



KAL/COR/BSE/09/266/2023

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: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Proceedings and details of Voting Results of the Extra ordinary General Meeting.**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are submitting herewith the details of the proceedings of the Extra ordinary General Meeting ("EGM") of the Company held on Wednesday, 6<sup>th</sup> June, 2023, at 11:00 a.m. and concluded at 11:20 a.m., through Video Conferencing (VC)/Other Audio Video Means (OAVM) in accordance with the relevant circulars issued by Ministry of Corporate Affairs, Government of India and Securities Exchange Board of India.

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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)



Further, pursuant to Regulation 44(3) of the Listing Regulations, we are submitting herewith the remote e-voting results in respect of the business transacted at the EGM in the prescribed format along with the consolidated report of the Scrutinizer prior and during the EGM. The voting results along with Scrutinizer's Report are also being uploaded on the Company's website <https://www.keralaayurveda.biz/investor-relationships> and on the website of Central Depository Services (India) Limited [www.evotingindia.com](http://www.evotingindia.com).

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.**

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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,

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**A. Details on proceedings of Extra ordinary General Meeting**

Sl. No.	Particulars	Details
1.	Date of Extra Ordinary General Meeting	Wednesday, 7 <sup>th</sup> June, 2023
2.	Total Number of shareholders as on record date	8009  (As on cut-off date i.e. 31 <sup>st</sup> May, 2023)
3.	No. of Shareholders present in the meeting either in person or through proxy:  i. Promoters and Promoter Group ii. Public	Not Applicable
4.	No. of Shareholders attended the meeting through Video Conferencing:  i. Promoters and Promoter Group  ii. Public	1  40

**B. Results of Meeting.**

Sl. No.	Agenda	Resolution Required (Ordinary/Special)	Mode of voting	Remarks
1.	To adopt new Articles of Association of the Company	Special	Remote e-voting prior and during the EGM	Passed with requisite majority
2.	To offer, issue and allot equity shares of the Company to investors on preferential basis	Special	Remote e-voting prior and during the EGM	The said resolution was withdrawn by the Company at its EGM. The Chairman informed the members that due to prevailing market

				<p>conditions and further discussions with its proposed investors, the Company proposes to review its requirements of additional capital in near future, amend and enhance the proposition.</p> <p>Thereby the above resolution stands withdrawn.</p>
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Resolution wise details of the voting results is attached as **Annexure -1**.

Thanking you,

**Yours Sincerely,**

**For Kerala Ayurveda Limited**

**Jyothi Gulecha**

**Company Secretary**

**Membership Number- ACS 63350**

Name of the Company	KERALA AYURVEDA LIMITED
Date of the AGM/EGM	07-06-2023
Total number of shareholders on record date	8009
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	40

Resolution No.	1									
Resolution required: (Ordinary/ Special)	SPECIAL - To Adopt new Articles of Association of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	64,93,435	64,93,435	100.0000	64,93,435	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,93,435	100.0000	64,93,435	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	30,422	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	40,31,813	2,35,707	5.8462	2,35,695	12	99.9949	0.0051	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,35,707	5.8462	2,35,695	12	99.9949	0.0051	0	0
Total		1,05,55,670	67,29,142	63.7491	67,29,130	12	99.9998	0.0002	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	SPECIAL - To offer, issue and allot equity shares of the company to investors on preferential basis.*									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	64,93,435	64,93,435	100.0000	64,93,435	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		64,93,435	100.0000	64,93,435	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	30,422	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Non Institutions	E-Voting	40,31,813	2,35,707	5.8462	2,35,695	12	99.9949	0.0051	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,35,707	5.8462	2,35,695	12	99.9949	0.0051	0	0
Total		1,05,55,670	67,29,142	63.7491	67,29,130	12	99.9998	0.0002	0	0

Note\*: The resolution no. 2 pertaining to "offer, issue and allotment of equity shares of the company to investors on preferential basis" was withdrawn by the Company at its EGM. The Chairman informed the members that due to prevailing market conditions and further discussions with its proposed investors, the Company proposes to review its requirements of additional capital in near future, amend and enhance the proposition. Thereby the above resolution stands withdrawn.



For Kerala Ayurveda Ltd.  
*Jyothi Gulecha*  
**Jyothi Gulecha**  
 Company Secretary



Date: 07<sup>th</sup> June, 2023

To,  
The Chairman,  
Kerala Ayurveda Limited  
CIN: L24233KL1992PLC006592  
VII/415, Nedumbaserry Anthani,  
P O Alwaye, Ernakulam – 683585,  
Kerala, India.

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 for the Extra-Ordinary General Meeting of Kerala Ayurveda Limited held on Wednesday, June 07, 2023 at 11.00 A.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') to pass special resolutions as contained in the notice of the EGM dated May 11, 2023.**

I, Pramod S M, Designated Partner of BMP and Co. LLP, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Kerala Ayurveda Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of resolution proposed at the Extra-Ordinary General Meeting of the Company held on Wednesday, June 07, 2023 at 11.00 A.M. (IST) through VC / other OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-voting process during the said EGM.

The notice dated May 11, 2023, as confirmed by the Company was sent to the shareholders in respect of the resolutions passed at the EGM by the Company through electronic mode to those members whose email addresses are registered with the



Page 1 of 5

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Company/ Depositories, in compliance with the General Circular No. 14/2020 dated 8<sup>th</sup> April 2020, General Circular No.17/2020 dated 13<sup>th</sup> April 2020, followed by General Circular 22/2020 dated 15<sup>th</sup> June 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December 2020, General Circular No. 10/ 2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/ 2021 dated 8<sup>th</sup> December, 2021, General Circular No. 03/2022 dated 5<sup>th</sup> May 2022, General Circular No.11/2022 dated 28<sup>th</sup> December 2022 and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) and Circular numbers SEBI/HO/CFD/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the SEBI Circulars”).

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (“CDSL”) for conducting remote e-voting by the shareholders of the Company.

On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company had sent the Extra Ordinary General Meeting notice in electronic form only and the same was completed on May 16, 2023.

The remote voting commenced on Sunday, June 04, 2023 (9:00 a.m. IST) and ended on Tuesday, June 06, 2023 (5:00 p.m. IST) for e-voting. The e-voting services were provided by CDSL.

The votes were unblocked on 7<sup>th</sup> June, 2023 at 11:40 A.M. in the presence of two witnesses, viz., Ms. Anju B currently residing at No. 1, 11<sup>th</sup> Cross, R.T. Street, Bengaluru-560053, Karnataka and Mr. Manu S, currently residing at #61, 3<sup>rd</sup> Cross, 30ft. Road, VB Nagar, Bengaluru-560085 who are not in employment of the Company.

The Company had also provided remote e-voting facility to the shareholders present at the EGM through VC / OAVM and who had not cast their vote earlier.



Page 2 of 5

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The Shareholders of the Company holding shares as on the “cut-off” date of Wednesday, May 31, 2023 were entitled to vote on the resolutions contained in the Notice of the EGM.

After the closure of the remote e-voting at the EGM, the report on voting done at the EGM and the votes cast under remote e-voting facility prior were unblocked and were counted.

I have scrutinized and reviewed the remote e-voting prior and during the EGM and votes cast therein based on the data downloaded from CDSL e-voting system. The management of the Company is responsible to ensure compliance with requirements of the Act and rules relating to remote e-voting prior and during the EGM on the resolutions contained in the notice of the EGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making scrutinizers report of the votes cast in favour or against the resolutions. I now submit my consolidated report as under on the result of the remote e-voting in respect of the said resolutions.

Sl. No.	Resolution	E-Voting		E-voting during EGM		Total		Percentage %		Result
		For	Against	For	Against	For	Against	For	Against	
1.	To Adopt new Articles of Association of the Company. (Special Resolution)	6729130	12	Nil	Nil	6729130	12	99.9998	0.0002	Approved
2	To offer, issue and allot equity shares of the company to investors on preferential basis. (Special Resolution)	6729130	12	Nil	Nil	6729130	12	99.9998	0.0002	The said resolution was withdrawn by the Company at its EGM. The Chairman informed the members that due to prevailing market conditions and further discussions with its proposed investors, the Company proposes to



Page 3 of 5

**BMP & Co. LLP**

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

										review its requirements of additional capital in near future, amend and enhance the proposition.
										Thereby the above resolution stands withdrawn.

The register, all other papers and relevant records relating to remote e-voting shall remain in our safe custody until the chairman considers, approves, and signs the minutes and thereafter the same would be handed over to the Company Secretary of the Company for the safe keeping.

For BMP & Co. LLP,  
Company Secretaries




Pramod S M  
Designated Partner  
FCS No: 7834  
CP No: 13784


Place: Bangalore  
Date: June 07, 2023  
UDIN: F007834E000467590

Based on the above information, you may kindly announce the results.

We the undersigned, witness that the votes were unblocked from the e-voting website of CDSL ([www.evotingindia.com](http://www.evotingindia.com).) in our presence.

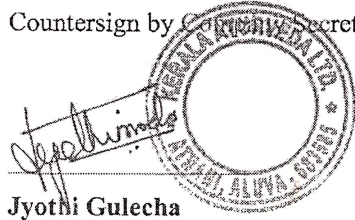
  
Ms. Anju B

Address: No. 1, 11th Cross, R.T. Street,  
Bengaluru-560053, Karnataka

  
Mr. Manu S

Address: #61, 3rd Cross, 30ft. Road,  
VB Nagar, Bengaluru-560085

Countersign by Company Secretary



Jyothi Gulecha

Membership No.: ACS 63350

Registered Office:

VII/415 Nedumbaserry, Anthani,

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

