



KERALA AYURVEDA LIMITED

CIN: L24233KL1992PLC006592

Regd. Off: VII/415, Nedumbassery, Athani P.O., Aluva - 683585

Ph: 0484-2476301(4 lines) Fax: 0484-2474376

Email: info@keralaayurveda.biz Website: www.keralaayurveda.biz

POSTAL BALLOT NOTICE AND REMOTE E- VOTING

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING (Physical Ballot and Remote e-voting)

STARTS ON: 6th November, 2015 & ENDS ON: 5th December, 2015

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and as per Secretarial Standard 2, **KERALA AYURVEDA LIMITED** ("the Company") is seeking the consent of its Members for the special business to be transacted through postal ballot which includes voting by electronic means for the following Resolution:

AUTHORISATION TO THE BOARD OF DIRECTORS TO MAKE INVESTMENTS, GIVE LOANS, GIVE GUARANTEES OR PROVIDE SECURITY PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to accord assent/dissent, the following Resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") and all other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time) and the Articles of Association of the Company and all other provisions of applicable laws and subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board"), and any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers as per the mandate and on such terms and conditions, conferred on the Board by this Resolution, to give loans to any person or any other body corporate including subsidiary company(ies), joint venture(s) (including overseas subsidiaries, joint venture(s)), whether existing or to be formed and / or give any guarantee or provide security in connection with a loan to any person or any other body corporate, any subsidiary company(ies), joint venture (including overseas subsidiaries, joint venture(s)), whether existing or to be formed and/ or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto an aggregate amount not exceeding Rs.50 Crores (Rupees Fifty Crores only) over and above the limits specified in Section 186(2) of the Companies Act, 2013 notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements, etc., for investments to be made, loans/guarantees to be given and securities to be provided to any person and/or any other body corporate, to do all such acts, deeds, matters and things, and to give such directions as may be necessary or expedient as the Board in its absolute discretion, may deem fit and its decision shall be final and binding and to settle any questions, difficulty that may arise in this regard and to delegate all or any of these powers as per the mandate and on such terms and conditions given by the board of directors to any Committee of Directors or Director or Officer of the Company or any other person."

By Order of the Board of Directors
For **KERALA AYURVEDA LIMITED**

Sd/-

Itti Bhargava

Company Secretary

Place: Athani

Date: 29th September, 2015

Notes:

- 1) The Explanatory Statement setting out material facts and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Companies Act, 2013 is annexed hereto.
- 2) The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited ("CDSL") as on 24th October, 2015. (i.e Record date/ Cut –Off date)
- 3) The Postal Ballot Notice along with the Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self addressed pre-paid Business Reply Envelope.
- 4) Members whose names appears on the Register of members/ List of beneficial owner as on 24th October, 2015 will be considered for voting.
- 5) The Voting rights of the Members shall be in proportion to their share of the paid up equity share capital of the Company.
- 6) The members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. Any member, who has voted by remote e-voting, cannot vote by physical ballot. In case Members cast their vote through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
- 7) The Board of Directors of the Company has appointed CS Sivakumar P, Practicing Company Secretary (Membership No 3050 and CP No. 2210), Managing Partner, SVJS & Associates, Company Secretaries having office at, 39/3519B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi- 682 016, as the Scrutinizer for conducting the Postal Ballot process (including Remote e-Voting process) in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to Mr. Ramesh Vangal , Chairman (DIN 00064018) and in his absence Dr. K Anilkumar, Whole time director (DIN 00226353) of the Company on or before 7th December, 2015.
- 8) The Postal Ballot Form and self-addressed Business Reply Envelope are enclosed for use of the members. Members are requested to carefully read the instructions before exercising their vote.
- 9) Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the "Investors" section on the Company's website: www.keralaayurveda.biz , where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5th December, 2015 (17:00 Hours IST).
- 10) In case the member is desirous of obtaining a printed postal ballot form, he or she may send an e-mail to investor@keralaayurveda.biz. The Registrar and transfer agent /Company shall forward the same along with Postage prepaid self addressed business reply envelope to the Member.
- 11) Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a General Meeting of the members convened in that behalf.
- 12) In case shares held by Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
- 13) A copy of each of the document referred to the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during business hours on all its working days till the closure of working hours of 5th December, 2015 (last date for receiving Postal Ballot Form by the Scrutinizer).
- 14) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
- 15) Dr. K Anilkumar, Whole time director (DIN 00226353) & Ms. Itti Bhargava , Company Secretary of the Company are the officers authorised to ensure smooth conduct of the Postal Ballot process.
- 16) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Clause 35B of the Listing Agreement and as per Secretarial Standard 2, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of CDSL as the Authorised Agency to provide e-voting facility.
- 17) Remote E-voting Period commences on 6th November, 2015 at 9:00 Hours IST and ends on 5th Decmeber, 2015 at 17:00 Hours IST. During this period, members of the Company Holding shares either in physical form or in Dematerialization form, as on the record/ Cut-off date, i.e, 24th October, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the Vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.

18) Voting through Electronic Means (e-voting)

A. In case of members receiving e-mail:

- I. The shareholders should log on to the e-voting website www.evotingindia.com.
- II. Click on Shareholders.
- III. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company. Next enter the Image Verification as displayed and Click on Login.
- IV. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- V. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 (iv).

- VI. After entering these details appropriately, click on "SUBMIT" tab.
- VII. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- IX. Click on the EVSN of **KERALAAYURVEDALIMITED**.
- X. 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.
- XI. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XII. 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.
- XIII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- XIV. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XV. 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.

XVI. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

XVII. In case of queries or issues regarding remote e-voting members may refer to the Frequently Asked Questions (FAQs) and remote e-voting user manual available at www.evotingindia.com, under help section or call on toll free no 18002005533 or write an email to Contact Mr. Wenceslaus Futardo, Deputy Manager, Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001 at helpdesk.evoting@cdslindia.com who will also address the grievances connected with the voting by electronic means or Can also write to Company secretary at companysecretary@keralaayurveda.biz for any grievances related to voting through remote e-voting or postal ballot.

19) **In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- 20) If a person who is not a member on record Date/cut off date receives this notice, he has to treat this notice for information purposes only and he will not be able to vote.
- 21) CS Sivakumar. P, Practicing Company Secretary (Membership No 3050 and CP No. 2210), Managing Partner, SVJS & Associates, Company Secretaries having office at, 39/3519B, 1st Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi- 682 016 has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process in a fair and transparent manner.
- 22) The Scrutinizer will submit his report after the completion of scrutiny, and the results will be announced by Mr. Ramesh Vangal, Chairman (DIN 00064018), or and in his absence by Dr. K Anilkumar (DIN 00226353) at 16:00 hours IST, on Monday, 7th December, 2015 at the registered office of the Company. The results along with the Scrutinizer's report shall be placed on the Company's website www.keralaayurveda.biz, on the notice Board of the company and on the website of CDSL immediately after the result is declared by Mr. Ramesh Vangal, Chairman and in his absence by Dr. K Anilkumar, Whole time director and will be communicated to the Stock Exchanges on which the Company's equity shares are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

Pursuant to provision of Section 186(3) of the Companies Act 2013 and the Companies (Meetings of Board and its Powers) rules, 2014 read with Rule 22 of the Companies (Management and Administration) rules, 2015, for giving loan to any person or body corporate, giving guarantee or providing security in connection with loan to any body corporate or person and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate above 60% of its paid up capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, requires the prior approval of the share holders by a Special Resolution through Postal Ballot.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors, for giving loan to any person or body corporate, giving guarantee or providing security in connection with loan to any body corporate or person and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate or making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies (including overseas subsidiaries) for an amount not exceeding Rs. 50 crores over and above the limits specified in Section 186(2) of the Companies Act, 2013 notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013;

None of the Directors and Key Managerial Persons of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

Accordingly, the board recommends the Resolution of the Notice for the approval of the members by a special resolution through postal ballot.



POSTAL BALLOT FORM
(To be returned to the Scrutinizer of the Company)

KERALA AYURVEDA LTD

CIN : L24233KL1992PLC006592

Regd.Off: VII/415, Nedumbassery, Athani P.O., Aluva - 683585

Ph: 0484-2476301(4 lines) Fax: 0484-2474376

Email: info@keralaayurveda.biz Website: www.keralaayurveda.biz

Serial No. _____

POSTAL BALLOT FORM

1. Name(s) & Registered Address of the Sole / First named Shareholder/ Beneficial owner, (In Block Letters)	
2. Name(s) of the Joint holder(s) if any (In Block Letters)	
3. Registered Folio Number DP ID No. / Client ID No.* (*Applicable to investors holding shares in dematerialised form)	
4. Number of Equity Share(s) held	

I/We hereby exercise my/our vote(s) in respect of the following Special Resolution to be passed through Postal Ballot by conveying my/our assent (FOR) or dissent (AGAINST) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	No. of Equity Shares for which votes cast	(FOR) I/We assent to the Resolution	(AGAINST) I/We dissent to the Resolution
1.	Authorization to the Board of Directors to make Investments, give Loans, give Guarantees or provide security pursuant to section 186 of the Companies Act, 2013 upto Rs. 50 crores over and above the limits specified in Section 186(2) of the Companies Act, 2013 notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013;			

Place :

Date :

.....
Signature of the Shareholder

Electronic voting particulars

The e-voting facility is available at the link <https://www.evotingindia.com/>. The electronic voting particulars are set out as follows:

EVSN (E-Voting Sequence Number)	User ID	Password
151016002		

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
6 th November, 2015 at 9:00 Hours IST	5 th Decmeber, 2015 at 17:00 Hours IST

Notes: Please read the instructions printed below carefully before exercising your vote.

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member cast votes by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
3. The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for the Resolution forming part of this Postal Ballot.

Process and manner for Members opting to vote by using the Ballot Form

- 1) Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, CS Sivakumar P, P B No.22, Managing Partner- SVJS & Associates, Company Secretaries, Scrutinizer, C/o KERALA AYURVEDA LIMITED, at ZEEN, AMC VIII/73, BANK ROAD, ALUVA-683101.
- 2) The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- 3) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- 4) Votes should be cast in case of resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
- 5) The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 24th October, 2015 as per the Register of Members of the Company.
- 6) Duly completed Ballot Form should reach the Scrutinizer not later than 5th December, 2015 (17:00 Hours IST). Ballot Form received after than 5th December, 2015 will be strictly treated as if the reply from the Members has not been received.
- 7) A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 6 above.
- 8) The Votes of the member will be considered invalid on any of the following Grounds:
 - a) If the member's signature doesn't tally
 - b) If it is unsigned, incomplete, improperly or incorrectly filled
 - c) A form other than the one issued by the Company has been used
 - d) if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
 - e) Member has made any amendment to the resolution or imposed any condition
- 9) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 10) The Scrutinizer will submit his report after the completion of scrutiny, and the results will be announced by Mr. Ramesh Vangal, Chairman (DIN 00064018), or and in his absence by Dr. K Anilkumar (DIN 00226353) at 16:00 hours IST, on Monday, 7th December, 2015 at the registered office of the Company. The results along with the Scrutinizer's report shall be placed on the Company's website www.keralaayurveda.biz, on the notice Board of the company and on the website of CDSL immediately after the result is declared by Mr. Ramesh Vangal, Chairman and in his absence by Dr. K Anilkumar, Whole time director and will be communicated to the Stock Exchanges on which the company's equity shares are listed.