



(Formerly known as Rachana Capital & Securities Ltd)

Ref: TAHL/BSE/18-19

26.03.2019

To,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Scrip Code: 540108**  
**Scrip Symbol: TAHL**

**Subject: Submission of Postal Ballot Notice**

Dear Sir,

In terms of Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot seeking approval of the shareholders on the following matters:

1. Shifting of Registered Office of the Company from Vadodara, Gujarat to Mumbai, Maharashtra and subsequent amendment in the Memorandum of Association of the Company.
2. Alteration of Object Clause of the Company in order to incorporate the object of Trading of Agriculture Products and Animal Feed.

Further, please find below the schedule of events for Postal Ballot:

Sr. No.	Activity	Date
1.	Cut-off Date for sending Notice to Shareholders	22.03.2019
2.	Voting start date	27.03.2019
3.	Voting end date	25.04.2019
4.	Scrutinizer's Report	On or before 27.04.2019
5.	Declaration of Results	On or before 27.04.2019

We request you to take the above on your records.

Thanking you,

Yours sincerely,

**For Tiaan Ayurvedic & Herbs Limited**

  
Nitin Mistry  
Company Secretary



Encl.: As above

Registered office: 405, Patel Ashwamegh Complex, Jetalpur Road, Near Dairy Den Circle, Sayajigunj, Vadodara, Gujarat- 390005

☎ 063590 93939

Corporate office: Crystal Plaza, 610- A-Wing, Opp. Infinity Mall, Link Road, Andheri (West), Mumbai- 400053. ☎ 98333 19639

✉ rachnacapital@gmail.com | 🌐 www.tiaanonline.com

CIN No.: L85100GJ1992PLC017397

**Tiaan Ayurvedic & Herbs Limited**  
(Formerly Rachana Capital & Securities Limited)

**Registered Office:** 405, Patel Ashwamegh Complex, Sayajigunj, Dairy Den Circle, Vadodara -390005.

**Tel. No.:** 91 63590 93939; **CIN:** L85100GJ1992PLC017397; **E-mail:** [rachnacapital@gmail.com](mailto:rachnacapital@gmail.com); [tiaanayurvedic@gmail.com](mailto:tiaanayurvedic@gmail.com)

**Website:** [www.tiaanonline.com](http://www.tiaanonline.com)

**POSTAL BALLOT NOTICE**

**NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 (“THE RULES”) AND OTHER APPLICABLE PROVISIONS, IF ANY, OF THE ACT (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED (SEBI LODR REGULATIONS).**

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India including any statutory modification and re- enactment thereof, and other applicable laws and regulations for the time being in force for transacting the Special Business by the members of Tiaan Ayurvedic & Herbs Limited (the “**Company**”) by passing the Resolutions appended below for approval by way of Postal Ballot (including remote e-voting).

The Resolutions and Explanatory Statement (pursuant to Section 102 of the Act and the Rules made thereunder) setting out the material facts pertaining to the said Resolutions is annexed hereto along with the Postal Ballot Form (the “**Form**” / “**Postal Ballot Form**”) for your consideration. The Board of Directors of the Company (the “**Board**”) has appointed Mr. Suhas Bhattbhatt (Membership No. ACS 11975 & CP No. 10427), Proprietor, M/s. S Bhattbhatt & Co., Company Secretaries as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot (including remote e-voting) in a fair and transparent manner.

This notice is being sent to all members / beneficiaries whose names appear on the Register of Members / Record of Depositories as on Cut -off date i.e. Friday, March 22, 2019.

You are requested to peruse the proposed Resolutions along with the Explanatory Statement and read carefully the instructions forming part of this Notice and return the Form duly filled and signed (at the marked places in the Form) alongwith Assent (**FOR**) or Dissent (**AGAINST**) for the said Resolutions, in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (5.00 p.m. IST) on Thursday, April 25, 2019.

**Please note that any Form(s) received after (5:00 p.m. IST) on Thursday, April 25, 2019 will be strictly treated as if no reply has been received.** The Company is also providing e-voting facility for voting on the Proposed Resolutions. Members desiring to opt for e-voting facility are requested to read the notes to the Notice of Postal Ballot and instructions given thereunder for e-voting purpose. Members having shares in demat form and in physical form may vote either by way of Postal Ballot or by way of remote e-voting (“**e-voting**”). For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL). In case a member has voted through e-voting facility, he/she is not required to send the the Postal Ballot Form. In case a member votes through e-voting facility as well as sends his/her vote through physical form, the vote cast through e-voting shall only be considered and the voting through the Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the website [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting given below after the Proposed Resolutions for the process and the manner in which e-voting is to be carried out.

**SPECIAL BUSINESS:**

**1. Shifting of Registered Office of the Company from the State of Gujarat to the State of Maharashtra and subsequent amendment in the Memorandum of Association of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Gujarat to the State of Maharashtra and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Maharashtra.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall deem to include any of its duly constituted Committee) or the Company Secretary & Compliance Officer or any officer/executive/representative and/or any other person so authorized by the Board, be and are hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority as may be considered necessary while according approval and to appoint counsels/consultant and advisors, sign and execute such documents as may be required to file applications/petitions before regulators or issue notices, advertisements, obtain orders for shifting of the Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** upon the confirmation from the Central Government and other regulatory approvals, the registered office of the Company be shifted from 405, Patel Ashwamegh Complex, Jetalpur Road, Near Dairy Den Circle, Sayajigunj Vadodara – 390005, Gujarat to 610, 6th Floor, A-wing, in Crystal Plaza Premises Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai 400053, Maharashtra.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary & Compliance Officer, be and are hereby severally authorised to provide a Certified True Copy of this Resolution to the concerned authorities and such authorities be requested to rely upon the authority of the same.”

**2 Alteration of the Object Clause of the Memorandum of Association of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association of the Company and subject to the necessary registration, approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the consent of the Company be and is hereby accorded for alteration of the Main Object Clause of the Memorandum of Association of the Company by inserting the following new clause after existing sub-clause No. 2 of Clause III(A) therein:

3. To carry on business as manufacturers, producers, processors, growers, fermenters, distillers, refiners, makers, inventors, convertors, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise deal in Agricultural Products and Animal Feed.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

**Place: Vadodara**  
**Date: March 18, 2019**

**By Order of the Board**  
**For Tiaan Ayurvedic & Herbs Limited**

**Sd/-**  
**Mr. Nitin Mistry**  
**Company Secretary & Compliance Officer**  
**ACS 46688**

**NOTES:**

1. The following is annexed with this Notice: (i) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India in respect of the Special Business, (ii) Instructions for e-voting, (iii) Postal Ballot Form.
2. The Explanatory Statement and reasons for the proposed Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice. Notice shall also be available on the website of the Company [www.tiaanonline.com](http://www.tiaanonline.com).
3. The Notice is being sent by prescribed mode to all the members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on cut-off date i.e. Friday, March 22, 2019. A person who is not a member as on cut-off date shall treat this notice for information purpose only.
4. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the member as on Friday, March 22, 2019. 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, i.e. Friday, March 22, 2019 only shall be entitled to avail the facility of remote e-voting.
5. Pursuant to provisions of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent, Notice of Postal Ballot through e-mail and members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form sent through permitted mode of dispatch. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Form may download the Postal Ballot Form from the 'Investors Relation' section on the Company's website: [www.tiaanonline.com](http://www.tiaanonline.com)
6. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s).
7. Resolutions passed by the members by requisite majority shall be deemed to have been passed on the last date of receipt of Postal Ballot Forms /e-voting (i.e. Thursday, April 25, 2019).
8. A Member cannot exercise his vote by proxy on Postal Ballot.
9. A member cannot vote both by way of Postal Ballot Form and e-voting and if he votes both by way of Postal Ballot Form and E-voting, his vote by post shall be treated as invalid.
10. A Member need not use all the votes or cast all the votes in the same way.
11. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company at 405, Patel Ashwamegh Complex, Jetalpur Road, Near Dairy Den Circle, Sayajigunj, Vadodara – 390005, Gujarat (11.00 a.m. to 05.00 p.m.) on all working days (except Saturday and Sunday) until the last date for receipt of votes by Postal Ballot/e-voting (i.e. Thursday, April 25, 2019 at 17:00 hours (IST)).
12. Incomplete, unsigned or incorrect, defaced or mutilated Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
13. Pursuant to Sections 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system in respect of all resolutions proposed to be considered through this Notice of Postal Ballot. The Company has engaged services of Central Depository Services (India) Limited to provide remote e-Voting facility of casting the votes by the members.

**Place: Vadodara**  
**Date: March 18, 2019**

**By Order of the Board**  
**For Tiaan Ayurvedic & Herbs Limited**

**Sd/-**  
**Company Secretary & Compliance Officer**  
**ACS 46688**

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”):**

### **Item No.1**

Presently, the Registered Office of the Company is situated in the State of Gujarat. It is proposed to shift the Company's Registered Office from 405, Patel Ashwamegh Complex, Jetalpur Road, Near Dairy Den Circle, Sayajigunj, Vadodara – 390005, Gujarat to 610, 6th Floor, A-wing, in Crystal Plaza Premises Opp. Infinity Mall, New Link Road, Andheri (West), Mumbai – 400053, Maharashtra.

The majority/large part of business & trade carried out by company during previous two years were directly connected to the state of Maharashtra, including suppliers of raw materials and products to the company presently located in Mumbai. The core activities of the business of the Company are managed from the Mumbai, Corporate office. It is further to note that majority of staff members and senior management team of the company located in Mumbai i.e. other than the state of registered office. It is meaningful and significant to state that company is facing operational difficulties due to the current location and shifting of registered office may also help to enlarge the area of its business operation. It is further pertaining to note that majority shareholders of the company are from the state of Maharashtra and it would be more convenient for them to approach company including attendance of Annual General Meeting etc.

In the given situation shifting of registered office from the State of Gujarat to the State of Maharashtra benefited company in manifolds including to get key business resources at more economic cost and conveniently. This change will certainly help the Company in reducing its costs and increasing focus on its operational activities.

Thus, the Management of the Company is of the view that shifting would benefit the Company to deal with various stakeholders and will enable the Management to monitor the Business more economically and efficiently and this will be in the best interest of the stakeholders. This will also help in streamlining various corporate functions. It shall in no manner affect the existing client base, creditors, operations and employees of the Company.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the “MOA”) of the Company requires the approval of the members of the Company by means of a Special Resolution through Postal Ballot and approval of the Central Government (power delegated to Regional Director).

In view of the above, the approval of the members is sought through Postal Ballot/e-voting for shifting of the Registered Office of the Company from the State of Gujarat to the State of Maharashtra and consequently for altering Clause II of the MOA. Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 1, except to the extent of their shareholding, if any.

Your Directors recommend the Resolution set out in Item No. 1 of the Notice for approval by the members as Special Resolution.

### **Item No.2**

The Company is presently engaged in the business of Ayurvedic & Herbs Products. There are huge demands for Medicinal and Aromatic Plants /Herbs of Ayurvedic in Nature due to primarily three reasons: 1). Explosion of Ayurvedic /Herbal FMCG products in India 2). Alternative medicines are being sought after for many lifestyle disorders such as Diabetes, Hypertension, Arthritis, Cardio-vascular disorders, Asthma /Allergies, etc. 3). India's exports of raw herbs and Herbal products have increased multi-fold in the past 10 years. The Management of the company therefore considered advisable to carry on the business by way of cultivation, trade, export etc. of Medicinal and Aromatic Plants and other ancillary Agricultural Products.

In Agriculture today, the nutritional needs of farm animals are well understood and may be satisfied through natural forage and fodder alone, or augmented by direct supplementation of nutrients in concentrated, controlled form. The nutritional quality of feed is influenced not only by the nutrient content, but also by many other factors such as feed presentation, hygiene, digestibility, and effect on intestinal health. Ayurvedic feed additives provide a mechanism through which these nutrient deficiencies can be resolved effect the rate of growth of such animals and also their health and well-being.

Having regard to Ayurvedic experience and Financial Resources of the Company, the management considers that the business activities set out in the Special Resolution are capable of being conveniently and advantageously combined with the existing business presently carried on by the company, economically and efficiently.

The Directors consider that the proposed alteration would be in the best interests of the Members. The Members are therefore requested to approve the proposed alteration to the Memorandum of Association.

A copy of the existing Memorandum and Articles of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of declaration of results on Thursday, April 25, 2019.

The Board of Directors recommends the resolution for the approval of members of the Company as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 2, except to the extent of their shareholding, if any.

## INSTRUCTIONS FOR REMOTE E-VOTING

### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Wednesday, March 27, 2019 @ 9:00 hours (IST)** and ends on **Thursday, April 25, 2019 @ 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, March 22, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (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](http://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	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"><li>• 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.</li></ul>
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"><li>• 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).</li></ul>

- (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 for the relevant **<Tiaan Ayurvedic & Herbs Limited>** on which you choose to vote.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The official designated to address the grievances in this regard will be Mr. Rakesh Dalvi, Manager and can be contacted at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at toll free no. 1800 22 55 33.





**Tiaan Ayurvedic & Herbs Limited**

(Formerly Known as Rachana Capital & Securities Limited)

**Registered Office:** 405, Patel Ashwamegh Complex, Sayajigunj, Dairy Den Circle, Vadodara -390005.

**Tel. No.:** 91 63590 93939; **CIN:** L85100GJ1992PLC017397; **E-mail:** [rachnacapital@gmail.com](mailto:rachnacapital@gmail.com);

**Website:** [www.tiaanonline.com](http://www.tiaanonline.com)

**POSTAL BALLOT FORM**

Sr. No.

1. Name and registered address of sole/first holder :
2. Name(s) of the joint Member(s), if any :
3. Registered Folio No./ DP ID No. & Client ID No.\* { \*Applicable to Members holding shares in dematerialized form } :
4. Number of Equity Shares held :

I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through postal ballot for the special business stated in the Notice of the Company dated: March 18, 2019, by conveying my / our assent or dissent to the said resolutions by placing a tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares	I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
1.	Shifting of Registered Office of the Company from the State of Gujarat to the State of Maharashtra and subsequent amendment in the Memorandum of Association of the Company			
2.	Alteration of the Object Clause of the Memorandum of Association of the Company			

Place: Vadodara

Date: March 18, 2019

\_\_\_\_\_  
Signature of Member

**ELECTRONIC VOTING PARTICULARS**

EVSN (E-Voting Sequence Number)	Sequence Number
190320004	

Notes:

1. The e-voting period will commence on Wednesday, March 27, 2019 @ 9:00 hours (IST) and will end on Thursday, April 25, 2019 @ 17:00 hours (IST).
2. Please read the instructions given overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the assent or dissent of the Members in respect of the Resolution contained in the Postal Ballot Notice dated March 18, 2019 is being determined through Postal Ballot including facility of e-voting through CDSL platform.
3. The Board of Directors of the Company has appointed Mr. Suhas Bhattbhatt, Practising Company Secretary as the Scrutinizer for the purpose of conducting business through Postal Ballot.
4. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it directly to the Scrutinizer in the attached postage prepaid self addressed Business Reply Envelope. No postage is required to be paid by the Shareholder as the postage prepaid self addressed Business Reply Envelope is enclosed. Envelope containing Postal Ballots Forms, if deposited with the Company in person or, if sent by courier/registered post at the expense of the registered Shareholder, shall also be accepted by the Company.
5. Assent or dissent to the proposed resolution may be recorded by placing a tick mark (“√”) in the appropriate column. Postal Ballot Form bearing tick mark (“√”) in both the column will render the form invalid.
6. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours Thursday, April 25, 2019 at 17:00 hours (IST). Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received.
8. This form should be completed and signed by the member as per the specimen signatures registered with the Company. In case of joint holdings, this form should be completed and signed (as per the Specimen Signature registered with the Company) by first named Shareholder and in his absence, by the next named joint holder. In case the Form is signed by persons other than individual members, then this form should be signed by an authorized signatory whose signature is already registered with the Company/Depository Participant.
9. In case of shares held by Companies, Trust, Societies etc., duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Other Authority Letter together with the attested specimen signatures of the duly authorized person exercising the voting by Postal Ballot.
10. If any extraneous paper is found in such envelop the same would not be considered by the Scrutinizer and would be destroyed.
11. There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
12. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.
13. The Scrutinizer shall submit his report to the Chairman & Managing Director of the Company or to any other Director of the Company after completion of the scrutiny of the postal ballots including votes casted electronically. The result of the voting on the resolutions will be announced on or before Saturday, April 27, 2019 at 17:00 hours (IST) at the Registered Office of the Company and communicated to the stock exchanges and shall also be posted on the website of the Company at [www.tiaanonline.com](http://www.tiaanonline.com).