

Tiaan Ayurvedic & Herbs Limited

(Formerly Rachana Capital & Securities Limited)

Registered Office: 405, Patel Ashwamegh Complex, Sayajigunj, Dairy Den Circle, Vadodara, 390005, Gujarat

Tel. No.: 91 63590 93939; **CIN:** L85100GJ1992PLC017397; **E-mail:** rachnacapital@gmail.com

Website: www.tiaanonline.com

Notice of Postal Ballot (“Notice” or “Postal Ballot Notice”) (Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To
The Shareholders,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (the “Companies Act”, which shall include any statutory modifications, amendments or re-enactments thereto) read with the Companies (Management and Administration) Rules, 2014 (the “Rules”, which shall include any statutory modifications, amendments or re-enactments thereto) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) read with the equity listing agreement executed with the stock exchanges on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of ordinary resolutions (as indicated) for matters as considered in the Resolutions appended below through postal ballot (“Postal Ballot”) by way of remote e-voting.

Please note that the Company had issued Notice dated 16th March, 2020 for convening an extra ordinary general meeting of the shareholders of the Company on 14th April, 2020. The meeting was postponed in view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Government of Gujarat and the Ministry of Home Affairs, Government of India. On account of continuing extension of nationwide lockdown and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular No.14/2020 dated 8th April 2020 and General Circular No.17/2020 dated 13th April 2020 (the “MCA Circulars”) providing for specific manner in which extra ordinary general meeting be held in the current situation, the calling of Extra Ordinary General Meeting of the shareholders of the Company was then cancelled on 20th May, 2020.

Section 110 of the Companies Act and the Rules provide for passing of resolutions by postal ballot. In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility under the Companies Act, while they are transacting any business(es) only by postal ballot upto 30th June 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars thus hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their **assent or dissent through the remote E-voting system only**.

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Companies Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions are also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

Resolution No. 1: To Issue Bonus Shares

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI, as amended from time to time, Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals as may be required in this regard, approval of the members be and is hereby accorded to the Board to capitalize a sum not exceeding Rs. 1,29,17,000/- (Rupees One Crore Twenty Nine Lakhs Seventeen Thousand Only) or such amount as may be determined to be required by the Board, from and out of the amount standing to the credit of free reserves and/or the securities premium account as at March 31, 2019, be capitalized and transferred to Share Capital Account and that such sum shall be applied for issue of New Equity Shares of the Company of Rs. 10/- (Rupees Ten) each as fully paid-up Bonus Shares to the persons who, on the Record Date, shall be holders of the existing Equity Shares of Rs. 10/- (Rupees Ten) each of the Company, in the proportion of 1:4 i.e. 1 (One) New fully paid Equity Shares for every 4 (Four) existing Equity Shares held by such Members, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such member, and not as income.”

“RESOLVED FURTHER THAT the new equity shares of Rs. 10/- (Rupees Ten only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted.”

“RESOLVED FURTHER THAT the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.”

“RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or any other regulatory authority, as necessary.”

“RESOLVED FURTHER THAT in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to ignore such fractions and/or otherwise make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, allotting the total number of new equity shares representing such fractions to a person(s) appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such equity shares, after adjusting the cost and the expenses in

respect thereof, be distributed among such Members who are entitled to such fractions in the proportion of their respective fractional entitlements.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board of Directors, Company Secretary and Chief Financial Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

Resolution No. 2: To Appoint Mr. R Sudharshan as Managing Director of the Company.

To consider and, if thought fit, to pass, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and subject to the approval of the Central Government, as may be required and such other permissions, sanction(s) authorities, the consent of the Members of the Company be and is hereby accorded to appoint Mr. R Sudharshan (DIN: 08588182) as Managing Director of the Company, who shall not be liable to retire by rotation and designated as ‘Managing Director’ for a period of 5 (Five) years commencing from 23rd October, 2019 on the terms and conditions including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this Extraordinary General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Board and Mr. R Sudharshan.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorised to alter, revise and amend the terms and conditions of appointment and remuneration payable to Mr. R Sudharshan, Managing Director, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 and Schedule V thereto and approval of the Central Government and other appropriate authorities, which may be obtained for the same.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all necessary and expedient, acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

For and on behalf of the Board
Tiaan Ayurvedic & Herbs Limited

Sd/-
R Sudharshan
Managing Director
DIN: 08588182

Date: May 20, 2020
Place: Vadodara

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as Annexure I.
2. The Notice is being sent by email to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 15th May, 2020 (“cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited. A copy of this Notice will also be available on the Company’s website www.tiaanonline.com, on the website of CDSL e-voting at www.evotingindia.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
3. The Company has appointed Mr. Suhas Bhattbhatt of M/s. S Bhattbhatt & Co, Practicing Company Secretaries (Membership No. 11975, C.O.P. 10427), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company’s website www.tiaanonline.com as well as on the website of stock exchanges on which the shares of the Company are listed. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. 24th June, 2020, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.
4. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder and the provisions of the MCA Circulars, the Company is providing facility for voting by electronic means (“remote e-voting”) to all the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an arrangement with CDSL for facilitating remote e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

INSTRUCTIONS FOR REMOTE E-VOTING:**The instructions for shareholders voting electronically are as under:**

The voting period begins on Tuesday, May 26, 2020 @ 9:00 hours (IST) and ends on Wednesday, June 24, 2020 @ 17:00 hours (IST). 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. Friday, May 15, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

1. Click on Shareholders.
2. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
3. Next enter the Image Verification as displayed and Click on Login.
4. 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.
5. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number which is printed on Postal Ballot Form.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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)-

6. After entering these details appropriately, click on “SUBMIT” tab.
7. 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.
8. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant <Tiaan Ayurvedic & Herbs Limited> on which you choose to vote.
10. 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.
11. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
12. 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.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take a print of the votes cast by clicking on “Click hereto print” option on the Voting page.
14. If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
15. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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 linked in the login 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.

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

Item No. : 1

The equity shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholders' base, the Board of Directors in its meeting held on March 06, 2020 considered, approved and recommended an issue of bonus shares in proportion of 1 (One) share for every 4 (Four) existing equity shares held by the members on a record date to be herein after fixed by the board of directors, by capitalizing sum not exceeding Rs. 1,29,17,000 /- (Rupees One Crore Twenty Nine Lakhs Seventeen Thousand only) out of Free Reserves and/or Securities Premium Account of the company.

Pursuant to the provisions of Articles of Association of the Company and in terms of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the capitalization of reserves and bonus issue thereof require approval of the members in general meeting.

Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed under the Companies Act, 2013, in connection with bonus issue. Accordingly, the resolution seeks the approval of the members for capitalizing the sum out of Free Reserves and/or Securities Premium Account and issue of bonus shares out of the same on the terms and conditions set out in the resolution.

The Board recommends the resolution for approval of shareholders.

The Directors of the Company may be deemed to be concerned or interested in this item of business to the extent of their shareholdings in the company or to the extent of securities that may be allotted to them as Bonus Shares. Save as aforesaid none of directors of the company is in any way concerned or interested in this item of business.

Item No. : 2

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 23rd October, 2019 appointed Mr. R Sudharshan as the Managing Director of the Company for a period of 5 years with effect from 23rd October, 2019 on such terms and conditions as set out below and subject to the approval by the shareholders of the Company. Mr. R Sudharshan is a B.Sc. in Biochemistry from American College, Madurai with over a decade of experience in Ayurvedic products research.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on 23rd October, 2019 & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore, the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration in proportion to the profit of the Company to Mr. R Sudharshan as detailed here under:

- 1) **Salary** : No fix salary on monthly basis, except lump sum amount to be paid based on the increase of turnover and profitability and further approved from time to time by the Board of Directors and subject to overall limit as prescribed under Schedule V of the Companies Act, 2013.
- 2) **Perquisite:**
 - (a) For such amount as may be decided by the Board of Directors up to a maximum of Rs. 25,000 per month (which shall include HRA, Special Allowance & conveyance and reimbursement of Medical Expenses per month as per the rules and policy of the Company from time to time.)
 - b) Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.

- 3) **Minimum Remuneration:** Notwithstanding anything herein contained, where in any financial year during the period of his office as a Managing Director, the Company has no profits or its profits are inadequate, the Company shall not pay any remuneration or may pay such reduced lump sum amount as Board may deem fit by way of salary, allowances, perquisites as laid down in Section II of Part II of Schedule V to the Companies Act, 2013.
- 4) **Duties and Powers:**
- 4.1 The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/ or subsidiaries, including performing duties as assigned to the Managing Director by the Board from time to time by serving on the boards of such associated companies and/ or subsidiaries or any other executive body or any committee of such a company.
- 4.2 The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause 4.1 above.
- 4.3 The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
- 5) **Other Terms and conditions:**
- 5.1 The Managing Director shall not be liable to retire by rotation.
- 5.2 This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's address given above or by making a payment of equivalent salary in lieu thereof.
- 5.3 The Company may terminate this Agreement forthwith by notice in writing to Mr. R Sudharshan if he shall become bankrupt or make any composition or arrangement with his creditors or if he shall cease to be a Director or shall commit a breach of any of the terms, conditions and stipulations herein contained and on his part to be observed and performed.
- 5.4 Mr. R Sudharshan shall during his term, abide by the provisions of the Tiaan Ayurvedic & Herbs Limited Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.
- 5.5 This agreement is subject to the jurisdiction of the Courts of Vadodara. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out herein below:

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, read with Schedule V thereto, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

Except Mr. R Sudharshan (the appointee), none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. R Sudharshan under Section 190 of the Act.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

I. General Information:

1. Nature of Industry : Ayurvedic & Herbs Product/ Manufacturing and marketing of Ayurvedic products
2. Date of commencement of commercial operations: 27th March, 1992
3. In case of new companies, expected date of Commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

4. Financial performance based on given

Particulars	Year 2018-19	Year 2017-18
Gross Income- Turnover	488,943,389	102,172,014
Operating Profit / (Loss) before Interest &		
Depreciation and Tax	25,484,844	4,943,507
Net Profit / (Loss) after Tax	17,455,462	3,026,532
Equity Capital (face value of Rs.10)	51,668,000	31,038,000
Net Worth	89,435,858	33,422,926

5. **Foreign Investments or collaborations if any:** NIL

II. Information about the Appointee:

1. Background details:

- Mr. R Sudharshan is a B. Sc. in Biochemistry from American College, Madurai with over a decade of experience in Ayurvedic products research.
- He has been consulting for the manufacture of various kinds of Herbal and natural products without any use of chemicals. His core strength is extraction of essential oils and their use in the manufacturing of 100% Natural Ayurvedic products. He has been involved in manufacturing of cosmetic items such as Hand made soaps, Face wash, Creams, Gels and essential oils, among others.

2. Recognition or awards: None

3. Job profile and his suitability:

The job profile basically involves :

- Developing and executing the company's business strategies
- Preparing and implementing comprehensive business plans to facilitate achievement
- Oversee the company's financial performance, investments and other business ventures
- Delegate responsibilities and supervise the work of executives providing guidance and motivation to drive maximum performance

The Job profile attracts extensive and prudent involvement of seasoned person. It requires long term strategy and in depth knowledge of the Ayurvedic & Herbs Products to remain competitive. Mr. R Sudharshan as the Managing Director of the Company is entrusted with the powers and authority to manage the affairs of the Company subject to superintendence, direction and control of the Board of Directors. Looking at his vast experience and in depth knowledge in the field of Ayurvedic & Herbs product, he is ideally suited for the job.

4. Remuneration proposed: As per the financial performance of the Company and more clearly explained at serial no.1 (Salary) in remuneration part.

5. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person:

Taking into consideration the terms of remuneration of Senior Executives in the industry in general, the remuneration terms offered is rational and acceptable. The remuneration terms proposed to the appointee is purely on the basis of merit keeping in view the profile of the appointee, responsibilities assigned to him and being shouldered by him, Industry remuneration benchmarks, Company's remuneration policy as finalized by Nomination and Remuneration Committee constituted by the Board.

6. Pecuniary relationship directly or indirectly with the Company, or relationship with the management personnel, if any:

Besides the remuneration proposed, Mr. R Sudharshan does not have any pecuniary relationship with the Company.

iii. Disclosures:

1. The remuneration package proposed to be given to Mr. R Sudharshan is as per the details given in the resolution. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meeting with a notice period of one month by either side.
2. Mr. R Sudharshan is not holding any Equity Shares of the Company.

The agreement between the Company and Mr. R Sudharshan is available for inspection by the members of the Company at its Registered Office between 11:00 a.m. and 1:00 p.m. on any working day of the Company.

The Board recommends the resolution set forth in Item No.2 for the approval of the Members.

Tiaan Ayurvedic & Herbs Limited

(Formerly Rachana Capital & Securities Limited)

Registered Office: 405, Patel Ashwamegh Complex, Sayajigunj, Dairy Den Circle, Vadodara, 390005, Gujarat

Tel. No.: 91 63590 93939; **CIN:** L85100GJ1992PLC017397; **E-mail:** rachnacapital@gmail.com

Website: www.tiaanonline.com

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No.14/2020 dated 8thApril, 2020 and General Circular No.17/2020 dated 13thApril, 2020 (the "MCA Circulars"), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. The MCA has clarified that for companies that are required to provide e-voting facility only under the Companies Act, while they are transacting any business(es) only by postal ballot up to 30thJune, 2020 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated by the Company in compliance with the MCA Circulars.

In compliance with the requirements of the MCA Circulars, the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and **shareholders are required to communicate their assent or dissent through the remote e-voting system only.**

Provided however, as per the current guidance under the MCA Circulars on postal ballot has been provided to be valid upto 30thJune 2020 or till further orders, whichever is earlier, the Company is providing Postal Ballot Form as below in compliance with the extant provisions of the Act and the Rules as applicable to obtaining approval of the members by way of Postal Ballot. It is clarified that the **use of such Postal Ballot Form shall be valid only if the MCA revises its guidelines** vide MCA Circulars on or before 24th June, 2020 i.e. last date specified in this Notice for e-voting and permits use of Postal Ballot Forms.

Further, the guidelines for submitting the Postal Ballot Forms as provided herein are in compliance with the extant provisions of the Act and the Rules as applicable to obtaining approval of the members by way of Postal Ballot (without taking into consideration the MCA Circulars) and thus shall be subject to such modification(s) as the MCA may prescribe while reintroducing the use of the Postal Ballot Forms in amendment to the current provisions of the MCA Circulars.

Tiaan Ayurvedic & Herbs Limited
(Formerly Rachana Capital & Securities Limited)
Registered Office: 405, Patel Ashwamegh Complex, Sayajigunj, Dairy Den Circle, Vadodara, 390005, Gujarat
Tel. No.: 91 63590 93939; **CIN:** L85100GJ1992PLC017397; **E-mail:** rachnacapital@gmail.com;
Website: www.tiaanonline.com

POSTAL BALLOT FORM

(Please read the instructions carefully before completing the form)

Serial No.:

1. Name(s) and registered address of Shareholder(s), including joint-holders, if any (in block letters)

2. Registered Folio No. / DP ID No. / Client ID No.

3. No. of Shares held

I / We hereby exercise my / our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 20th May, 2020 of Tiaan Ayurvedic & Herbs Limited (the "Company") by conveying / sending my / our assent or dissent to the said resolutions by placing a tick (v) mark in the appropriate column below:

Agenda Item No.	Description	Resolution Type	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	To Issue Bonus Shares	Ordinary Resolution			
2.	To Appoint Mr. R Sudharshan as Managing Director of the Company.	Ordinary Resolution			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	Sequence Number

NOTE:

- Please read the Instructions carefully before exercising your votes.
- As per Guidance of MCA Circular due to ongoing pandemic COVID-19, the shareholders are required to communicate their assent or dissent through the remote e-voting system only.
- Use of the attached Postal Ballot Form shall be valid only if the MCA revises its guidelines on or before 24th June, 2020 i.e. last date specified in this Notice for e-voting and permits use of Postal Ballot Forms.

INSTRUCTIONS:

1. A Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier / post at the expense of the Shareholder(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. This Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialised form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his / her absence, by the next named Shareholder.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5:00 p.m.) on 24th June, 2020. Postal Ballot Form received after this date will be strictly treated as if the reply from such Shareholder(s) has not been received.
6. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5:00 p.m.) on 24th June, 2020.
8. The exercise of vote through postal ballot is not permitted through a proxy.
9. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
10. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date, i.e. 15th May, 2020.
11. The Shareholders are requested not to send any other paper along with the Postal Ballot Form. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
12. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final. A postal ballot form shall inter alia be considered invalid if: (a) A form other than one issued by the company has been used; (b) It has not been signed by or on behalf of the Member; (c) Signature on the postal ballot form doesn't match the specimen signatures with the company; (d) It is not possible to determine without any doubt the assent or dissent of the Member; (e) Neither assent nor dissent is mentioned; (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member; (g) The envelope containing the postal ballot form is received after close of working hours (5.00 p.m.) on 24th June, 2020; (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; (i) It is received from a Member who is in arrears of payment of calls; (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established; (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice. A member cannot vote both by post and e-voting and if he does so his voting by post shall be treated as invalid.