



October 30, 2024

To,

BSE Limited, 20 th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001. (Scrip Code: 539528; Scrip Id: AAYUSH)	Metropolitan Stock Exchange of India Limited, Vibgyor Towers, 4 th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098. (Symbol – AAYUSH, Series – EQ)
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Dear Sir/Madam,

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Sub: Submission of Postal Ballot Notice.

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith Postal Ballot Notice dated 29th October 2024.

Voting through Postal Ballot form and E-voting is commencing from 02nd November 2024 (from 9.00 AM IST) and concludes on 01st December 2024 (till 5.00 PM IST).

You are requested to take the above cited information on your records.

Thanking You,

For Aayush Wellness Limited
(Formerly known as Aayush Food and Herbs Limited)

Naveenakumar Kunjaru
Managing Director
DIN: 07087891

Encl: As above

CC:

1. National Securities Depository Limited

4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013.

2. Central Depository Services (India) Limited

Marathon Futurex, A-Wing, 25th floor, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400 013.

AAYUSH WELLNESS LIMITED
(Formerly known as Aayush Food and Herbs Limited)

CIN: L01122DL1984PLC018307

Registered Office: 55, 2nd Floor, Lane 2, Westend Marg, Saidullajab, Near Saket Metro Station, New Delhi, Delhi 110030

Contact No: +91 8448693031 **Email:** cs@aayushwellness.com **Website:** www.aayushwellness.com

POSTAL BALLOT NOTICE

[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, each as amended from time to time and in accordance with applicable Circulars issued by the Ministry of Corporate Affairs]

To,
The Shareholders,

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, November 02, 2024 at 9:00 a.m. (IST)	Sunday, December 01, 2024 at 5:00 p.m. (IST)

NOTICE is hereby given to the Members of **AAYUSH WELLNESS LIMITED** (Formerly known as *Aayush Food and Herbs Limited*) (**"the Company"**) pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI LODR Regulations"**), including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, and other applicable provisions, if any, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (**"MCA"**) (hereinafter collectively referred to as **"MCA Circulars"**), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (**"Secretarial Standard-2"**) and/or any other applicable law, rules or regulations for the time being in force, to transact the items of special businesses, as set out in this Postal Ballot Notice and to seek approval of the Members by way of Ordinary/Special Resolution(s), as the case may be, through Postal Ballot Form and remote electronic voting ('E-voting').

A detailed Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 setting out all the material facts relating to the resolutions mentioned in this Notice of Postal Ballot is annexed hereto.

In compliance with the MCA Circulars referred to as above, this Postal Ballot Notice is being sent only through electronic mode to those shareholders, whose email addresses are registered with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the Register of Members / list of Beneficial Owners of the Company provided by the Depositories as on **Friday, October 25, 2024** (i.e., the **"Cut-off Date"**). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode. In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials for the purpose of voting on the proposed resolutions.

Members are requested to carefully read the instruction printed on the Postal Ballot Form and return the same duly completed, recording your assent or dissent, to the Scrutinizer, not later than 5.00 p.m. (IST) on **Sunday, December 01, 2024**.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility of remote e-voting to its Members to vote on the businesses as set out in this Notice and for this purpose has engaged the services of Central Depository Services (India) Limited, (**"CDSL"**). Members are requested to go through the detailed **"INSTRUCTIONS FOR E-VOTING"** and other Notes appended to this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) and/or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes.

The remote e-voting period commences from 9:00 a.m. (IST) on **Saturday, November 02, 2024** and ends at 5.00 p.m. (IST) on **Sunday, December 01, 2024**. The e-voting facility will be disabled / blocked by CDSL immediately thereafter.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of Postal Ballot form or E-Voting system provided by the Company.

Pursuant to Rule 22(5) of the Management Rules, the Board has appointed **M/s. Jaymin Modi & Co., Company Secretaries (COP: 16948 and PRC: 2146/2022)** as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. The Scrutinizer has communicated his willingness to be appointed and be available for the said purpose.

The Scrutinizer will submit his report to the Chairman, or in his absence to the Company Secretary, upon completion of the scrutiny

of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot will be announced not later than 02 (Two) working days from the conclusion of the e-voting and last date for receipt of the Postal Ballot forms.

The results declared along with the Scrutinizer's Report(s) will be placed on the Company's website www.aayush.health and communicated to the Stock Exchange where the Equity Shares of the Company are listed i.e. BSE Limited ("BSE") at www.bseindia.com and Metropolitan Stock Exchange of India Limited ("MSEI") at www.msei.in, in accordance with the provisions of the Act and the same shall be displayed on the CDSL website at www.evotingindia.com and on the website of Company's Registrar and Share Transfer Agent (the "RTA"), i.e., Beetal Financial & Computer Services Pvt. Ltd at www.beetalfinancial.com

In the event, Resolutions as set out in the Notice is assented to by the requisite majority by means of Postal Ballot process, it shall be deemed to have been passed as Special Business on the last date of e-voting i.e. **Sunday, December 01, 2024.**

SPECIAL BUSINESSES:

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, subject to such approvals, permissions and sanctions, if any, as may be necessary from any concerned authorities, the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 7,00,00,000/- (Seven Crores) Equity Shares of Re. 1/- (Rupee One Only) each to Rs. 9,00,00,000/- (Rupees Nine Crores only) divided into 9,00,00,000 (Nine Crores) Equity Shares of Re. 1/- (Rupee One Only) each, by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Re. 1/- (Rupee One only) each, ranking pari passu in all respect with the existing equity shares of the company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the existing clause V of the Memorandum of Association of the Company be and is hereby altered by substituting with the following clause:

V. The Authorized Share Capital of the Company is Rs. 9,00,00,000/- (Rupees Nine Crores only) divided into 9,00,00,000 (Nine Crores) Equity Shares of Re. 1/- (Rupee One only) each with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association 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 "Board" which term shall include a Committee thereof authorized for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions."

ITEM NO. 2

Issue of Bonus Shares to the equity shareholders 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 Section 23 and 63 and other applicable provisions of the Companies Act, 2013 ("the Act") read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of regulations and guidelines issued by the

Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the Foreign Management Act, 1999 and Article 40 of the Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of Free Reserves, and/or the Securities Premium account, or such other account(s) as may be considered necessary by the Board for the purpose of issuance and allotment of fully paid-up Bonus Equity Shares of Re. 1/- (Rupee One only) each of the Company, to the holders of the existing equity shares of the Company, in the proportion of [1:2] i.e 1 (One) equity shares for every 2 (Two) existing equity share held by the Members of the Company whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners of the Depository as on the Record Date to be determined by the Board and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such Member.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT the bonus shares so allotted shall subject to the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT With respect to Equity Shares being fractional shares will be ignored and no allotment will be made for the fractional Equity Shares.

RESOLVED FURTHER THAT no allotment letter shall be issued to the allottees for the allotment of bonus equity shares.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company will be subject to the approval if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.

RESOLVED FURTHER THAT for Members who holds shares in dematerialized form, the bonus equity shares shall be credited to the demat account of the respective allottees, as the case may be, and in case of allottees who hold equity shares in physical form, With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus equity shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and other applicable laws, rules, regulations and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and as it may in its sole and absolute discretion deem necessary, expedient or incidental in regard to issue of bonus shares, filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, and to settle any question, difficulty or doubt that may arise in regard thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

**By the order of the Board of
For Aayush Wellness Limited**

(Formerly known as Aayush Food and Herbs Limited)

Sd/-

Naveenakumar Kunjaru

Managing Director

DIN: 07087891

Date: 29th October, 2024

Place: Mumbai

NOTES:

AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") SETTING OUT THE MATERIAL FACTS CONCERNING THE BUSINESSES TO BE TRANSACTED IS ANNEXED HERETO.

1. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **Friday, October 25, 2024** (cut-off date). In compliance with MCA Circulars the Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA"). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode.
2. Member(s) whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting / e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
3. All the relevant documents referred to in the Notice of Postal Ballot and Explanatory Statement shall be available for inspection electronically during official hours on all working days up to the date of closure of remote e-Voting period i.e Tuesday, July 23, 2024 on all working days (except Saturdays, Sundays and Holidays) Members may also request for a copy of the same by sending an email to cs@aayushwellness.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by CDSL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.
5. The e-voting period shall commence on **Saturday, November 02, 2024** from 9.00 a.m. (IST) and shall end on **Sunday, December 01, 2024** at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
6. 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 i.e., **Friday, October 25, 2024**.
7. The Board of Directors of the Company ("the Board"), has appointed **M/s. Jaymin Modi & Co., Company Secretaries (COP: 16948 and PRC: 2146/2022)** as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote e-Voting process and postal ballot forms will be announced by the Chairman, or such person as authorized within such timer period as permitted under the Act. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
9. The declared results along with the Scrutinizer's Report shall be forwarded to BSE Limited and Metropolitan Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e. www.aayushwellness.com and also on RTA's website.
10. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Hindi Language) in which registered office of the Company is situated.
11. To support the "Green initiative" members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.
12. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on **Sunday, December 01, 2024** i.e., the last date specified for receipt of votes through the Remote e-Voting process.
13. Members holding shares in physical mode and who had not updated their email address with the company are requested to update their email address by writing to the Company at cs@aayushwellness.com along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the member, self-attested copy of PAN Card and self-attested copy of other documents (e.g. : Driving License, Election Identity Card, Passport) in support of the address of the Member. Members

holding shares in dematerialized mode are requested to register/update their email address with the Depository Participants. In case any queries / difficulties in registering email address, Members may write to beetalrta@gmail.com

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

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

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

(i) The voting period begins on **Saturday, November 02, 2024** at 9:00 a.m. (IST) and ends on **Sunday, December 01, 2024** at 5:00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, October 25, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 toll free no.: 022-4886 7000 and 022-2499 7000

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Aayush Wellness 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” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily 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 at rishitshahco@gmail.com and to the Company at the email address viz; cs@aayushfood.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 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 **Company/RTA email id**.

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

**By the order of the Board of
For Aayush Wellness Limited**
(Formerly known as Aayush Food and Herbs Limited)

Sd/-

Naveenakumar Kunjaru
Managing Director
DIN: 07087891

Date: 29th October, 2024

Place: Mumbai

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

In order to accommodate the proposed Bonus issue, Rights issue of shares and other requirements, the Company may require to issue a substantial number of additional equity shares in the near future. Consequently, this necessitates an increase in the Authorized Share Capital of the Company, ensuring it is sufficiently poised for expansion and growth opportunities on the horizon.

The Company proposes to increase its Authorized Share Capital from existing Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Re. 1/- (Rupee One only) each to Rs. 9,00,00,000/- (Rupees Nine Crores only) divided into 9,00,00,000 (Nine Crores) Equity Shares of Re. 1/- (Rupee One only) each and for the consequent amendment to the Memorandum of Association (MOA) of the Company as required to effectuate such increase. Accordingly, the Company requires to pass a special resolution to increase the Authorized Share Capital and alteration of Clause V of the Memorandum of Association of the Company.

The members may also note that pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act") and Rules made there under, alteration of Authorized Share Capital of the Company requires approval of Members of the Company.

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

The Board recommends that the resolution set out at **Item No. 1** be passed as a Special Resolution.

ITEM NO. 2

ISSUE OF BONUS SHARES TO THE EQUITY SHAREHOLDERS OF THE COMPANY:

The Board of Directors at its meeting held on **29th October, 2024** subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Re. 01/- (Rupee One only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) equity share of Re. 01/- (Rupee One) each for every 02 (Two) existing equity shares of Re. 01/- (Rupee One only) each by capitalizing a sum from and out of the Company's Free Reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company ("the Board").

Article 40 of the Articles of Association of the Company permits capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

Equity Shares being fractional shares will be ignored and no allotment will be made for the fractional Equity Shares.

The Bonus Shares so allotted shall rank pari- passu in all respects with the fully paid-up Equity Shares of the Company as on the Record Date and shall be made according to the regulations as specified under Chapter IX of SEBI (ICDR) Regulations 2018.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of the stock options/equity shares held by them in the Company.

The Board recommends this resolution as set out in **Item No. 2** of the Notice for your approval as an Ordinary Resolution.

**By the order of the Board of
For Aayush Wellness Limited**
(Formerly known as Aayush Food and Herbs Limited)

Sd/-

Naveenakumar Kunjaru
Managing Director
DIN: 07087891

Date: 29th October, 2024

Place: Mumbai

POSTAL BALLOT FORM

[Please read the instructions carefully before completing the form in Block Letters]

Ballot No. _____

1. Name(s) of Shareholder (s): _____
2. Name(s) of the Joint-Holder(s), if any: _____
3. Registered address of Shareholder: _____
4. Registered Folio No./ DP ID No./ Client ID No.: _____
5. 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 **Tuesday, 29th October, 2024** of **Aayush Wellness Limited** (Formerly known as *Aayush Food and Herbs Limited*) (the "Company") by convening/sending my/our assent or dissent to the said resolutions by placing a tick (v) mark in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Increase in Authorised Share Capital and consequent alteration of capital clause of the Memorandum of Association.			
2.	Issue of Bonus Shares to the equity shareholders of the Company.			

Place:

Date:

Signature of the Shareholder

Note: Please read the instructions printed overleaf carefully before exercising your vote.

For e-voting, please refer the instructions under "E-Voting Facility" in the Postal Ballot Notice attached herewith.

INSTRUCTIONS:

1. Members desiring to exercise their vote by Postal Ballot Form are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and send the same to the registered office of the Company, addressed to the Scrutinizer.
2. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e. **Sunday, December 01, 2024** at 05.00 PM (IST) Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.
4. The Postal Ballot Form shall not be exercised by a Proxy.
5. In case the number of shares is not mentioned against the resolutions, it will be deemed that the member has exercised his votes for the entire shares held by him.
6. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).

7. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorization together with the specimen signature(s) of the duly Authorized Signatory(ies).
8. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (v) in the appropriate column. Postal ballot form bearing tick mark (v) in the column will render the form invalid. This Postal Ballot Form should be used for voting; no other form shall be accepted.
9. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.
10. Members are requested not to send any other paper along with the Postal Ballot Form to the Scrutinizer and any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer.
11. Voting Rights shall be reckoned on the Paid-up Value of shares registered in the name of the Member as on **Friday, October 25, 2024**.
12. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
13. There shall be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders. In case two forms are received for a Folio/ Client ID, then the Postal Ballot Form received first alone shall be considered.
14. In case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
15. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
16. The Resolutions, if assented by requisite majority, shall be considered as passed on **Sunday, December 01, 2024** at 05.00 PM (IST).