

KAL/COR/BSE/09/432/2023

20<sup>th</sup> December 2023

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

Dear Sir,

**Sub: Disclosure of Voting Results and Scrutinizer Report of the Extra Ordinary General Meeting (“EGM”) of the Company held on 20<sup>th</sup> December 2023**

**Ref: Regulation 30 and 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

We wish to inform you that the Extra Ordinary General Meeting of the company was duly held on Wednesday, 20<sup>th</sup> December 2023 at 11:00 a.m. through video conferencing to transact the business as stated in the Notice convening the Extra Ordinary General Meeting.

The Board of Directors had appointed Mr. Pramod S.M., Designated Partner, BMP & Co., LLP, Company Secretaries, as the scrutinizer for the remote e-voting and voting at the AGM.

Mr. Pramod S.M has carried out the scrutiny of all the electronic votes received upto 5.00 P.M. (IST) on 19<sup>th</sup> December 2023 and the votes cast at the EGM and submitted his report dated 20<sup>th</sup> December 2023.

As per the consolidated report of the scrutinizer, all the resolutions set out in the notice convening the Extra Ordinary General Meeting have been duly approved by the shareholders with the requisite majority. In this regard, please find enclosed the following.

1. Disclosure of the voting results of the businesses transacted at the EGM in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the scrutinizer dated 20<sup>th</sup> December 2023 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

This is for your information and record please. Thanking you,

Yours Sincerely,

For Kerala Ayurveda Limited

Jyothi Gulecha

Company Secretary

Membership Number- ACS 63350

## VOTING RESULTS

Disclosure of the voting results of the businesses transacted at the EGM in terms of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We enclose herewith the details of the voting results in the format prescribed under Regulation 44(3) of the Listing Regulations and Report of the Scrutinizer providing consolidated results of remote e-voting and electronic voting at the AGM.

### Format of voting results

<b>Date of the AGM/EGM</b>	20.12.2023
<b>Total number of shareholders on record date</b>	8671
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	NA
Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
Promoters and Promoter Group:	1
Public:	45

Agenda-wise disclosure (to be disclosed separately for each agenda item)

<b>Item No. 1 To increase the authorized share capital of the company and consequent amendment to the memorandum of association of the company.</b>
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**Resolution required: (Ordinary/ Special)**

Ordinary

**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	Number of Invalid votes
Promoter and Promoter Group	E-Voting	7048435	6493435	92.12591	6493435	0	100	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>7048435</b>	<b>6493435</b>	<b>92.12591</b>	<b>6493435</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-Voting	30422	0	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>30422</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	4031813.00	234690.00	5.82	234690.00	0	100.00	0.00	0
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>4031813</b>	<b>234690</b>	<b>5.8210</b>	<b>234690</b>	<b>55099</b>	<b>100.0000</b>	<b>23.4774</b>	<b>0</b>
<b>Total</b>		<b>11110670</b>	<b>6728125</b>	<b>60.55553</b>	<b>6728125</b>	<b>55099</b>	<b>100.0000</b>	<b>0.8189</b>	<b>0</b>



**Item No. 2 To offer, issue and allot equity shares of the company to investors on preferential basis.**

**Resolution required: (Ordinary/ Special)**

**Whether promoter/ promoter group are interested in the agenda/resolution?**

Special

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	Number of Invalid votes
Promoter and Promoter Group	E-Voting	7048435	6493435	92.12591	6493435	0	100	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>7048435</b>	<b>6493435</b>	<b>92.12591</b>	<b>6493435</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public-Institutions	E-Voting	30422	0	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>30422</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public-Non Institutions	E-Voting	4031813.00	234690.00	5.82	234690.00		100.00	0.00	0
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA	



	applicable )								
	<b>Total</b>	<b>4031813</b>	<b>234690</b>	<b>5.8210</b>	<b>234690</b>	<b>55099</b>	<b>100.0000</b>	<b>23.4774</b>	<b>0</b>
<b>Total</b>		<b>11110670</b>	<b>6728125</b>	<b>60.55553</b>	<b>6728125</b>	<b>55099</b>	<b>100.0000</b>	<b>0.8189</b>	<b>0</b>

**Item No. 3** To approve for Kerala Ayurveda Employee Restricted Stock Unit Plan, 2023 (“ESOP 2023”) of the company for issuance to the employees of company.

**Resolution required: (Ordinary/ Special)**

Special

**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	Number of Invalid votes
Promoter and Promoter Group	E-Voting	7048435	6493435	92.12591	6493435	0	100	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable )	NA	NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>7048435</b>	<b>6493435</b>	<b>92.12591</b>	<b>6493435</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
	E-Voting	30422	0	0	0	0	0	0	0
	Poll	NA	NA	NA	NA	NA	NA	NA	0



Public- Institution s	Postal Ballot (if applicable )	NA	NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>30422</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
Public- Non Institution s	E-Voting	4031813.00	234690.00	5.82	234690.0 0		100.00	0.00	0
	Poll	NA	NA	NA	NA	NA	NA	NA	
	Postal Ballot (if applicable )	NA	NA	NA	NA	NA	NA	NA	
	<b>Total</b>	<b>4031813</b>	<b>234690</b>	<b>5.8210</b>	<b>234690</b>	<b>55099</b>	<b>100.0000</b>	<b>23.4774</b>	<b>0</b>
<b>Total</b>	<b>11110670</b>	<b>6728125</b>	<b>60.55553</b>	<b>6728125</b>	<b>55099</b>	<b>100.0000</b>	<b>0.8189</b>	<b>0</b>	





Date: 20<sup>th</sup> December 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, 20<sup>th</sup> December 2023 at 11.00 A.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').**

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 below mentioned resolutions proposed at the Extra Ordinary General Meeting of the Company Kerala Ayurveda Limited ("the Company") held on 20<sup>th</sup> December 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 24th November, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the EGM by the Company through electronic mode to those members whose email addresses are registered with the 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, General Circular No 09/2023 dated 25<sup>th</sup> September 2023 and all other relevant circulars

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**BMP & Co. LLP**

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



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, Circular No. SEBI/HO/DDHS/P/CIR- /2023/0164 dated 6<sup>th</sup> October, 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.

In terms of the circulars, the Company had sent the Notice of the Extra Ordinary General Meeting on 28<sup>th</sup> November 2023 in electronic form.

The remote voting commenced on Sunday, 17<sup>th</sup> December 2023 (9:00 a.m. IST) and ended on Tuesday, 19<sup>th</sup> December 2023 (5:00 p.m. IST) for e-voting. The e-voting services were provided by CDSL.

The votes were unblocked on 20<sup>th</sup> December 2023 at around 12:00 P.M. in the presence of two witnesses, viz., Ms. Masoomi Naidu currently residing at 993, 14<sup>th</sup> Cross, 21<sup>st</sup> Main Road, Siddana Layout, Banashankari Stage II, Bangalore -Karnataka - 560070 and Ms. Pinky Jethani currently residing at RR Homes Phase 1 SBI colony J.P Nagar Bengaluru Karnataka 560078 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.

The Shareholders of the Company holding shares as on the “cut-off” date of Wednesday, 13<sup>th</sup> December 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 and e-voting during the EGM in respect of the said resolutions.

**Resolution No. 1 – Ordinary Resolution**

To increase the authorized share capital of the company and consequent amendment to the memorandum of association of the company.

(i) Voted “*in Favour*” of the resolution

Particulars	Total Number of members exercised their votes	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote E- voting	38	6728090	99.99
E-voting during EGM	9	35	0.01
<b>Total</b>	<b>47</b>	<b>6728125</b>	<b>100%</b>

(ii) Voted “*against*” the resolution

Particulars	Total Number of members exercised their votes	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote E- voting	NIL	NIL	NIL
E-voting during EGM	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



(iii) Invalid Votes

Particulars	Total Number of members exercised their votes	Total number of votes cast by them (shares)
Remote E- voting	NIL	NIL
E-voting during EGM	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

(iv) Abstained Votes

Particulars	Total Number of members exercised their votes	Total number of votes not cast by them (shares)
Remote E- voting	NIL	NIL
E-voting during EGM	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

**Resolution No. 2 – Special Resolution**

To offer, issue and allot equity shares of the company to investors on preferential basis.

(i) Voted “*in Favour*” of the resolution

Particulars	Total Number of members exercised their votes	Total Number of votes cast by them (shares)	% of total number of valid votes cast
Remote E- voting	38	6728090	99.99
E-voting during EGM	9	35	0.01
<b>Total</b>	<b>47</b>	<b>6728125</b>	<b>100%</b>



(ii) Voted “*against*” the resolution

Particulars	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	NIL	NIL	NIL
E-voting during EGM	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes

Particulars	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	NIL	NIL
E-voting during EGM	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

(iv) Abstained Votes

Particulars	Total Number of members exercised their votes	Total number of votes not cast by them(shares)
Remote E- voting	NIL	NIL
E-voting during EGM	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

### Resolution No. 3– Special Resolution

To approve for Kerala Ayurveda Employee Restricted Stock Unit Plan, 2023 (“ESOP 2023”) of the company for issuance to the employees of company.



(i) Voted “*in Favour*” of the resolution

Particulars	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	38	6728090	99.99
E-voting during EGM	9	35	0.01
<b>Total</b>	<b>47</b>	<b>6728125</b>	<b>100%</b>

(ii) Voted “*against*” the resolution

Particulars	Total Number of members exercised their votes	Total Number of votes cast by them(shares)	% of total number of valid votes cast
Remote E- voting	NIL	NIL	NIL
E-voting during EGM	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

(iii) Invalid Votes

Particulars	Total Number of members exercised their votes	Total number of votes cast by them(shares)
Remote E- voting	NIL	NIL
E-voting during EGM	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>

(iv) Abstained Votes

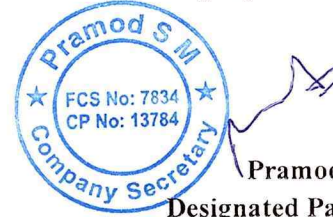
Particulars	Total Number of members exercised their votes	Total number of votes not cast by them(shares)
Remote E- voting	NIL	NIL
E-voting during EGM	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



All the resolutions from serial No. 1 - 3 are approved by the shareholders.

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: 20<sup>th</sup> December 2023  
UDIN: F007834E002989989**

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. Masoomi Naidu**  
993, 14<sup>th</sup> cross, 21<sup>st</sup> Main Road, Siddana  
Layout, Banashankari Stage – II, Karnataka  
- 560070

**Ms. Pinky Jethani**  
RR Homes Phase I SBI colony  
J.P Nagar Bengaluru Karnataka 560078

Countersign by Company Secretary

**Jyothi Gulecha**  
**Membership No.: ACS 63350**  
Registered Office:  
VII/415 Nedumbaserry, Anthani,  
P O Alwaye, Ernakulam, Kerala-683585, India.