Rs.30,60,000/- No sitting fees paid.
Remuneration sought to be paid	As per the terms and conditions captured Nomination and Remuneration Committee Meeting held on 10 th August, 2023.
Relationships between Directors inter-se	NIL