VEDIC AYURVEDA LIMITED
(Formerly Known as KD Leisures Limited)
CIN: L21003MH1981PLC272664
Reg. Off: Unit No. 1109, 11th Floor, Lotus Link Square, D.N. Nagar, New Link Road, Andheri (West), Mumbai – 400053
Corporate office: 117/N/328A Kakadeo, Raniganj, Naveen Nagar, Kanpur Nagar UP-208025
E-Mail Id: roc.viatl@gmail.com ; Mobile No. 9590037000
Website: https://kdleisures.in/

NOTICE OF 45TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTY-FIFTH (45TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF VEDIC AYURVEDA LIMITED (FORMERLY KNOWN AS KD LEISURES LIMITED) WILL BE HELD ON FRIDAY, 30TH OCTOBER, 2026 AT 03:00 P.M. ("IST") THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO.1

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted."

ITEM NO.2

TO APPOINT MS. DEEPIKA AWASTHI (DIN: 08624842), WHO RETIRE BY ROTATION, AND BEING ELIGIBLE, OFFERS HERSELF FOR REAPPOINTMENT

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Deepika Awasthi (DIN: 08624842), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

ITEM NO. 3

TO CONSIDER & APPROVE THE CHANGE IN DESIGNATION OF MS. DEEPIKA AWASTHI (DIN: 08624842) FROM EXECUTIVE DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or re-enactment thereof, or any other law and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions of Listing Regulations and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the Members be and is hereby accorded to change the designation of Ms. Deepika Awasthi (DIN: 08624842) from Director to Managing Director of the Company for a period of Five years with effect from 29th October, 2026 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Ms. Deepika Awasthi, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Ms. Deepika Awasthi (DIN: 08624842) in the event of loss or inadequacy of profit in any Financial Year, shall be paid as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Ms. Deepika Awasthi (DIN: 08624842) will be executed and terms set out in the explanatory statement of Notice of this Annual General Meeting be considered as Memorandum setting out terms and

conditions of appointment and remuneration of Ms. Deepika Awasthi (DIN: 08624842) as Managing Director.

RESOLVED FURTHER THAT any of the Directors/ Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies.

ITEM NO. 4

REGULARISATION OF MR. ATUL CHAUHAN (DIN: 03578401) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 **("the Act")** and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended **("Listing Regulations")** (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions of Listing Regulations, Mr. Atul Chauhan (DIN: 03578401) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors on 7th October, 2026 pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a term of Five consecutive years commencing from 07th October, 2026 up to 06th October, 2031 (both days inclusive), not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors/ Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies."

ITEM NO. 5

TO TAKE NOTE OF THE REVISED AUDITORS CERTIFICATE BY PRACTICING CHARTERD ACCOUNTANT REGARDING THE COMPLIANCE WITH REGULATION 45(1) UNDER REGULATION 45(3)

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Members of the Company do hereby take note of the revised certificate dated 14th July 2026, issued by **M/s. GAV & ASSOCIATIES, Practicing Chartered Accountants**, certifying the Company's compliance with the conditions prescribed under Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in connection with the proposed change of name of the Company.

RESOLVED FURTHER THAT the certificate from the Practicing Chartered Accountant, as placed before the meeting and made available for inspection by the Members, be and is hereby noted and taken on record."

ITEM NO. 6

APPROVAL FOR INCREASE IN LIMITS UNDER SECTON 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR CREATING CHARGE ON THE ASSETS OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to the Memorandum of Association and Articles of Association of the Company and in supersession of all the earlier resolutions, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immoveable assets and properties of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the Company, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, other bodies corporate and trustees for the

holders of debentures/ bonds and/or other instruments, to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed of from such Lending Agencies of an outstanding aggregate value not exceeding **Rs. 100 crores (Rupees One Hundred Crore Only).**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution.**"**

ITEM NO. 7

TO APPROVE POWER TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013, NOT EXCEEDING RS. 100 CRORES

To consider and, if thought fit, to pass with or without modification(s), if any, the following resolution as a **Special Resolution.**

"RESOLVED THAT in supersession of all earlier resolutions passed by the members of the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), and the relevant regulations/directions as may be prescribed from time to time (including any amendment(s), modification(s) thereof) and the Articles of Association of the Company and as per the recommendation of the Board of Directors of the Company, consent of the Members be and is hereby accorded to borrow the funds through any or all of the following modes viz., (a) issuance and allotment of various series/ tranches of Secured Debentures or Unsecured Debentures where the returns are either fixed, floating or linked to the market, (b) term loans or Inter-Corporate Deposits (ICDs) and (c) secured or unsecured borrowing from bank (d) any and all other means of borrowing funds permitted under applicable law, from time to time as it may think fit, any sum or sums of money(ies) which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, so that the total amount up to which the moneys may be borrowed by the

Company and outstanding at any time shall not exceed the sum of **Rs. 100 crores (Rupees One Hundred Crores only).**

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security and execute such documents/ deeds/ writings/ papers/ agreements or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required."

ITEM NO. 8

APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY PERSON IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED AS SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity, if any, which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding **Rs. 100 Crores [Rupees One Hundred Crores Only]** at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby

authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

ITEM NO. 9

APPROVAL TO GIVE LOANS, GUARANTEES, PROVIDE SECURITIES AND MAKE INVESTMENTS, UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to 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 the Companies (Meeting of Board and its powers)Rules, 2014, (including any statutory modification thereof for the time being in force and as may be enacted from time to time), the consent of the members be and is hereby accorded, to give loans to any person or any other body Corporate and/ or give any guarantee or provide security in connection with a loan to any person or any other body Corporate and / or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate up to an aggregate amount not exceeding **Rs. 100 Crores (Rupees One Hundred Crores)** 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 the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.**"**

By Order of the Board
For Vedic Ayurveda Limited
(Formerly Known as KD Leisures Limited)

Date: 07th October, 2026
Place: Mumbai

Sd/-
Deepika Awasthi
[Director]
(DIN: 08624842)

Registered Office:
Unit No. 1109, 11th Floor, Lotus Link Square, D.N. Nagar,
New Link Road, Andheri (West), Mumbai – 400053
CIN: L21003MH1981PLC272664
Website: https://www.kdleisuresltd.com/
Email: roc.viatl@gmail.com
Tel.: +91 95900 37000

NOTES:

1. Explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.

2. General instructions for accessing and participating in the 45th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting.

3. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as **"MCA Circulars**"), permitted convening the Annual General Meeting **("AGM" / "Meeting")** through Video Conferencing **("VC")** or Other Audio Visual Means **("OAVM")**, without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 **("Act")** read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("Listing Regulations"),** the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

   In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the **45th Annual General Meeting ("Meeting" or "AGM")** of the Company is being held through VC / OAVM **Friday**, **30th October, 2026 at 03:00 P.M. ("IST").** The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at Unit No. 1109, 11th Floor, Lotus Link Square, D.N. Nagar, New Link Road, Andheri (West), Mumbai – 400053.

4. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**

   ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

5. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated

December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **Purva Sharegistry (India) Private Limited (Purva)** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Purva.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM, without restriction on account of a first come first served basis.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://www.kdleisuresltd.com/ The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com The AGM/EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://evoting.purvashare.com.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.

11. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018 requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in dematerialized form with the depositories. Therefore, shareholders are requested to take action to dematerialize the equity shares of the Company.

12. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to roc.viatl@gmail.com.

13. The Board of Directors of the Company has appointed **M/s Amit Saxena & Associates, New Delhi** as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

14. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th October, 2026 to Friday, 30th October, 2026 **(both days inclusive).**

15. A brief profile of Directors appointed and re-appointed, including nature of expertise, is provided as **Annexure-A.**

16. The Certificate received from Practicing Chartered Accountant regarding the name change of the Company pursuant to Regulation 45 is annexed as **Annexure-B.**

17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

18. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at https://www.kdleisuresltd.com/ and the website of Purva immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The remote e-voting period begins on **Tuesday, 27th October, 2026 from 09:00 A.M. (IST)** and ends on **Thursday, 29th October, 2026 at 05:00 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 Friday, 23rd October, 2026** may cast their vote electronically. The e-voting module shall be disabled by Purva 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.

(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.

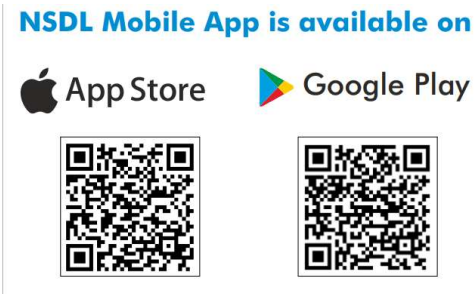
(v) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with CDSL.	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, 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 https://web.cdslindia.com/myeasi/Registration/Easi Registration 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.
Individual Shareholders holding securities in demat mode with NSDL	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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 held 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 or joining virtual meeting & voting during the meeting.

4) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



5) 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting

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. NSDL and CDSL.

Login type	Helpdesk details
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 1800 1020 990 and 1800 22 44 30
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. 022- 23058738 and 22-23058542-43.

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. The shareholders should log on to the e-voting website https://evoting.purvashare.com.
2. Click on "Shareholder/Member" 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. If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
5. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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) ● 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. ● 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 (v).

(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.

(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 EVENT NO. for the relevant M/s. Vedic Ayurveda Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(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) **Facility for Non – Individual Shareholders and Custodians – Remote Voting.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- 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 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; roc.viatl@gmail.com if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **Five (5) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Five (5) days prior to meeting** mentioning

their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 **evoting@purvashare.com.**

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 attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

By Order of the Board
For Vedic Ayurveda Limited
(Formerly Known as KD Leisures Limited)

Date: 07th October, 2026
Place: Mumbai

Sd/-
Deepika Awasthi
[Director]
(DIN: 08624842)

Registered Office:
Unit No. 1109, 11th Floor, Lotus Link Square, D.N. Nagar,
New Link Road, Andheri (West), Mumbai – 400053
CIN: L21003MH1981PLC272664
Website: https://www.kdleisuresltd.com/
Email: roc.viatl@gmail.com
Tel.: +91 95900 37000

ANNEXURE – A

Details of the Directors seeking re-appointment at the 45th Annual General Meeting of the Company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Details
Name	Ms. Deepika Awasthi
Director Identification Number	08624842
Date of Birth	06/05/1987
Age	39
Nationality	Indian
Qualification	Graduated
Original Date of Appointment	02/02/2026
Brief Resume of the Director (Including age and qualifications)	Deepika Awasthi is a seasoned expert in the field of astrology, numerology, and tarot reading, with over 15 years of dedicated experience. She has played a key role in guiding thousands of individuals towards clarity and self-discovery through her deep-rooted spiritual insights and intuitive practices. Known for her accurate predictions and compassionate approach, Deepika continues to be a trusted name in the holistic and metaphysical community
Experience and nature of expertise in specific functional area	Business Management
Shareholding in the Company, either directly or by way of beneficial ownership	NIL
Terms and Conditions of appointment/re-appointment	She is liable to retire by rotation is now proposed to re-appoint as Director
No. of meetings of the Board attended during the financial year 2025-2026	04
Remuneration sought to be paid and remuneration last drawn	As decided by the Board of Directors
Directorships, Membership / Chairmanship of Committees of other Boards along with the listed entities from which the director has resigned in the past three years	1. Homansh Consumer Private Limited 2. Astrotel Private Limited 3. Baidya ji Ayurveda Private Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

Details of the Directors seeking appointment of Independent Director at the 45th Annual General Meeting of the company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Details
Name	Atul Chauhan
Director Identification Number	03578401
Date of Birth	10/06/1987
Age	39
Nationality	Indian
Qualification	Company Secretary and Law Graduate
Original Date of Appointment	29/08/2026
Brief Resume of the Director (Including age and qualifications)	Mr. Atul Chauhan is an Associate Member of the Institute of Company Secretaries of India (ICSI), a Law Graduate, and a Commerce Graduate from the University of Lucknow, with over 15 years of experience in corporate laws, governance, and regulatory compliance. Having advised over 500 companies and LLPs, he possesses extensive expertise in corporate governance, legal advisory, restructuring, and statutory compliance.
Experience and nature of expertise in specific functional area	Corporate Governance
Shareholding in the Company, either directly or by way of beneficial ownership	N.A.
Terms and Conditions of appointment/re-appointment	Regularisation as Independent Director of the Company
No. of meetings of the Board attended during the financial year 2025-2026	NIL
Remuneration sought to be paid and remuneration last drawn	As decided by the Board of Directors
Directorships, Membership / Chairmanship of Committees of other Boards along with the listed entities from which the director has resigned in the past three years	1. Marktesh Trading Limited 2. Prabhhans Industries Limited 3. ishaan infrastructures and shelters ltd
Relationship with other Directors, Manager and other	None

Key Managerial Personnel of the Company	
Justification for choosing the appointee for appointment as Independent Director.	The proposed appointee is being appointed as an Independent Director based on his qualifications, professional experience, knowledge, skills and expertise relevant to the business and affairs of the Company.

By Order of the Board
For Vedic Ayurveda Limited
(Formerly Known as KD Leisures Limited)

Date: 7th October, 2026
Place: Mumbai

Sd/-
Deepika Awasthi
[Director]
(DIN: 08624842)

Registered Office:
Unit No. 1109, 11th Floor, Lotus Link Square, D.N. Nagar,
New Link Road, Andheri (West), Mumbai – 400053
CIN: L21003MH1981PLC272664
Website: https://www.kdleisuresltd.com/
Email: roc.viatl@gmail.com
Tel.: +91 95900 37000

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 3

With a view to realign the constitution of the Board of Directors in line with the Companies Act, 2013, as amended, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in their meeting held on 07th October, 2026, approved the change in designation of Ms. Deepika Awasthi (DIN: 08624842) from Executive Director to Managing Director of the Company for a period of five years w.e.f October 29, 2026. The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions. It is proposed to seek the members' approval for the change in designation of and remuneration payable to Ms. Deepika Awasthi (DIN: 08624842) as a Managing Director in terms of the applicable provisions of the Act. Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Ms. Deepika Awasthi (DIN: 08624842), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time. Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the re-appointment of and remuneration payable Ms. Deepika Awasthi (DIN: 08624842) as Managing Director is now being placed before the Members for their approval by way of Special Resolution.

Terms and Conditions along with brief details of Ms. Deepika Awasthi (DIN: 08624842) seeking change in Designation as Managing director at the annual General Meeting are mentioned below:

Proven ability to drive strategic initiatives, optimize business performance, and lead cross-functional teams. Strong analytical, leadership, and communication skills with a passion for innovation and organizational growth.

The key terms and conditions change in Designation as the MD are as follows:

Tenure as Managing Director

The Change in Designation as Managing Director is for a period of five years with effect from 29th October, 2026 to 28th October, 2031 (both days inclusive).

Nature of Duties

The MD shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board from time to time and separately communicated his and exercise such powers as may be assigned to her, subject to the superintendence, control and directions of the

Board in connection with and in the best interests of the business of the Company.

Remuneration

a) **Basic Salary**

b) **Benefits, Perquisites & Allowances:**

In addition to the basic salary referred to in (a) above, he shall be entitled to provision of rent-free residential accommodation (furnished or otherwise) with the company bearing related costs, or alternatively, payment of house rent allowance.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Sections 196, 197 and other applicable provisions, if any, read with Schedule V of the Act as amended / replaced and as in force from time to time.

c) **Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of the MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances, performance linked incentives/ bonus and Long-Term incentive as specified above, subject to such further approvals as may be required'

Other terms of reappointment

The terms and conditions of the re-appointment of Ms. Deepika Awasthi (DIN: 08624842) as provided in this agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Mandeep, subject to such approvals as may be required.

None of the Directors, Key Managerial Personnel and their relatives except Ms. Deepika Awasthi (DIN: 08624842) are in any way, concerned or interested, financially or otherwise, in the aforesaid **Special Resolution**.

The Board accordingly recommends the **Special Resolution** set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM 4:

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Atul Chauhan (DIN: 03578401) was appointed as an Additional Non- Executive Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on 7th October, 2026.

A brief profile of Mr. Atul Chauhan (DIN: 03578401), including nature of his expertise, is provided as Annexure-A of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of Mr. Atul Chauhan (DIN: 03578401), from Additional Non-Executive Independent Director to Non-Executive Independent Director of the Company not liable to retire by rotation for period of Five (5) years commencing from 7th October, 2026 to 6th October, 2026.

Mr. Atul Chauhan has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The NRC has considered his diverse skills, leadership capabilities, expertise in operations, strategy, finance, governance and government/ regulatory among others, as being key requirements for this role.

Mr. Atul Chauhan and his relatives are interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommend the resolution set out at Item No. 4 for approval for the approval by the shareholders as an **Ordinary Resolution.**

ITEM 5:

The Members are informed that the Company had earlier obtained a certificate from a Practicing Chartered Accountant in connection with the proposed change of name of the Company under Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations").**

Subsequently, pursuant to observations received from BSE Limited during the processing of the Company's application for change of name, the Practicing Chartered Accountant has issued a revised certificate confirming the Company's compliance with the conditions specified under Regulation 45(1) of the SEBI LODR Regulations.

The revised certificate supersedes the earlier certificate and has been placed before the Board. In the interest of good corporate governance and for the information of the Members, the revised certificate is being placed before the Members for their noting. A copy of the revised certificate is available for inspection by the Members at the Registered Office of the Company during business hours up to the date of the Annual General Meeting and shall also be available during the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board accordingly recommends the **Ordinary Resolution** set out at Item No. 5 of the accompanying Notice for approval of the Members.

ITEM 6:

The Company may, from time to time, be required to avail financial assistance/borrowings from banks, financial institutions, lenders and other eligible entities for meeting its business and working capital requirements and for other general corporate purposes. Such borrowings may be required to be secured by way of mortgage, pledge, hypothecation and/or creation of charge or other security interest over the movable and/or immovable properties and assets of the Company, both present and future.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required for creation of security over the whole or substantially the whole of the undertaking of the Company, where applicable.

The Board of Directors, therefore, proposes to obtain the approval of the Members to enable the Board to create mortgage, pledge, charge, hypothecation and/or other security interest over the movable and/or immovable properties and assets of the Company, both present and future, in favour of banks, financial institutions, lenders, trustees and other financing agencies, for securing the borrowings of the Company, up to an aggregate amount not exceeding **Rs. 100 Crores (Rupees One Hundred Crores only).**

The proposed resolution also authorises the Board and its Committee(s) to finalise the terms and conditions of the relevant financing and security documents and to take all necessary actions to give effect to the resolution.

The Board of Directors recommends Resolution No. 6 set out in the Notice for the approval of the members as a **Special Resolution.**

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

ITEM 7:

Considering the Board`s borrowing levels, projected business growth, the need to sustain business momentum, and other operational and financial requirements, the Board of Directors has proposed increasing the overall borrowing limit to **Rs. 100.00 Crores (Rupees One Hundred Crores only)**. The Board may exercise this borrowing power from time to time, within the proposed limit, without seeking any further approval from the members, subject to the provisions of the Companies Act, 2013.

Accordingly, the approval of the members is sought pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, read with the rules made thereunder.

The Board of Directors recommends Resolution No. 7 set out in the Notice for the approval of the members as a **Special Resolution.**

None of the Directors, Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

ITEM 8:

The Company, in the course of its business, may be required to provide financial assistance in the form of loans, guarantees and/or securities to its Subsidiary Companies, Associate Companies, Joint Ventures, group entities or other entities/persons in which any Director of the Company is interested, subject to the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 185 of the Companies Act, 2013, the Company may provide loans, guarantees or securities in connection with loans availed by such entities/persons, subject to the approval of the Members by way of a Special Resolution and fulfilment of the prescribed conditions.

Accordingly, approval of the Members is sought to authorize the Board of Directors to provide loans, including loans represented by book debt, and/or guarantees and/or securities in connection with loans availed or to be availed by the Subsidiaries, Associates, Joint Ventures, group entities or any other person in whom any Director of the Company is interested, up to an aggregate amount not exceeding **Rs. 100 Crores (Rupees One Hundred Crores only)** at any point in time.

The proposed authorization will enable the Company to extend financial support to its group entities and other eligible entities/persons, as and when required, for their business operations, working capital requirements, expansion and other legitimate business purposes, while enabling the Company to protect and further its business interests.

The Board of Directors recommends Resolution No. 8 set out in the Notice for the approval of the members as a **Special Resolution.**

Except for the Directors who may be interested in any of the Entities covered under the proposed resolution, to the extent of their respective interest, none of

the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM 9:

The Company, in the course of its business and for promoting its business interests, may be required to provide financial assistance to other persons and body corporates by way of loans, guarantees, securities and/or investments in securities from time to time.

Section 186 of the Companies Act, 2013, prescribes certain limits for making investments, granting loans, giving guarantees or providing securities. Where the aggregate of such loans, guarantees, securities and investments exceeds the limits prescribed under the said Section, prior approval of the Members by way of a Special Resolution is required.

Accordingly, approval of the Members is sought to authorize the Board of Directors to grant loans to any person or body corporate, give guarantees or provide securities in connection with loans, and/or make investments by way of subscription, purchase or otherwise in the securities of anybody corporate, up to an aggregate amount not exceeding **Rs. 100 Crores (Rupees Hundred Crores only)**, notwithstanding that such amount may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

The proposed authorization will enable the Company to deploy its surplus funds efficiently, provide financial support to its business associates and group entities, wherever considered appropriate, and make strategic investments in furtherance of the Company's business objectives and interests.

The Board of Directors recommends Resolution No. 9 set out in the Notice for the approval of the members as a **Special Resolution.**

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board
For Vedic Ayurveda Limited
(Formerly Known as KD Leisures Limited)

Date: 7th October, 2026
Place: Mumbai

Sd/-
Deepika Awasthi
[Director]
(DIN: 08624842)

Registered Office:
Unit No. 1109, 11th Floor, Lotus Link Square, D.N. Nagar,
New Link Road, Andheri (West), Mumbai – 400053
CIN: L21003MH1981PLC272664
Website: https://www.kdleisuresltd.com/
Email: roc.viatl@gmail.com
Tel.: +91 95900 37000