

31st August 2023

The Manager

Dept. of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.

Scrip Code: 530163

Dear Sir,

Sub.: Outcome of the Board Meeting held on 31st August 2023 in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

There was an errata due to the typo error in the outcome of the Board meeting submitted earlier, request you to take this as the final one. This is with reference to the above-mentioned subject, we, Kerala Ayurveda Limited (the “**Company**”) would like to inform you that the Board of Directors of the Company at its meeting held today i.e., 31st August 2023 has, inter-alia, considered and approved the following:

1. The Board has approved the issue of upto 5,55,000 (Five Lakhs Fifty-Five Thousand Only) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each (“**Equity Shares**”) for cash at a price Rs. 125.21/- (including a premium of Rs. 115.21/- per Equity Share) for an amount upto Rs. 6,94,91,550 /- (Rupees Six Crores Ninety-Four Lakhs Ninety-One Thousand Five Hundred and Fifty only) to the below mentioned Promoter group, (“**Proposed Allottee**”), on a preferential basis (“**Preferential Issue**”) in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI (ICDR) Regulations**”), as amended, subject

to the approval of the shareholders of the Company at the Annual General Meeting and such regulatory/ statutory authorities as may be applicable and thereby partially adjust the existing unsecured loan of Rs. 19,24,96,646.22/- (Rupees Nineteen Crores Twenty-Four Lakhs Ninety-Six Thousand Six hundred and Forty-Six and Twenty-two Paise Only) of Katra Phytochem (India) Private Limited (“Proposed Allottee/Lender”) towards the share price for the issue 5,55,000 (Five Lakhs Fifty-Five Thousand Only) amounting to Rs. 6,94,91,550 /- (Rupees Six Crores Ninety-Four Lakhs Ninety-One Thousand Five Hundred and Fifty only):

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares	Issue Price (in Rs.)	Amount (in Rs.)
1.	Katra Phytochem (India) Private Limited	Promoter Group	5,55,000	125.21	6,94,91,550
Total			5,55,000	125.21	6,94,91,550

The information in this regard pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 is enclosed as **Annexure A.**

- The Board has approved the related party transaction (RPT) with Katra Phytochem (India) Private Limited to sell the land held in the name of the company.
- The Board has approved the sale/transfer or otherwise dispose off the land situated at Sy. No. 7/2 at Naganayakanakote, Anugondanahalli Hobli, Hoskote Taluk, Bangalore district having an area of 2.85 acres (11,534 sqm; 1,24,147 sqft) held in the name of the company by partially adjusting the unsecured loan towards the consideration of Rs. 8,14,00,000 (Rupees Eight Crores Fourteen Lakhs Only) by Katra Phytochem (India) Private Limited.

The information in this regard pursuant to Regulation 30 of the SEBI Listing Regulations read with

SEBI circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 is enclosed as **Annexure B.**

4. The Board has approved draft Notice of the Annual General Meeting (AGM) to be held on Wednesday, 27th September 2023, at 11:00 A.M (IST) through Video Conferencing ('VC') or other Audio-Visual Means ('OAVM') for seeking shareholder's approval for the matters mentioned above.

The Meeting of the Board of Directors commenced at 11:30 A.M. and concluded at 1:35 P.M.

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

Thanking You,

Yours faithfully,

For **Kerala Ayurveda Limited**

Jyothi Gulecha

Company Secretary

Membership No: ACS 63350

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 are as under:

1.	Type of securities proposed to be issued (viz. Equity shares, convertibles etc.);	Equity Shares	
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Allotment	
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Upto 5,55,000 (Five Lakhs Fifty-Five Thousand Only) Equity Share of face value Rs. 10/- (Rupees Ten Only) each for cash at a price of 125.21/- (including a premium of Rs. 115.21/- per Equity Share) amounting to Rs. 6,94,91,550 /- (Rupees Six Crores Ninety-Four Lakhs Ninety-One Thousand Five Hundred and Fifty only):	
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
(i)	Names and number of the investors:	Name of the investor:	No. of Shares to be subscribed in preferential allotment
		Katra Phytochem (India) Private Limited	5,55,000
(ii)	Post allotment of securities: - Outcome of	Refer Annexure – I	

	the Subscription	
(iii)	Issue Price	Issue Price is Rs. 125.21/- per Equity Share including Face Value of Rs. 10 per Equity Share and premium of Rs. 115.21/- per Equity Share.
(iv)	Number of Investors;	One (1)
(v)	Category	Promoter group
(vi)	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Not Applicable

Annexure – I

Post allotment of securities-outcome of the subscription:

Sr. No.	Name of the Proposed Allottees	Pre-Issue Shareholding		Issue of Equity Shares (Present Issue) (No.)	Post Issue Shareholding	
		No. of Shares	% of Share holding		No. of Shares	% of Share holding
1.	Katra Phytochem (India) Private Limited	-	-	5,55,000	5,55,000	4.995

For **Kerala Ayurveda Limited**

Jyothi Gulecha

Company Secretary

Membership No: ACS 63350

Kerala Ayurveda Limited

Registered Office:

Athani post, Aluva,

Kerala, - 683585, India.

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

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ANNEXURE - B

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 are as under:

a)	the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	Not applicable, as the vacant unused land has been sold.
b)	date on which the agreement for sale has been entered into;	An agreement will be entered after the shareholders' approval.
c)	the expected date of completion of sale/disposal;	30 th November 2023
d)	consideration received from such sale/disposal;	The sale consideration of land is Rs. 8,14,00,000 undertaken to partially adjust the loan amount extended by Katra Phytochem (India) Private Limited
e)	brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof;	Katra Phytochem (India) Private Limited, belongs to Promoter group.
f)	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length";	Yes, at arm's length.

g)	whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations.	Yes, the transaction will help in reducing the loan burden on the Company. The land being transferred is under litigation and as such the marketability of the land is not there. The present transaction is being done at market rate which is in the interest of the Company.
h)	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	Not Applicable

For **Kerala Ayurveda Limited**

Jyothi Gulecha

Company Secretary

Membership No: ACS 63350