



KAL/COR/BSE/09/267/2023

07<sup>th</sup> June 2023

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

**Dear Sir / Madam,**

**Sub: Adoption of new set of Articles of Association ("AOA") of the Company at its Extra-Ordinary General Meeting**

**Ref.: Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 30 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we would like to inform you that the Shareholders at their Extra-Ordinary General Meeting held on 7<sup>th</sup> June 2023 has approved adoption of new set of Articles of Association ("AOA") of the Company containing regulations in conformity with the Companies Act, 2013.

Further, the brief details of adoption of the new set of AOA as required under Regulation 30 read with Part A of Schedule III of the SEBI Listing Regulations are annexed herewith as Annexure-A.

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**Kerala Ayurveda Limited**

CIN - L24233KL1992PLC006592

Regd. Office: Athani P O, Aluva, Ernakulam, Kerala - 683 585, India. Ph: +91 484 2476301/2/3/4,

E-mail : [info@keralaayurveda.biz](mailto:info@keralaayurveda.biz), Website : [www.keralaayurveda.biz](http://www.keralaayurveda.biz)

You are requested to take the above information on record & kindly acknowledge receipt of the same.

Thanking you,

**Yours Sincerely,**  
**For Kerala Ayurveda Limited**

**Jyothi Gulecha**  
**Company Secretary**  
**Membership Number- ACS 63350**

**Encl :a/a.**

**Summary of new set of ("AOA") of the Company:-**

<b>Changes</b>	
<b>Objective</b>	<ul style="list-style-type: none"> <li>• The Companies Act, 2013 ("the Act") has been amended frequently by way of notifications and amendment acts. Similarly, securities laws including Securities and Exchange Board of India Act, 1992 and Rules and Regulations ("Securities Laws") framed thereunder have been changed by way of numerous circulars and notifications issued by SEBI or Central Government in this behalf.</li> <li>• In view of frequent changes, it was thought fit by the Board of the Company that the existing AOA of the Company should be amended/modified to bring it in line with the Companies Act, 2013 and to align the same with the prevailing provisions of the Act and rules made thereunder and the Securities Laws referred hereinabove.</li> <li>• Since the changes required for aligning the existing AOA with the Companies Act 2013 and the rules made thereunder and Securities laws were numerous, it was considered expedient to adopt a new AOA in substitution of the existing AOA which was as per Companies Act, 1956.</li> </ul>
<b>Salient Changes in the New AOA</b>	<ul style="list-style-type: none"> <li>• The New AOA has been restructured and aligned with the provisions of the Companies Act, 2013 and the Secretarial Standards issued by the Institute of Company Secretaries of India and other applicable laws;</li> <li>• References to the sections, sub-sections, clauses etc. of the erstwhile Companies Act, 1956 are substituted with the new provisions of the Companies Act 2013.</li> <li>• The new AOA to be substituted in place of the existing AOA is based on "Table-F" of the Companies Act, 2013 which sets out the model AOA for a company limited by shares replacing the "Table-A" of the erstwhile Companies Act, 1956.</li> <li>• Provisions of the Companies Act, 2013 which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included.</li> <li>• Detailed provisions relating to dematerialization of securities are also incorporated in the new AOA as compared to the existing AOA.</li> </ul>

For Kerala Ayurveda Limited

**Jyothi Gulecha****Company Secretary****Membership No: ACS 63350**