

KAL/COR/BSE/09/918/2025

19th December 2025

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

Dear Sir / Madam,

Sub: Copy of Postal Ballot Notice

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice (“**Notice**”) of Kerala Ayurveda Limited (“**the Company**”) along with the explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as approved by the Board of Directors of the Company at their meeting held on 17th December 2025, for seeking approval of the Members of the Company through remote e-voting (“e-voting”) on the following resolutions:

Sr. No.	Particulars	Type of Resolution
1.	Approval for creation of charge/lien over the assets of the company under Section 180 (1)(a) of the companies act, 2013	Special Resolution
2.	Approval for investments, providing loans, guarantees and security under Section 186 of the act	Special resolution
3.	Approval for re-appoint of Ms. Shilpa Kiran Gududur (DIN: 09067581) for the second term of 5 (Five) consecutive years.	Special resolution

The said approval is subject to approval of shareholders through postal ballot process and applicable provisions of the Companies Act, 2013 including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Registered Office :
Kerala Ayurveda Limited (An ISO 9001:2015 Certified Company)
XV/551, Athani, Nedumbassery,
Ernakulam, Kerala, 683585.
CIN:L24233KL1992PLC006592
Ph: +91 484 2476301/2/3/4

Corporate Office :
Kerala Ayurveda Limited (An ISO 9001:2015 Certified Company)
12th Floor, Tower A, Summit @ Brigade Metropolis
B-9, ITPL Main Road,
Garudacharpalya, Bengaluru, 560048
Ph:+91- 080-43760897

The Company has completed the dispatch of electronic copies of the postal ballot notice along with the explanatory statement on Friday, 19th December 2025 through electronic mode to all the members of the Company whose names appeared in the Register of Members/List of Beneficial Owners maintained with the Company/Depository participant(s) respectively as on Friday, 12th December 2025 (“Cut-off date”) and whose e-mail IDs are registered with the Company/Depository participant(s).

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

Day, Date and Time of commencement of e-voting period	Sunday, December 21, 2025 at 9:00 AM
Day, Date and Time of conclusion of e-voting period	Monday, 19th January 2026 at 5:00 PM
Cut-off Date	Friday, 12th December, 2025

We hereby attach a copy of the Postal Ballot Notice and the same will also be made available on our website <https://keralaayurveda.biz/>.

Kindly take the same in your record.

Thanking you,
For Kerala Ayurveda Limited

George K T
Chief Financial Officer

Encl. a/a

KERALA AYURVEDA LIMITED

CIN: L24233KL1992PLC006592

Registered Office: XV/ 551, Nedumbassery, Athani (Ernakulam), Ernakulam, Aluva, Kerala – 683585, India.**Telephone:** 0484-2476301(4 lines); **Fax:** +91 0484-2474376**Website:** <https://www.keralaayurveda.biz/>; **Email:** companysecretary@keralaayurveda.biz**POSTAL BALLOT NOTICE**

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

VOTING STARTS ON	VOTING ENDS ON
Sunday, December 21, 2025, from 9.00 A.M. (IST)	Monday, January 19, 2026, till 5.00 P.M. (IST)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of **Kerala Ayurveda Limited** (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 108, 110 of the Companies Act, 2013 (“**the Act**”), Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), circular(s) issued by the Securities and Exchange Board of India (“**SEBI**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The explanatory statement pursuant to Section 102 and Section 110 of the Act and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts form part of this Notice. The Notice will also be placed on the website of the Company at <https://www.keralaayurveda.biz/>, websites of the stock exchanges where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Ltd (“**CDSL**”) at www.cdslindia.com.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those members whose e-mail address is registered with the Company/depository participant(s)/Registrar and Transfer Agent. The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

Scrutinizer for conducting the Postal Ballot

The Board has appointed Mr. Pramod SM (FCS No.: 7834, CP No.: 13784) or in his absence Mr. Biswajit Ghosh (FCS: 8750, CP No.: 8239), Partners of M/s. BMP & Co. LLP, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Voting process in a fair and transparent manner. The Scrutinizer decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, within the prescribed timelines, to the Chairperson of the Company or any person authorised by him. The results of e-voting will be announced within specified time and will be displayed on the Company's website at <https://www.keralaayurveda.biz/> and the website of CDSL at www.cdslindia.com. The results will simultaneously be communicated to the Stock Exchange.

E-voting

Members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process. The remote e-voting period commences on Sunday, December 21, 2025, from 9.00 a.m. (IST) and ends on Monday, January 19, 2026, at 5.00 p.m. (IST). The remote e-voting will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority i.e. on Monday, January 19, 2026.

SPECIAL BUSINESS:

1. APPROVAL FOR CREATION OF CHARGE/LIEN OVER THE ASSETS OF THE COMPANY UNDER SECTION 180 (1)(a) OF THE COMPANIES ACT, 2013

To consider and if thought fit, pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, and based on the recommendation of Board of Directors, the approval of the members of the Company be and is hereby accorded to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, to or in favour of all or any of the financial institutions/banks/insurance companies/other investing agencies/trustees for holders of debentures/ bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/ banks/insurance companies/other investing agencies or any other person(s)/bodies corporate by way of private placement or otherwise to secure rupee/foreign currency loans, debentures, bonds or other instruments (hereinafter collectively referred to as ‘Loans’) provided that the total amount of Loans together with interest thereon at the respective agreed rates, additional interest, compound interest,

liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the aforesaid parties or any of them under the Agreements/ Arrangements entered into/to be entered into by the Company in respect of the said Loans, shall not at any time exceed the limit of Rs. 250 crores (Rupees Two Hundred and Fifty crores only).

RESOLVED FURTHER THAT, such charge(s)/mortgage(s)/hypothecation(s) to be created on such terms and conditions as may be mutually agreed upon between the Company and the respective lender(s), including any terms relating to interest, additional interest, commitment charges, prepayment premiums, default payments, premium on redemption, costs, charges, expenses, and other monies payable in respect of such borrowings, as stipulated in the respective agreements, deeds, indentures, documents, or instruments executed or to be executed in respect thereof.

RESOLVED FURTHER THAT any of the directors of the Board, or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to give effect to the above resolution, and to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

2. APPROVAL FOR INVESTMENTS, PROVIDING LOANS, GUARANTEES AND SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), and in compliance with memorandum and articles of association and other applicable provisions, if any, and such other approvals, consents, sanctions and permissions, as may be necessary and based on the recommendation of the Board of Directors, the consent of the members be and is hereby accorded to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any person or other body corporate; and (iii) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, from time to time, as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, on such terms and conditions and with or without security, for an amount not exceeding INR 100 crores (Rupees One Hundred crores only) in one or more tranches, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 (2) of the Act.

RESOLVED FURTHER THAT any of the directors of the Board, or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby

severally authorized to give effect to the above resolution, and to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

3. APPROVAL FOR RE-APPOINTMENT OF MS. SHILPA KIRAN GUDUDUR (DIN: 09067581) FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS.

To consider and if thought fit, pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions of Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and in compliance with Regulations 16(1)(b), 17, 25(2A) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), Ms. Shilpa Kiran Gududur (DIN 09067581), having Registration No. IDDB-PA-202002-004876 in the Independent Directors’ Data Bank the Independent Director of the Company, who was appointed as an Independent director for a term of 5 (five) consecutive years up to 14th February 2026, being eligible and fulfilling the criteria of independence as provided in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a second term of 5 (five) consecutive years, commencing from 15th February 2026 and valid till 14th February 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**By order of the Board
For Kerala Ayurveda Limited**



**Kunjupanicker Anilkumar
Whole-time Director
(DIN: 00226353)**

Registered Office: XV/551, Athani,
Nedumbassery, Ernakulam, Kerala, 683585

Date: December 17, 2025

Place: Athani, Aluva

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), as amended, setting out material facts relating to the Resolutions and reasons thereof, is annexed hereto and forms part of this notice.
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice only in electronic form to all the Members, whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) (“the Depositories”) as on December 12, 2025 (the ‘**cut-off date**’) and who have registered their email addresses in respect of electronic holdings with the Depository through the Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent - M/s. Integrated Registry Management Services Pvt Ltd (“**RTA**”).
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://www.keralaayurveda.biz/>. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date. Only those Members holding shares either in physical form or dematerialized form as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
5. Members are requested to confirm their e-mail Id, or otherwise notify changes in the email Id, to RTA of the Company at: csdstd@integratedindia.in.
6. Resolution, if passed by the members through postal ballot is deemed to have been duly passed on the last date specified for the remote e-voting i.e., January 19, 2026 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of members convened on that behalf.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the RTA of the Company in case, the shares are held by them in physical form.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an email to the Company at companysecretary@keralaayurveda.biz
10. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per the requirement of regulation 36(3) of the Listing Regulations and the provisions of the Act.

11. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
12. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
13. There will be one vote for every Client ID/registered folio number irrespective of the number of joint holders.

Results of voting shall be declared within 2 working from the time of conclusion of the remote e-voting i.e. on or before Wednesday, January 21, 2026.
14. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, Depositories and Registrar & Share Transfer Agent and will be displayed on the Company's <https://www.keralaayurveda.biz/>
15. SEBI vide circular dated July 2, 2025, has opened a Special Window from July 7, 2025, to January 6, 2026, for re-lodging transfer requests of physical shares that were submitted on or before March 31, 2021, but rejected due to documentation issues. All such re-lodged securities, including pending ones, must be transferred in demat mode following the due process.
16. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the close of the e-voting period.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, December 21, 2025 from 09:00 A.M. (IST) and ends on Monday, January 19, 2026 till 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, December 12, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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: 251218003 for the relevant <Company Name> on which you choose to vote.
- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@keralaayurveda.biz, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to companysecretary@keralaayurveda.biz .

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013 (“THE ACT”)**

Pursuant to Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Special Business mentioned under resolution Nos. 1, 2 and 3 of the accompanying Notice.

**ITEM NO. 1: APPROVAL FOR CREATION OF CHARGE/LIEN OVER THE ASSETS OF THE
COMPANY UNDER SECTION 180 (1)(a) OF THE COMPANIES ACT, 2013**

The members are informed that, pursuant to the resolution passed by the Board of Directors at its meeting held on 18 July 2025, and the special resolution subsequently passed by the shareholders on 22 August 2025 through Postal Ballot under Section 180(1)(c) of the Companies Act, 2013, the Company is also required to obtain the necessary shareholders' authorization for creation of charge under Section 180(1)(a) of the Companies Act, 2013, so as to align the limits approved by the shareholders under Section 180(1)(c) of the Companies Act, 2013.

Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item No. 1 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) which may at any time shall not exceed Rs. 250 Crores. Also, it authorises the Board to secure the said borrowings by creating mortgage/charge on whole or substantially the whole of the undertaking of the Company upto Rs. 250 Crores in accordance with section 180(1)(a) of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested financially or otherwise in the Resolution, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for the approval of the Members of the Company.

**ITEM NO. 2: APPROVAL FOR INVESTMENTS, PROVIDING LOANS, GUARANTEES AND
SECURITY UNDER SECTION 186 OF THE ACT**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the “Rules”) and provisions of any other applicable law (including statutory modifications or re-enactment thereof), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 100,00,00,000 (Rupees Hundred Crores Only) with the approval of shareholders. The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher, but any time not exceeding Rs. 100,00,00,000 (Rupees Hundred Crores Only). It is proposed that the investment activities of the Company shall be carried out as may be determined by the Board.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board accordingly recommends the Special Resolution set out in Item No. 2 of the accompanying Notice for the approval of the Members of the Company.

ITEM NO. 3: APPROVAL FOR RE-APPOINTMENT OF MS. SHILPA KIRAN GUDUDUR (DIN: 09067581) FOR THE SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS

The Board of Directors through their resolution dated 17th December 2025 (based on the recommendation of the Nomination and Remuneration Committee ("NRC") and subject to the approval of the Members) had approved the re-appointment of Ms. Shilpa Kiran Gududur (DIN: 09067581), who is currently appointed as the Non-Executive - Independent Director of the Company, with effect from 15th February 2021 and the said term of Ms. Shilpa Kiran will expire on 14th February 2026.

The Company has received the following declarations from Ms. Shilpa Kiran Gududur:

- (i) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (1) and (2) of Section 164 of the Act,
- (ii) a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
- (iii) affirmation that she has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Brief Profile:

Ms. Shilpa Kiran G has over two decades of professional experience as a Practicing Company Secretary, Registered Valuer (SFA), Insolvency Professional, and Certified Peer Reviewer, with core expertise in

corporate law, securities laws, FEMA compliances, valuation, insolvency, mergers and amalgamations, demergers, buybacks, and corporate advisory services. She has been in practice since August 2011 and has rendered valuation reports for startups as well as for transactions involving mergers, demergers, insolvency and other strategic corporate actions. Her professional journey includes prior associations with MFAR Constructions Private Limited, GNB Technologies (India) Private Limited, and ING Vysya Bank Limited. She has also completed specialized training in startups and valuation. A Founder Member and Immediate Past President of the Bangalore Valuers Association, Ms. Shilpa Kiran G is a regular speaker, faculty, and mentor at professional institutions including ICSI, ICAI, bankers' training colleges, MBA institutions, and valuation programmes, reflecting her strong commitment to knowledge sharing and professional excellence.

The NRC, after taking into consideration the skills, expertise and competencies required on the Board in the context of the business and sectors of the Company, has concluded and recommended to the Board that Ms. Shilpa Kiran G's qualifications and rich experience adequately meet the skills and capabilities required for the role of an Independent Director of the Company.

The Board concurs with the recommendation of the NRC and is of the opinion that Ms. Shilpa Kiran G possesses the core skills, expertise and competencies essential for the effective discharge of the role of an Independent Director and, in view of her significant contribution during her first tenure, wide-ranging experience, integrity and proven track record, believes that her continued association would be of immense benefit to the Company.

Accordingly, the Board recommends her re-appointment as an Independent Director for a further period of five years starting from 15th February 2026 till 14th February 2031, to ensure continued guidance and strengthening of the governance standards of the Company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft letter of re-appointment of Ms. Shilpa Kiran Gududur as an Independent Non-Executive Director setting out the terms and conditions of appointment would be available for inspection by the Members, by writing an email to the Company at <https://www.keralaayurveda.biz/investor-relationships> at the registered office of the company, during the normal business hours.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the resolution for appointment of Ms. Shilpa Kiran Gududur, as an Independent Director is placed before the Members for their approval.

Further details as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided in Annexure to this Notice. The Board recommends Resolution provided in Item No. 3 of this Notice for approval of the Members.

Except for Ms. Shilpa Kiran Gududur and her relatives, to the extent of their shareholding, if any, none of the Directors or Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise, in the resolution as set out in Item no. 3 of the Notice.

By order of the Board
For Kerala Ayurveda Limited



Kunjupanicker Anilkumar
Whole-time Director
(DIN: 00226353)
Registered Office:
XV/551, Athani, Nedumbassery,
Ernakulam, Kerala, 683585
Date: December 17, 2025
Place: Athani, Aluva

Annexure I

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meetings)

Name of the Director	Ms. Shilpa Kiran Gududur (DIN: 10780306)
Date of Birth and Age	02.06.1980/ 45 years
Nationality	Indian
Date of first appointment on the Board of Directors of the Company	15/02/2021
Qualifications	She is a commerce graduate from University of Mumbai, member of The Institute of Company Secretaries India, an LLB Graduate from Bangalore University, Masters in Business Law from the prestigious National Law School. She is Registered as an Insolvency Professional and also as Registered Valuer in Securities & Financial Assets.
Experience (including nature of expertise in specific functional areas)/ Brief Resume	<p>Ms. Shilpa Kiran G has over two decades of professional experience as a Practicing Company Secretary, Registered Valuer (SFA), Insolvency Professional, and Certified Peer Reviewer, with core expertise in corporate law, securities laws, FEMA compliances, valuation, insolvency, mergers and amalgamations, demergers, buybacks, and corporate advisory services. She has been in practice since August 2011 and has rendered valuation reports for startups as well as for transactions involving mergers, demergers, insolvency and other strategic corporate actions. Her professional journey includes prior associations with MFAR Constructions Private Limited, GNB Technologies (India) Private Limited, and ING Vysya Bank Limited. She has also completed specialized training in startups and valuation.</p> <p>A Founder Member and Past President of the Bangalore Valuers Association, Ms. Shilpa Kiran G is a regular speaker, faculty, and mentor at professional institutions including ICSI, ICAI, bankers' training colleges, MBA institutions, and valuation programmes, reflecting her strong commitment to knowledge sharing and professional excellence.</p>
Number of shares held in the Company	Nil
List of directorships held in other companies	Ms. Shilpa Kiran Gududur is holding directorship in the following 2 listed companies:

	1. Icodex Publishing Solutions Limited 2. Kerala Ayurveda Limited		
Chairman/ Member of the Committees of the Boards of the Companies in which he is Director* (*For Chairmanship and membership, we have considered only Audit Committee and Stakeholders' Relationship Committee.)	Chairmanship:		
	Sl No.	Name of the Company	Type of Committee
	1	Icodex Publishing Solutions Limited	Audit Committee
	Member:		
	Sl No.	Name of the Company	Type of Committee
	1	Icodex Publishing Solutions Limited	Stakeholders' Relationship Committee
	2	Icodex Publishing Solutions Limited	Audit Committee
	3	Kerala Ayurveda Limited	Audit Committee
Listed entities from which the person has resigned in the past three years	None		
Ddisclosure of relationships between directors inter-se	Not related to other directors, managers and KMPs		
Number of meetings of the Board attended during the year 2024-2025	7		
Remuneration last drawn	Sitting Fees for FY 2024-25: Rs. 2,05,000/- (Rupees Two Lacs Five Thousands Only.)		
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in the Explanatory Statement		