

KAL/COR/BSE/ 09/538 /2024

12th December 2024

To,
The Manager,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Scrip Code: 530163

Dear Sir / Madam,

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) - Notice of Extraordinary General Meeting of Members.

Dear Sir,

This is in continuation to our letter dated 11th December 2024 and pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting (“EGM”) of the Company will be held on Friday, 3rd January, 2025 at 11:00 A.M. (IST) through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’). We are submitting herewith Notice of Extraordinary General Meeting of the Company alongwith explanatory statement, which is sent through electronic mode to the Members of the Company.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall



Registered Office :
Kerala Ayurveda Limited (An ISO 9001:2015 Certified Company)
XV/551, Athani, Nedumbassery, Ernakulam, Kerala, 683585.
CIN:L24233KL1992PLC006592
Ph: +91 484 2476301/2/3/4

Corporate Office :
Kerala Ayurveda Ltd, Ground Floor, BKN
Ambaram Estate
No.648/1, 1st Main, Binnamangala, 1st Stage
Indiranagar, Bengaluru-560038
Ph:+91- 080- 43760897

commence on Tuesday, 31st December, 2024 at 09:00 A.M, (IST) and will end on Thursday, 2nd January, 2025 at 05:00 P.M. (IST).

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. <https://www.keralaayurveda.biz/investor-relationships>.

We request you to take this information on your records & kindly acknowledge the receipt of the same.

Thanking you,

Yours Sincerely,

For Kerala Ayurveda Limited



George K T

Chief Financial Officer and Compliance Officer

PAN: ARPPG8485P

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NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Kerala Ayurveda Limited (“the Company”) will be held on Friday, 3rd January 2025 at 11:00 AM (IST) through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’) to transact the following businesses:

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. SAMIR DHAWAN (DIN: 01178691) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in compliance with Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Mr. Samir Dhawan (DIN: 01178691), who was appointed as an Additional Director (Non-Executive, Independent) by the Board of Directors effective from the start of business hours of October 4, 2024, pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, being eligible and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Companies Act, 2013 and based on the recommendation from Nomination & Remuneration Committee and the Board of Directors, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive, Independent Director of the Company not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years, effective from the start of business hours of October 4, 2024 upto October 3, 2029 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



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2. APPOINTMENT OF KSHITI RANJAN DAS (DIN: 07212449) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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

*“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in compliance with Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Mr. Kshiti Ranjan Das (DIN: 07212449), who was appointed as an Additional Director (Non-Executive, Independent) by the Board of Directors effective from the start of business hours of October 4, 2024, pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, being eligible and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Companies Act, 2013 and based on the recommendation from Nomination & Remuneration Committee and the Board of Directors, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive, Independent Director of the Company not subject to retirement by rotation, to hold office for a term of 5 (five) consecutive years, effective from the start of business hours of October 4, 2024 upto October 3, 2029 (both days inclusive).*

***RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”*



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3. APPOINTMENT OF DR. KODIKANNATH JAYARAJAN (DIN: 10798470) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, 197 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Kodikannath Jayarajan (DIN: 10798470), who was appointed as an Additional Director (Non-Executive, Non-Independent) by the Board of Directors w.e.f. October 4, 2024, pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Articles of Association of the Company and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Companies Act, 2013 and based on the recommendation from Nomination & Remuneration Committee and Board proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, effective from October 4, 2024.

RESOLVED FURTHER THAT, Dr. Kodikannath Jayarajan be paid such remuneration within the overall limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.



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RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board

For Kerala Ayurveda Limited

Sd/-

Kunjupanicker Anilkumar

Whole-time director (DIN: 00226353)

Registered Office:

XV/551 Nedumbaserry, Athani,

P O Alwaye, Ernakulam, Kerala-683585, India.

Date: 12/12/2024

Place: Athani

NOTES:

1. In view of the Ministry of Corporate Affairs, Government of India (“MCA”) General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, respectively, (“MCA Circulars”) and all other relevant circulars issued from time to time has allowed conduct of Extra-Ordinary General Meetings (“EGM”) by Companies through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”) and physical attendance of the Members at the EGM venue is not required and EGM will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.



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2. Pursuant to the MCA Circulars read with SEBI Circular dated 7th October 2023 (“SEBI Circular”), the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company Secretary by email to companysecretary@keralaayurveda.biz and scrutinizer at pramod@bmpandco.com, at least 48 hours before the commencement of EGM. No Route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. In terms of applicable provisions, the facility of participation at the EGM through VC/OAVM is available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item No. 1, 2 & 3 of the Notice is annexed hereto.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), MCA Circulars and SEBI Circular, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has made necessary arrangement with Central Depository Services (India) Ltd. for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of EGM will be provided by Central Depository Services (India) Ltd.



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7. In line with the MCA Circulars and SEBI Circular, the Notice for calling the EGM has been uploaded on the website of the Company at www.keralaayurveda.biz. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of Central Depository Services (India) Ltd (agency for providing the Remote e-Voting facility).
8. EGM is to be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circular.
9. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company is not required to be closed. Members whose names are recorded in the Register of Members or in the Register of beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 27th December 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
10. Members holding shares in dematerialised mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to companysecretary@keralaayurveda.biz
11. The Company has appointed Mr. Pramod S.M. (FCS Membership No. 7834 and Certificate of Practice No.13784), Partner, BMP & Co., LLP, Practicing Company Secretaries as the Scrutinizer and Mr. Biswajit Ghosh, (FCS Membership No. 8750 and Certificate of Practice No. 8239), Partner, BMP & Co., LLP, Practicing Company Secretaries, as an alternate scrutinizer to Mr. Pramod S.M., to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. The members who have cast their vote by remote e-voting prior to EGM may also attend the EGM but shall not be entitled to cast their vote again.
13. Members, who would like to express their view/ ask questions during the EGM with regard to the financial statements or any other matter to be placed at the EGM, need to pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at companysecretary@keralaayurveda.biz latest by December 27,

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2024. Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.

14. Any person holding shares in physical form or, who acquires shares of the Company in demat mode and becomes a Member of the Company after sending of the Notice and holding shares as of the cut off, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-Voting then he/she can use his/her User ID and password for casting the vote.
15. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
16. Members holding shares in physical form are requested to notify any change in their address or email id to the Company's Registrar & Share Transfer Agent. Members holding shares in electronic form are requested to intimate the changes, if any, in their address to respective depository participants only.
17. The Scrutinizer shall, immediately after the conclusion of voting at the e-EGM, unblock the votes cast through remote e-voting and count the same, and count the votes cast during the e-EGM, and shall may not later than 2 working days of conclusion of the e-EGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
18. The Chairman or the person authorized by him in writing shall forthwith on receipt in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company <https://www.keralaayurveda.biz> under Investor Section and CDSL's website www.evotingindia.com and the communication will be sent to BSE Limited on their respective website - viz. www.bseindia.com.
19. The results of the electronic voting shall be declared to the Stock Exchanges after the EGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.



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20. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019. Request received for transmission or transposition of securities will also be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Integrated for assistance in this regard.
21. In view of the 'Green Initiatives' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).
22. In case of joint holders attending the e-EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
23. Updation of and other details: SEBI vide its Circulars dated 3rd November 2021 and 14th December 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1 available in the website: <https://www.keralaayurveda.biz/>
- It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details.
- Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at <https://www.keralaayurveda.biz/> and furnish the requisite details.



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24. All documents referred to in the EGM Notice will be available electronically for inspection by the members, without payment of any fees, from the date of circulation of this Notice upto the date of EGM, i.e., January 3, 2025. Members seeking inspection of the aforementioned documents can send an email to companysecretary@keralaayurveda.biz.

The Process And Instructions For Remote E-Voting Are As Under:

- i. The remote e-voting period begins on Tuesday 31st December 2024 at 9:00 a.m. (IST) and ends on Thursday, 2nd January, 2025 at 5:00 p.m. (IST). The remote e-voting facility will be blocked thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 27th December 2024 (being cut off date), may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users of who have opted for CDSL's 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 URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>



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	<p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the EGM.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 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 or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders</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</p>



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(holding securities in demat mode) login through their Depository Participants	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’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	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

iii. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.

- 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.



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CIN:L24233KL1992PLC006592
Ph: +91 484 2476301/2/3/4

Corporate Office :
Kerala Ayurveda Ltd, Ground Floor, BKN
Ambaram Estate
No.648/1, 1st Main, Binnamangala, 1st Stage
Indiranagar, Bengaluru-560038
Ph:+91- 080- 43760897

If you are a first-time user, follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	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. 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 as mentioned in instruction (v).

- iv. After entering these details appropriately, click on “SUBMIT” tab.
- v. 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.
- vi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii. Click on the EVSN 241209007 for the relevant company (Kerala Ayurveda Limited) on which you choose to vote.



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- viii. 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.
- ix. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- x. 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.
- xi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiii. 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.
- xiv. **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.



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Alternatively, Non Individual shareholders are required 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, info@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.

- xv. In case 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to Item Nos. 1 to 3 mentioned in the accompanying Notice:

ITEM NO. 1:

Mr. Samir Dhawan (DIN: 01178691) was appointed as an Additional Director in the category of Non-Executive, Independent Director, by the Board of Directors on October 4, 2024, subject to approval of the Members.

In terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), appointment of Mr. Samir Dhawan is subject to approval of shareholders of the Company within a time period of three months from the date of appointment. It is therefore proposed to obtain the approval of shareholders through this EGM.

The Company has received a recommendation from the Nomination & Remuneration Committee and Board proposing his candidature for the office of Independent Director.



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Mr. Samir Dhawan is a seasoned leader with over three decades of experience in diverse industries, including high-tech equipment manufacturing for the oil and gas sector, nutraceuticals, and defence products. As a key figure in the "Sara Group of Industries," he has played a pivotal role in steering the organization towards innovation, quality control, and international expansion. He currently holds leadership positions in multiple companies, including Sara SAE Private Limited, Plant Herbs Lifesciences Private Limited, and Star Aerospace Private Limited, where he oversees strategic initiatives, technical operations, and business growth.

Accordingly, approval of the members is sought for the appointment of Mr. Samir Dhawan as Non-Executive, Independent Director who is eligible for appointment as a director not liable to retire by rotation. The Company has received from Mr. Samir Dhawan:

- (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act,
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR) Regulations, 2015 and
- (iv) affirmation that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Mr. Samir Dhawan, being the Non-Executive Independent Director, shall be eligible to receive such remuneration within the overall limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

The additional information required under SEBI (LODR) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I**.



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In the opinion of the Board, Mr. Samir Dhawan fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder read with SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and he is independent of the Management of the Company.

A copy of the draft letter for the appointment of Mr. Samir Dhawan setting out the terms and conditions is available for electronic inspection without any fee by the members.

In compliance with the provisions of Section 149 read with Schedule IV to the Companies Act 2013, Regulation 17 of the SEBI (LODR) Regulations, 2015 and other applicable regulations, the appointment of Mr. Samir Dhawan as an Independent Director is now placed for the approval of the Members by a Special Resolution.

None of the Directors and/or Key Managerial Personnels of the Company and their relatives except to the extent of their shareholding in the Company and except Mr. Samir Dhawan to whom the resolution relates, is in any way concerned or interested, financially or otherwise in the resolutions set out at Item No. 1 of the Notice.

ITEM NO. 2:

Mr. Kshiti Ranjan Das (DIN: 07212449) was appointed as an Additional Director in the category of Non-Executive, Independent Director, by the Board of Directors on October 4, 2024, subject to approval of the Members.

In terms of the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), appointment of Mr. Kshiti Ranjan Das is subject to approval of shareholders of the Company within a time period of three months from the date of appointment. It is therefore proposed to obtain the approval of shareholders through this EGM.

The Company has received a recommendation from the Nomination & Remuneration Committee and Board proposing his candidature for the office of Independent Director.



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Mr. Kshiti Ranjan Das has had an illustrious 35-year career at the Reserve Bank of India (RBI), serving in various capacities and contributing to several key projects. His tenure included significant leadership roles, such as heading the RBI regional offices for Uttar Pradesh and Uttarakhand and overseeing central banking functions during the crucial period of Andhra Pradesh and Telangana's separation. He was instrumental in handling the critical debt waiver issue in both states and led innovative initiatives, including the implementation of tax receipt processes on the Core Banking Solution platform for Uttar Pradesh and Uttarakhand, as well as the e-receipt portal for Karnataka's Commercial Tax Department.

Accordingly, approval of the members is sought for the appointment of Mr. Kshiti Ranjan Das as Non-Executive, Independent Director who is eligible for appointment as a director not liable to retire by rotation. The Company has received from Mr. Kshiti Ranjan Das:

- (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act,
- (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 read with Rule 6 of The Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the SEBI (LODR) Regulations, 2015 and
- (iv) affirmation that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Mr. Kshiti Ranjan Das, being the Non-Executive Independent Director, shall be eligible to receive such remuneration within the overall limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

The additional information required under SEBI (LODR) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I**.

In the opinion of the Board, Mr. Kshiti Ranjan Das fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder read with SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and he is independent of the Management of the Company.



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A copy of the draft letter for the appointment of Mr. Kshiti Ranjan Das setting out the terms and conditions is available for electronic inspection without any fee by the members.

In compliance with the provisions of Section 149 read with Schedule IV to the Companies Act 2013, Regulation 17 of the SEBI (LODR) Regulations, 2015 and other applicable regulations, the appointment of Mr. Kshiti Ranjan Das as an Independent Director is now placed for the approval of the Members by a Special Resolution.

None of the Directors and/or Key Managerial Personnels of the Company and their relatives except to the extent of their shareholding in the Company and except Mr. Kshiti Ranjan Das to whom the resolution relates, is in any way concerned or interested, financially or otherwise in the resolutions set out at Item No. 2 of the Notice.

ITEM NO. 3:

Based on the recommendation of the Nomination Remuneration Committee, Dr. Kodikannath Jayarajan (DIN: 10798470) was appointed as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company with effect from October 4, 2024, subject to the approval of shareholders.

Further, in terms of the amended Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), appointment of Dr. Kodikannath Jayarajan is subject to approval of shareholders of the Company within a time period of three months from the date of appointment. It is therefore proposed to obtain the approval of shareholders by way of this EGM. The Company has received a recommendation from the Nomination & Remuneration Committee and Board proposing his candidature for the office of a director.

Dr. Kodikannath Jayarajan is a globally recognized Ayurvedic scholar, author, researcher, and educator with over 20 years of clinical experience in Ayurveda, both in India and the U.S. Currently serving as the President of the National Ayurvedic Medical Association (NAMA) and the CEO and Chief Ayurveda Consultant of Kerala Ayurveda USA.

Accordingly, approval of the members is sought for appointment of Dr. Kodikannath Jayarajan as Non-Executive Director who is eligible for appointment as a Director liable to retire by rotation. The Company has received from Dr. Kodikannath Jayarajan:



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- (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (1) and (2) of Section 164 of the Companies Act, 2013.
- (iii) affirmation that he has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Dr. Kodikannath Jayarajan, being the Non-Executive Director is eligible to receive such remuneration within the overall limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

The additional information required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards and Schedule V of the Companies Act 2013 is annexed as Annexure-I.

Given his experience, the Board considers it desirable and in the interest of the Company to have Dr. Kodikannath Jayarajan on the Board of the Company and accordingly the Board recommends appointment of Dr. Kodikannath Jayarajan as a Non-Executive Director as proposed in the resolution set out at Item No. 3 for approval by the Members by way of an Ordinary Resolution.

Except for Dr. Kodikannath Jayarajan and/or his relatives, no other Director, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, in the said Resolution.

By order of the Board

For Kerala Ayurveda Limited

Sd/-

Kunjupanicker Anilkumar

Whole-time director (DIN: 00226353)

Registered Office:

XV/551 Nedumbassery, Athani,

P O Alwaye, Ernakulam, Kerala-683585, India.

Date: 12/12/2024

Place: Athani



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ANNEXURE-I

ADDITIONAL INFORMATION OF DIRECTORS AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ISSUED BY ICSI:

Name of Director	Samir Dhawan	Kshiti Ranjan Das	Kodikannath Jayarajan
DIN	01178691	07212449	10798470
Date of Birth and Age	31/07/1971 and 53 years	11/01/1955 and 69 years	03/05/1971 and 53 years
Date of first appointment on the Board	October 4, 2024	October 4, 2024	October 4, 2024
Qualifications	Bachelor of Science in Mechanical Engineering (1993)	Masters in financial management	B.sc and BAMS
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company	Not related to any Directors or KMPs of the Company.	Not related to any Directors or KMPs of the Company.	Not related to any Directors or KMPs of the Company.
Experience (including expertise in specific functional areas) / Brief Resume	Mr. Samir Dhawan is a seasoned leader with over three decades of experience in diverse industries, including high-tech equipment manufacturing for the oil and gas sector, nutraceuticals, and defense products.	Mr. Kshiti Ranjan Das has had an illustrious 35-year career at the Reserve Bank of India (RBI), serving in various capacities and contributing to several key projects.	Dr. Jayarajan is a globally recognized Ayurvedic scholar, author, researcher, and educator with over 20 years of clinical experience in Ayurveda, both in India and the U.S. Currently serving as the President of the National Ayurvedic Medical



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			Association (NAMA) and the CEO and Chief Ayurveda Consultant of Kerala Ayurveda USA.
Directorships held in other Public Companies (excluding foreign companies)	Nil	Nil	Nil
Names of listed entities from which the appointee director has resigned in the past three years	Nil	Nil	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Nil
No. of shares held in the Company (self and as a beneficial owner)	Nil	Nil	Nil
No. of Board Meetings attended during FY 2024-25	One	One	One
Terms and conditions of appointment / reappointment	As set out in the Explanatory Statement	As set out in the Explanatory Statement	As set out in the Explanatory Statement
Remuneration last drawn	Except for sitting fees for attending the meeting of Board, no	Except for sitting fees for attending the meeting of Board, no	Nil



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	other remuneration is paid.	other remuneration is paid.	
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As set out in the Explanatory Statement	As set out in the Explanatory Statement	Not Applicable



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