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Post Office Nandeshma Gogunda,
Dist. : Udaipur (Rajasthan)
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Customer Care No. :
7726991983/9768868773

Notice – Extraordinary General Meeting

28th June, 2018



Registered office : 405, Patel Ashwanegh Complex, Jetalpur Rd. Sayajigunj, Vadodara - 390 005. ☎ 0265 2333455

✉ rachnacapital@gmail.com | info@tiaanindia.com 🌐 www.tiaanindia.com

CIN No. : L85100GJ1992PLC017397

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the members of M/s. Tiaan Ayurvedic & Herbs Limited (Erstwhile Rachana Capital And Securities Limited) will be held on Thursday, 28 June, 2018 at 3:00 p.m. at 405, Patel Ashwamegh Complex, Near Dairy Den Circle, Sayajigunj Vadodara-390 005 to transact the following business:

Special Business:

1. **To increase the Authorised Share Capital of the Company and Consequent Alteration of Clause V of the Memorandum of Association of the Company.**

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

"RESOLVED THAT in accordance with the provisions of Section 13 and Section 61 of the Companies Act, 2013 including any statutory modification or re-enactment thereof, for the time being in force (collectively, the "Act"), and subject to such approvals, consents, permissions and sanctions, if any, required from any authorities, the Authorised Share Capital of the Company be and is hereby increased from Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lakhs Only) divided into 32,00,000 (Thirty Two Lakhs) Equity Shares of Rs.10/- each to Rs. 13,20,00,000/- (Rupees Thirteen Crores Twenty Lakhs Only) divided into 1,32,00,000 (One Crore Thirty Two Lakh) Equity Shares of Rs. 10/- each and consequently the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause V:

V: "The Authorised Share Capital of the Company is Rs. 13,20,00,000/- (Rupees Thirteen Crores Twenty Lakhs Only) divided into 1,32,00,000/- (One Crore Thirty Two Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each"

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution), be and is hereby authorized to do all such acts, deeds, matters and things and settle any or all questions or matters arising with respect to the Increase in Authorized Share Capital of the Company and the amendment to the Memorandum of Association of the Company and make all necessary filings and intimations to the Registrar of Companies and other appropriate authorities, and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons."



2. Further issue of Equity Shares on Preferential Basis

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

"RESOLVED THAT pursuant to Section 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the applicable rules, regulations thereto, and the Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Stock Exchange where the shares of the Company are listed (BSE) and such other necessary approvals, if any and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot on Preferential basis, such no.(s) of Equity Shares of Face Value Rs.10/- each to the following person on Preferential basis at an Issue Price of Rs 18.69/- each (including premium of Rs. 8.69/- per share) determined in accordance with the provisions of Chapter VII of SEBI ICDR Regulations, 2009 as on the Relevant Date, to the following Subscribers who are belonging to the Non-Promoter category and on such other terms and conditions as may be approved by the Board:

Investor Name	Shares	Consideration (INR)
Amjad Hussain	Up to 2,00,000	Up to 3738000
Nirmal Shah	Up to 2,00,000	Up to 3738000
Khoomsingh U Chouhan	Up to 75,000	Up to 1401750
Satish Kansodia	Up to 75,000	Up to 1401750
Yashoda Bajaj	Up to 50,000	Up to 934500
Teena Kirti Jain	Up to 2,79,000	Up to 5214510
Gaurav Gopal Chabbria	Up to 50,000	Up to 934500
Satendra Gajpal Negi	Up to 1,50,000	Up to 2803500
Praveenkumar Vastimalji Jain	Up to 1,00,000	Up to 1869000
Chandravati Praveenkumar Jain	Up to 50,000	Up to 934500
Chandrakant Ramanbhai Panchal	Up to 50,000	Up to 934500
Hamid Dawood Mistry	Up to 1,10,000	Up to 2055900
Nilesh Jain	Up to 60,000	Up to 1121400
Abhishek Prakash Jain	Up to 1,50,000	Up to 2803500
Hitesh Jain	Up to 50,000	Up to 934500
Ranita Pravin Jain	Up to 50,000	Up to 934500
Harshad Arvind Panchal	Up to 50,000	Up to 934500
Priyanka Singh	Up to 50,000	Up to 934500
Ramesh Uttamchand Jewani	Up to 75,000	Up to 1401750
Chitra Khatwani	Up to 75,000	Up to 1401750



Atul Kamalakar Amrute	Up to 1,50,000	Up to 2803500
Krupa Chirag Mehta	Up to 50,000	Up to 934500
Chirag Surendra Mehta	Up to 50,000	Up to 934500
Chital B Shah	Up to 2,50,000	Up to 4672500
Nikung B Shah	Up to 2,50,000	Up to 4672500
Rajiv M Shah	Up to 50,000	Up to 934500
Hemal C Shah	Up to 39,000	Up to 728910
Nimesh Patel	Up to 75,000	Up to 1401750
Pratik Gala	Up to 25,000	Up to 467250
Jabir Ismail Shaikh	Up to 1,00,000	Up to 1869000
TOTAL	Up to 29,88,000	Up to 5,58,45,720

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of Issue Price of the Equity Shares is 29th May, 2018 i.e. 30 days prior to the date of Extra-Ordinary General Meeting (EGM).”

“RESOLVED FURTHER THAT aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- c) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations;
- d) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval;
- f) These Equity Shares shall rank pari-passu in all respects with the existing fully paid up equity shares of the Company; and
- g) Allotment shall only be made in dematerialized form.



"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through Private Placement Offer Letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited."

"RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or Officer(s) of the Company or any other person(s) as may be necessary to give effect to the aforesaid resolution."

By order of the Board of Directors
For Tiaan Ayurvedic & Herbs Limited




(Nitin Mistry)
Company Secretary

Place: Vadodara

Date: 05/06/2018

NOTES:-

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extra Ordinary General Meeting (EGM) is annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total



share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form is sent herewith.

3. The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a Certified Copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.

5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at Company's Registered Office on all working days except Saturday between 11:00 a. m. to 1:00 p.m. up to the date of the Extraordinary General Meeting.

6. Electronic copy of the Notice of the Extraordinary General Meeting of the Company, inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form is being sent by electronic mode to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. Members other than above, physical copies of the Notice of the Extraordinary General Meeting of the Company, inter-alia, indicating the process and manner for e-voting, along with the Attendance Slip and Proxy Form is being sent by the permitted mode.

7. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: rachnacapital@gmail.com

8. Members/Proxies should bring duly filled in Attendance Slip in the form annexed hereto and tender the same at the entrance of the Meeting Hall.

9. Representative of Corporate Members should send/carry a duly certified copy of the Board Resolution/Power of Attorney authorizing the attendance and voting at the Meeting.

10. Members are requested to send their queries, if any, at least seven days in advance to the extent possible, so that the information could be made available at the Meeting.

11. Voting through electronic means:

- (A) In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the Company is pleased to provide Members with a facility to exercise their right to



vote at the Extra-ordinary General Meeting (EGM) by Electronic means and the business may be transacted through Electronic Voting (e-Voting) Services.

- (B) The facility for voting through ballot/polling paper shall be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.
- (C) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **21st June 2018**.
- (D) Person who is not a member as on cut-off date should treat this notice for information purpose only.
- (E) Members having any grievances connected with the remote e-voting can contact **MCS SHARE TRANSFER AGENT LIMITED**, 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009.
- (F) The Company has appointed Mr. Suhas Bhattbhatt of M/s. S Bhattbhatt & Co, Practicing Company Secretaries (Membership No. 11975) as the Scrutinizer for conducting the remote e-voting and the voting process at the EGM in a fair and transparent manner.
- (G) The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (H) The Resolution shall be deemed to be passed on the date of the EGM, subject to receipt of sufficient votes in favour of the resolutions through a compilation of remote e-voting results and voting held at the EGM

The Results shall be declared by the Chairman or a person authorized by him in writing within 48 hours of conclusion of EGM of the Company. The result declared along with the scrutinsers report shall be placed on the Company's website viz. www.tiaanindia.com on the agency's website viz. www.cdslindia.com and communicated to BSE Limited, where shares of the Company are listed.

- (I) The Instruction for shareholders voting electronically are as under:
 - (i) The voting period begins on **Monday, 25th June, 2018 at 9.00 a.m. and ends on Wednesday, 27th June, 2018 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **21st June, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on **Wednesday, 27th June, 2018 at 5.00 p.m.**
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.



- (iii) Click on Shareholders.
- (iv) Now Enter your User ID;
- For CDSL : 16 digits beneficiary ID;
 - For NSDL : 8 Character DP ID followed by 8 Digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Tiaan Ayurvedic & Herbs Ltd.
- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

13. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting.



14. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules.

15. Route Map for easy location of venue of the EGM is provided in the notice and the same shall also be available on the Company's website www.tiaanindia.com

By order of the Board of Directors
For Tiaan Ayurvedic & Herbs Limited



(Handwritten signature)

(Nitin Mistry)
Company Secretary

Registered Officer:

405, Patel Ashwamegh Complex,
Nr. Dairy Den, Sayajigunj, Vadodara-05
Place: Vadodara
Date: 05/06/2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act"):

Item No.1:

The Authorized Share Capital of the Company is Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lakhs only) divided into 32,00,000 (Thirty Two Lakhs Only) Equity shares of Rs. 10/- (Rupees Ten Only) each. With the prospective fund requirements, company is planning for Preferential Issue of Equity Shares and it is necessary to amend Memorandum to allow the Company to issue further Equity shares. The Resolution set out at Item No. 1 seeks to alter the Capital Clause of the Memorandum of Association of the Company by increasing the authorised share capital from Rs. 3,20,00,000/- (Rupees Three Crores Twenty Lakhs Only) divided into 32,00,000 (Thirty Two Lakhs) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 13,20,00,000/- (Rupees Thirteen Crores Twenty Lakhs Only) divided into 1,32,00,000 (One Crore Thirty Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each. Pursuant to Sections 13 and 61 of the Companies Act, 2013, the Company is required to obtain approval of its shareholders by means of an Ordinary Resolution to carry out amendments to the Memorandum of Association of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be, in any way concerned or interested, financially or otherwise in the said Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors accordingly recommends the Resolutions in Item No.1 for your approval by way of an Ordinary Resolution.

Item No.2:

To envisage growth plan with available funds in the Company is an inaccessible and inappropriate task, further to achieve the size and scale of the business operations to create value for its stakeholders the present capital fund is not sufficient for management to take any new & improved business approach. It will be appropriate to infuse further funds in the Company from such prospective investors who would provide strategic inputs for the operations of the Company.

Members are further requested to note that for achieving the above mentioned objective of undertaking capital infusion, the Board of Directors of the Company at their meeting held on Tuesday, 5th June 2018, accorded their approval for the issue of up to 29,88,000 fully paid-up equity shares of Rs. 10/- per equity share at a premium of Rs. 8.69/- per equity share aggregating up to Rs.18.69, by way of Preferential Offer, subject to the approval of the Members of the Company on a Private Placement basis, which has been approved by the Board of Directors of the Company at its Meeting held on 5th June, 2018.

Approval of the Members by way of Special Resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").



Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 29,88,000 (Twenty Nine Lakh Eighty Eight Thousand) Equity Shares of the Company, having a face value of Rs.10 (Rupees Ten only) each at a minimum price of Rs.18.69 (Eighteen Rupees Sixty Nine paisa Only) including a premium of Rs.8.69 (Eight Rupees Sixty Nine paisa Only) per Equity Share aggregating to Rs.5,58,45,720/- (Rupees Five Crore Fifty Eight Lakh forty Five Thousand Seven Hundred Twenty Only), on a Preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, no later than 15 (fifteen) days from the date of passing of this Special Resolution by the Members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

- A. The Objects of the Preferential Issue:** To mobilize fund for the current expansion plan including any potential capital expenditure, working capital requirements and general corporate purpose.
- B. The total number of shares or other securities to be issued:** Up to 29, 88,000 (Twenty Nine Lakh Eighty Eight Thousand) fully paid up equity shares of face value of Rs.10/- (Rupees Ten Only) per equity share, for cash, at a premium of Rs.8.69/- (Eight Rupees Sixty Nine Paisa Only) per equity share.
- C. Terms of Issue of the Equity Shares, if any:** The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects.
- D. Relevant Date:** The Relevant Date as per the ICDR Regulations for the determination of the price per equity share pursuant to the Preferential Allotment is 29th May, 2018 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is 28th June, 2018, to approve the proposed preferential issue).
- E. The Price at/within which the allotment is proposed:** Rs.10/- (Rupees Ten Only) per equity shares, at a premium of Rs.8.69 (Eight Rupees Sixty Nine paisa Only) per Equity Share.
- F. Basis on which the price has been arrived at along with report of the Registered Valuer:** The Company is listed on BSE Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

The Pricing shall be determined in accordance with Regulation 76, Chapter VII of SEBI ICDR Regulations, and the equity share to be issued and allotted on a preferential basis shall be made at a price not less than the higher of the following:

- i. The average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the recognized stock exchange, during the twenty six weeks preceding the Relevant Date;
- or
- ii. The average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the recognized stock exchange, during the two weeks preceding the Relevant Date.



- G. Intention of promoters / directors / key managerial personnel to subscribe to the offer:** None of the promoters, directors or key managerial personnel intend to subscribe to the proposed issue.
- H. The Class/Classes of persons to whom the allotment is proposed to be made:** Person other than promoter and promoter Group
- I. The Proposed time within which the allotment shall be completed:** As required under the SEBI (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.
- J. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:**

Sr. No	Name of Proposed allottees	Number of Equity Shares proposed to be allotted	Post Issue % holding
1	Amjad Hussain	Up to 2,00,000	3.283102
2	Nirmal Shah	Up to 2,00,000	3.283102
3	Khoomsingh U Chouhan	Up to 75,000	1.231163
4	Satish Kansodia	Up to 75,000	1.231163
5	Yashoda Bajaj	Up to 50,000	0.820775
6	Teena Kirti Jain	Up to 2,79,000	4.579927
7	Gaurav Gopal Chabbria	Up to 50,000	0.820775
8	Satendra Gajpal Negi	Up to 1,50,000	2.462326
9	Praveenkumar Vastimalji Jain	Up to 1,00,000	1.641551
10	Chandravati Praveenkumar Jain	Up to 50,000	0.820775
11	Chandrakant Ramanbhai Panchal	Up to 50,000	0.820775
12	Hamid Dawood Mistry	Up to 1,10,000	1.805706
13	Nilesh Jain	Up to 60,000	0.984931
14	Abhishek Prakash Jain	Up to 1,50,000	2.462326
15	Hitesh Jain	Up to 50,000	0.820775
16	Ranita Pravin Jain	Up to 50,000	0.820775
17	Harshad Arvind Panchal	Up to 50,000	0.820775
18	Priyanka Singh	Up to 50,000	0.820775
19	Ramesh Uttamchand Jewani	Up to 75,000	1.231163
20	Chitra Khatwani	Up to 75,000	1.231163
21	Atul Kamalakar Amrute	Up to 1,50,000	2.462326
22	Krupa Chirag Mehta	Up to 50,000	0.820775
23	Chirag Surendra Mehta	Up to 50,000	0.820775
24	Chital B Shah	Up to 2,50,000	4.103877
25	Nikung B Shah	Up to 2,50,000	4.103877
26	Rajiv M Shah	Up to 50,000	0.820775



27	Hemal C Shah	Up to 39,000	0.640205
28	Nimesh Patel	Up to 75,000	1.231163
29	Pratik Gala	Up to 25,000	0.410388
30	Jabir Ismail Shaikh	Up to 1,00,000	1.641551

K. The pre issue and post issue shareholding pattern of the Company:

Sr. No	Category	Pre-issue*		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	-	-		
	Bodies corporate	445000	14.3373	445000	7.3049
	Sub-total	445000	14.3373	445000	7.3049
2	Foreign promoters	-	-		
	sub-total (A)	445000	14.3373	445000	7.3049
B	Non-promoters' holding				
1	Institutional investors				
2	Non-institution				
	Individuals	2207526	71.1233	5195526	85.2872
	Bodies Corporate	181001	5.8316	181001	2.9712
	Directors and relatives	-	-	-	-
	Indian public	-	-	-	-
	others (including NRIs)	270273	8.7071	270273	4.4367
	Sub-total (B)	2658800	85.662	5646800	92.6951
	GRAND TOTAL	3103800	100.00	6091800	100

* As on June 1, 2018.

- L. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:** During the year, no preferential allotment has been made to any person.
- M. Change in control, if any, in the Company that would occur consequent to the preferential offer:** There shall be no change in management or control of the Company pursuant to the issue of the equity shares.
- N. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable.
- O. Lock in period:** The proposed allotment of the equity shares shall be subject to a lock-in as per the requirements of SEBI (ICDR) Regulations, i.e for a period of one year from the date of trading approval.
- P. Re-Computation and Lock –in:** Since the equity shares of the Company have been listed on the Bombay Stock exchange for a period of more than 26 (Twenty Six) week prior to the Relevant Date, the Company is not required to re-compute the price of its equity shares under Regulations



73 of SEBI (ICRD) Regulations. The Company undertake to re-compute the price of the issue shares, if required in terms of the SEBI ICDR Regulations till such time any amount payable on account of the aforesaid re-computation of price of the issue shares is paid by the proposed Allottes.

- Q. Statutory Auditor's certificate:** A certificate from Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

In light of the above, you are requested to accord your approval to the Special Resolution as set out at Item No. 2 of the accompanying Notice.

By order of the Board of Directors
For Tiaan Ayurvedic & Herbs Limited



(Nitin Mistry)
Company Secretary

Registered Officer:

405, Patel Ashwamegh Complex,
Nr. Dairy Den, Sayajigunj, Vadodara-05

Place: Vadodara

Date: 05/06/2018

ATTENDANCE SLIP

TIAAN AYURVEDIC & HERBS LIMITED

CIN: L85100GJ1992PLC017397

Regd. Off.: 405, Patel Ashwamegh Complex, Near Dairy Den Circle, Sayajigunj Vadodara -05

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting

DP Id*	Client Id*	Folio No.	No. of Shares

Name and Address of the Shareholder

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Company held on Thursday, June 28, 2018, at 3.00 p.m. at the Registered Officer of the Company situated 405, Patel Ashwamegh Complex, Near Dairy Den Circle, Sayajigunj Vadodara -05

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L85100GJ1992PLC017397

Name of the Company: TIAAN AYURVEDIC & HERBS LIMITED

Registered office: 405, Patel Ashwamegh Complex, Near Dairy Den Circle, Sayajigunj Vadodara -05

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of members of the Company, to be held on 28th June, 2018 at the Registered Office situated at 405, Patel Ashwamegh Complex, Near Dairy Den Circle, Sayajigunj Vadodara -05 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Resolutions	For	Against
Special Business		
1. To increase the Authorised Share Capital of the Company and consequent alteration of Clause V of the Memorandum of Association of the Company.		
2. Further issue of Equity Shares on Preferential Basis.		



Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password

Affix a 15
paise
Revenue
Stamp

Signed this day of..... 2018

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



Route Map to the Venue of EGM

