

SECURITIES AND EXCHANGE BOARD OF INDIA

SETTLEMENT ORDER

**IN THE SETTLEMENT APPLICATION NUMBER 8627 OF 2025
FILED BY KERALA AYURVEDA LIMITED [PAN : AABCK4228Q]
IN THE MATTER OF KERALA AYURVEDA LIMITED**

1. Kerala Ayurveda Limited (hereinafter referred to as “**the Applicant**”) had filed the present *suo moto* settlement application, under the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as “**Settlement Regulations**”) proposing to settle, while neither admitting nor denying the findings of fact and conclusions of law, the enforcement proceedings that may be initiated against it for the alleged violation of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**LODR Regulations**”)
2. The Applicant had submitted that it had failed to obtain prior approval of the shareholders in respect of its material related party transactions (hereinafter referred to as “**RPTs**”) with its related party, Ayurvedagram Heritage Wellness Centre Private Limited, in contravention of Regulation 23(4) of the LODR Regulations.
3. However, the applicant submitted that it had obtained *post facto* ratification for the said RPTs from the shareholders vide its board resolution dated June 18, 2025. It was also submitted that the non-compliance was not deliberate and it took immediate steps to rectify the non-compliance as soon as the non-compliance came to its attention.
4. Pursuant to the receipt of the settlement application, the Internal Committee of SEBI held a meeting with the authorized representatives of the Applicant on

September 25, 2025, wherein the details of the matter were deliberated along with the terms of the settlement. The Internal Committee recommended ₹ 5,80,000 (Rupees Five lakhs eighty thousand only) as the indicative amount computed in terms of Schedule II read with Regulation 10 of the Settlement Regulations.

5. The Applicant vide email dated September 29, 2025, submitted the revised settlement terms, wherein it proposed settlement amount of ₹ 5,80,000 (Rupees Five lakhs eighty thousand only) for settling the alleged violation.
6. Pursuant thereto, the High Powered Advisory Committee (hereinafter referred to as “**HPAC**”) in its meeting held on November 28, 2025, considered the settlement terms proposed by the Applicant and recommended that the matter may be settled on the proposed settlement terms.
7. The recommendations of the HPAC were accepted by the Panel of Whole Time Members of SEBI on January 20, 2026. Subsequently, Notice of Demand was issued to the Applicant on January 23, 2026. The Applicant informed about the remittance of the aforementioned settlement amount on January 23, 2026.
8. On the basis of the facts stated above, in exercise of the powers conferred under Section 15JB read with Section 19 of the Securities and Exchange Board of India Act, 1992 and in terms of Regulation 23 of the Settlement Regulations, it is hereby ordered that any proceedings that may be initiated for the violations as mentioned at paragraph 1 and 2 above, are settled in respect of the Applicant on the following terms:
 - i. SEBI shall not initiate any enforcement action against the Applicant for the said violation; and
 - ii. The passing of this Order is without prejudice to the rights of SEBI under Regulation 28 and Regulation 31 of the Settlement Regulations to initiate appropriate action against the Applicant, if SEBI finds that:
 - (a) any representation made by the Applicant in the present settlement proceedings is subsequently found to be untrue;

- (b) the Applicant has breached any of the clauses/ conditions of undertakings/ waivers filed during the present settlement proceedings; and
- (c) there was a discrepancy while arriving at the settlement terms.

9. This Settlement Order is passed on this 03rd day of February, 2026 and shall come into force with immediate effect.

10. In terms of Regulation 25 of the Settlement Regulations, a copy of this Order shall be sent to the Applicant and shall also be published on the website of SEBI.

AMARJEET SINGH
WHOLE TIME MEMBER

SANDIP PRADHAN
WHOLE TIME MEMBER