



(Formerly known as Rachana Capital & Securities Ltd)

Date: 26.04.2019

To,  
BSE Limited  
1<sup>st</sup> Floor, Rotunda Building,  
P.J. Tower, Dalal Street,  
Fort, Mumbai – 400 001.

Dear Sir / Madam,

**Sub.: Scrutinizer's Report on Postal Ballot conducted pursuant to the provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.**

With reference to the above subject, please find enclosed the Scrutinizer's Report on the Postal Ballot conducted for approval of the Members in accordance with the provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

We are also enclosing e-voting results as per prescribed format under SEBI Listing Regulations.

Based on the Scrutinizer's Report, we wish to inform you that the resolutions mentioned in the Postal Ballot notice dated March 18, 2019 have been passed with requisite majority Special Resolution.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully

For Tiaan Ayurvedic & Herbs Limited  
(Formerly known as Rachana Capital & Securities Limited)

Imtejaz Sheikh  
Director

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

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CIN No.: L85100GJ1992PLC017397



# TIAAN

AYURVEDIC & HERBS LIMITED  
(Formerly known as Rachana Capital & Securities Ltd)

The Listing Department  
BSE Limited  
1<sup>st</sup> Floor, Rotunda Building,  
P.J. Tower, Dalal Street,  
Fort, Mumbai – 400 001.

**Sub: Result of Postal Ballot**  
**Ref: Scrip Code: 540108**

Dear Sir,

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we reproduced below the Voting results of the business which was transacted by means of postal ballot as set out in the Notice dated 18<sup>th</sup> March, 2019. The said results were declared by me on 26<sup>th</sup> April, 2019.

Date of the AGM	Not Applicable
Date of declaration of result of Postal Ballot	26 <sup>th</sup> April, 2019
Total number of shareholders on record date (cut-off date i.e. March 22, 2019)	1070
Number of Shareholders present in the meeting in person or proxy	Not Applicable
Number of Shareholders attending the meeting through Video Conferencing (VC)	Not Applicable

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice dated 18<sup>th</sup> March, 2019 was dispatched by the Company to all the Members along with Postal Ballot Form for seeking their assent/dissent to the resolutions as set out in the Notice.

The Board of Directors had appointed Mr. Suhas Bhattbhatt, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process. The Postal Ballot Report dated 26<sup>th</sup> April, 2019 was submitted by him.

Based on the said report of the Scrutinizer, the results of the Postal Ballot are declared as hereunder:

**Resolution - 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:

Resolution required			Special					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes			No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0
	Physical	4,45,000	0	0	0	0	0	0
	<b>Total</b>	<b>4,45,000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

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

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Public Institutions	E-Voting	0	0	0	0	0	0	0
	Physical	0	0	0	0	0	0	0
<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	4721800	1335481	28.28	1335479	2	99.99985	0.00015
	Physical	0	0	0	0	0	0	0
<b>Total</b>		<b>4721800</b>	<b>1335481</b>	<b>28.28</b>	<b>1335479</b>	<b>2</b>	<b>99.99985</b>	<b>0.00015</b>
<b>Total</b>		<b>5166800</b>	<b>1335481</b>	<b>25.85</b>	<b>1335479</b>	<b>2</b>	<b>99.99985</b>	<b>0.00015</b>

**Resolution - 2: Alteration of the Object Clause of the Memorandum of Association of the Company:**

Resolution required		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes					No	
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	445000	0	0	0	0	0	0
	Physical		0	0	0	0	0	0
	<b>Total</b>		<b>445000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Physical		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-Voting	4721800	1335481	28.28	1335473	8	99.9994	0.0006
	Physical		0	0	0	0	0	0
	<b>Total</b>		<b>4721800</b>	<b>1335481</b>	<b>28.28</b>	<b>1335473</b>	<b>8</b>	<b>99.9994</b>
<b>Total</b>		<b>5166800</b>	<b>1335481</b>	<b>25.85</b>	<b>1335473</b>	<b>8</b>	<b>99.9994</b>	<b>0.0006</b>

On the basis of the report submitted by the Scrutinizer, I, Imteyaz Sheikh, Director of the Company hereby declare the above resolutions as passed by requisite majority.

**For Tiaan Ayurvedic & Herbs Limited**  
(Formerly known as Panchajanya Securities Limited)

Imteyaz Sheikh  
Director





Office: 212, B-Tower, Atlantis - K 10, Opp. Honest Restaurant, Nr. Genda Circle, Vadodara - 390020.  
Telefax.: 0265-2333455 Mobile : 9824250787 Email : cssuhasb@gmail.com

**SCRUTINIZER'S REPORT ON POSTAL BALLOT**

To,  
The Chairman  
**Tiaan Ayurvedic & Herbs Limited**  
405, Patel Ashwamegh Complex  
Jetalpur Road, Near Dairy Den Circle,  
Sayajigunj  
Vadodara - 390 005.

Dear Sir,

**Sub: Scrutinizer's Report on Postal Ballot conducted pursuant to the provisions of Section 110 & 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.**

I, Suhas Bhattbhatt, proprietor of M/s. S Bhattbhatt & Co., Practicing Company Secretaries of Vadodara, had been appointed as Scrutinizer by the Board of Directors of Tiaan Ayurvedic & Herbs Limited (formerly known as Rachana Capital & Securities Limited) for conducting the Postal Ballot process (including e-voting pursuant to Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014), for seeking Shareholder's assent or dissent in respect of below mentioned resolutions:

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.

The Shareholders of the Company holding shares as on the "cut-off date" i.e. 22<sup>nd</sup> March, 2019, were entitled to vote on the proposed resolution(s) as set out in the Postal Ballot Notice of the Company.

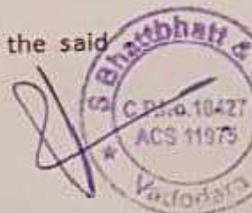
The voting period for the Postal Ballot commenced from 09:00 a.m. on Wednesday, March 27, 2019 and ended at 05:00 p.m. on Thursday, April 25, 2019. The voting was blocked thereafter and votes cast under Postal Ballot were unblocked in the presence of two witnesses' Shipra Mapara and Bhadrash Bhavsar, who are not being in the employment of the Company.

The Company had availed the e-voting facility offered by Central Depository Service (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from Central Depository Services (India) Limited (CDSL) e-voting system and voting through Postal Ballot.

I now submit the Report as under of the Postal Ballot (Physical & E-voting) in respect of the said Resolutions.

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**Item No. 1: Shifting of Registered Office of the Company from the State of Gujarat to the State of Maharashtra and subsequent amendment in the Memorandum and 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:

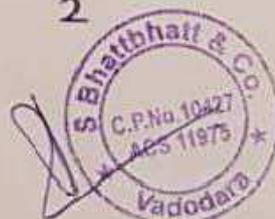
II. The Registered Office of the Company will be situated in the State of Maharashtra.

**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."

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**VOTING RESULTS FOR THE RESOLUTION:**

(i) Postal ballot:

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	Nil	Nil	Nil
Votes against the Resolution	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil
Total	Nil	Nil	Nil

(ii) E-Voting:

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	66	1335479	99.99985
Votes against the Resolution	2	2	0.00015
Invalid Votes	0	0	0
Total	68	1335481	100

(iii) Total:

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	66	1335479	99.99985
Votes against the Resolution	2	2	0.00015
Invalid Votes	0	0	0
Total	68	1335481	100

**Item No. 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 there under (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:

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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."

**VOTING RESULTS FOR THE RESOLUTION:**

(i) Postal ballot:

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	Nil	Nil	Nil
Votes against the Resolution	Nil	Nil	Nil
Invalid Votes	Nil	Nil	Nil
Total	Nil	Nil	Nil

(ii) E-Voting:

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	65	1335473	99.9994
Votes against the Resolution	3	8	0.0006
Invalid Votes	0	0	0
Total	68	1335481	100

(iii) Total:

	No. of Shareholder	No. of Votes cast by them	Percentage (%)
Votes in favour of the Resolution	65	1335473	99.9994
Votes against the Resolution	3	8	0.0006
Invalid Votes	0	0	0
Total	68	1335481	100



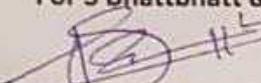
As the votes were cast in favour of the resolutions, we report that both the resolutions as set out in the Notice of Postal Ballot are passed in favour with requisite majority.

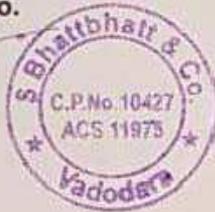
The relevant records relating to Postal Ballot were sealed and handed over to the Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully

For S Bhattbhatt & Co.

  
Suhas Bhattbhatt  
Proprietor



Place: Vadodara  
Date: 26.04.2019