

Tiaan Consumer Limited
(Formerly Tiaan Ayurvedic & Herbs Limited)
Registered Office: 405, Patel Ashwamegh Complex, Sayajigunj, Dairy Den Circle, Vadodara, 390005, Gujarat
CIN: L85100GJ1992PLC017397; E-mail: info@tiaanstore.com
Website: www.tiaanstore.com

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

To,

The Shareholders,

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and Circular No.02/2021 dated January 13, 2021 (the “MCA Circulars”), that the Resolutions appended below are proposed to be passed by the Shareholders of Tiaan Consumer Limited (the “**Company**”) through Postal Ballot only by voting through electronic means (“**remote e-voting**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-voting system. In compliance with the requirements of above circular hard copy of Postal Ballot Notice along with Postal Ballot Forms will not be sent to shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice is appended to this Notice.

The Board has appointed Mr. Suhas Bhattbhatt, (Membership No. ACS 11975, CP No.10427) Proprietor of S Bhattbhatt & Co., Practising Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Saturday, June 12, 2021 and ends at 5.00 p.m. (IST) on Sunday, July 11, 2021. The Scrutiniser will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

The Board of Directors of the company now propose to obtain consent of shareholders by way of Postal Ballot for the matter as considered in the Resolution appended below. The Explanatory statement pursuant to section 102 of the companies act pertaining to the said resolution setting out material fact and the reason for the Resolution is also annexed.

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

Resolution No. 1: Issue of Bonus Shares in the Ratio 59:100

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Reserve Bank of India (RBI) Act, Foreign Exchange Management Act (FEMA) and other applicable regulations and guidelines issued by statutory body, as amended from time to time, Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals as may be required in this regard, approval of the members be and is hereby accorded to capitalize a sum not exceeding Rs. 3,81,05,150/- (Rupees Three Crore Eighty One Lakh Five Thousand One Hundred Fifty Only) or such amount as may be determined to be required by the Board, from and out of the amount standing to the credit of free reserves and/or the securities premium account as at March 31, 2021, be capitalized and transferred to Share Capital Account and that such sum shall be applied for issue of New Equity Shares of the Company of Rs. 10/- (Rupees Ten) each as fully paid-up Bonus Shares to the persons who, on the Record Date, shall be holders of the existing Equity Shares of Rs. 10/- (Rupees Ten) each of the Company, in the proportion of 59:100 i.e. 59 (Fifty Nine) New fully paid Equity Shares for every 100 (Hundred) existing Equity Shares held by such Members, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such member, and not as income.”

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

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

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

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

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

Resolution No. 2: Regularization of appointment of Ms. Samala Pavithra (DIN: 08945087) as a Non-Executive Independent Director.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Samala Pavithra (DIN: 08945087), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from 3rd November, 2020 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member’s intention to propose Ms. Samala Pavithra as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years upto 2nd November, 2025, not liable to retire by rotation”

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

Resolution No. 3: Regularization of appointment of Mr. Naresh Veeramalla (DIN: 08949461) as a Non-Executive Independent Director.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Naresh Veeramalla (DIN: 08949461), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from 6th November, 2020 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member’s intention to propose Mr. Naresh Veeramalla as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years upto 5th November, 2025, not liable to retire by rotation”

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

Resolution No. 4: Regularization of appointment of Mrs. Jayshri Kothari (DIN: 08988661) as a Non-Executive Independent Director.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and pursuant to Reg. 16(1)(b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Jayshri Kothari (DIN: 08988661), who was appointed as an Additional Director to function as Independent Director of the Company by the Board of Directors with effect from 9th December, 2020 in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member’s intention to propose Mrs. Jayshri Kothari as a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years upto 8th December, 2025, not liable to retire by rotation.”

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

Resolution No. 5: Regularisation of appointment of Mr. Anurag Poojary (DIN: 08988658) as an Executive Director of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Anurag Poojary (DIN: 08988658) as a Whole Time Director designated as Executive Director (HR and Marketing) of the Company, for a period of 3 (three) years from 9th December, 2020 on the terms and conditions including remuneration as set out in the Explanatory Statement Item No. 5 annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 and Schedule V thereto and approval of the Central Government and/ or any other appropriate authorities, if required, for the same.”

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

Resolution No. 6: Change in Designation of Mr. Dasarath Kumar Kallur (DIN: 08767494) from Non-Executive Non-Independent Director to Executive Director 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 Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to change the designation of Mr. Dasarath Kumar Kallur (DIN: 08767494) from Non-Executive Non Independent Director to Executive Director of the Company with effect from 6th November, 2020 for a period of 3 years, not liable to retired by rotation and on other terms and conditions including remuneration as set out in the Explanatory Statement Item No. 6 annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit, subject to the overall limits as specified in this resolution and in accordance with the applicable provisions of the Companies Act, 2013 and Schedule V thereto and approval of the Central Government and/ or any other appropriate authorities, if required, for the same.”

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

Resolution No. 7: Change in Designation of Mr. Satish Bhagat (DIN: 07967667) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company.

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

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Satish Bhagat (DIN: 07967667), who was appointed as an Independent Director at the 26th Annual General Meeting by the shareholders of the Company was re-designated to act as Non-Executive Non-Independent Director by the Board of Directors with effect from 7th April, 2021 and in

respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the member's intention to propose Mr. Satish Bhagat as a Non-Executive Non-Independent director of the Company, be and is hereby appointed as an Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

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

**For and on behalf of the Board
Tiaan Consumer Limited**

**Sd/-
Rangarajan Sudharshan
Managing Director
DIN: 08588182**

**Date: June 09, 2021
Place: Vadodara**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto as Annexure I.
2. The Notice is being sent by email to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 4th June, 2021 ("cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited. A copy of this Notice will also be available on the Company's website www.tiaanstore.com, on the website of CDSL e-voting at www.evotingindia.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
3. The Company has appointed Mr. Suhas Bhattbhatt, Proprietor of M/s. S Bhattbhatt & Co, Practicing Company Secretaries (Membership No. 11975, C.O.P. 10427), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny and the results of the postal ballot will be posted on the Company's website www.tiaanstore.com as well as on the website of stock exchanges on which the shares of the Company are listed. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e. 11th July, 2021, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.
4. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder and the provisions of the MCA Circulars, the Company is providing facility for voting by electronic means ("remote e-voting") to all the shareholders of the Company to enable them to cast their votes electronically on the items mentioned in the Notice. For this purpose, the Company has entered into an arrangement with CDSL for facilitating remote e-voting to enable the shareholders to cast their votes electronically instead of physical mode. In terms of the General Circular No.14/2020 dated 8th April, 2020 read with General Circular No. 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and Circular No.02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs,

Government of India (the “MCA Circulars”), voting can be done only by remote e-voting. As the remote e-voting does not require a person to attend to a meeting physically, the members are strongly advised to use the remote e-voting procedure by themselves and not through any other person / proxies.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING.

(i) The voting period begins on 12th June, 2021, 09:00 am and ends on 11th July, 2021, 05:00 pm. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4th may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.

(iii) 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 and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers’ site directly.</p>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the E Voting is in progress.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>5) 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.nsd.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 or joining virtual meeting & voting during the meeting.</p> <p>6) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>7) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

(iv) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 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 Shareholders holding shares in Demat Form other than individual 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"> • 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 as mentioned in instruction (v).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the “Tiaan Consumer Limited” on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively, Non-Individual shareholders are required 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 and to the Company at the email address viz; info@tiaanstore.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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. 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 **RTA email id** i.e. mcsstaahmd@gmail.com

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id** i.e. mcsstaahmd@gmail.com

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 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

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

Item No. : 1

The equity shares of your Company are listed and actively traded on the BSE Limited. With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholders' base, the Board of Directors in its meeting held on June 09, 2021 considered, approved and recommended an issue of bonus shares in proportion of 59 (Fifty Nine) share for every 100 (Hundred) existing equity shares held by the members on a record date to be herein after fixed by the board of directors, by capitalizing sum not exceeding Rs. 3,81,05,150/- (Rupees Three Crore Eighty One Lakh Five Thousand One Hundred Fifty Only) out of Free Reserves and/or Securities Premium Account of the company.

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

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

The Board recommends the resolution for approval of shareholders.

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

Item No. : 2

The Board, at its meeting held on November 03, 2020 appointed Ms. Samala Pavithra (DIN: 08945087) as an Additional Non-Executive Independent Director of the Company with effect from November 03, 2020, pursuant to Section 161 of the Companies Act, 2013. The Company has also received (i) consent in writing from Ms. Samala Pavithra to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules from Ms. Samala Pavithra to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that she meets the criteria of independence as provided in subsection (6) of Section 149 of the Act.

In the opinion of the Board, Ms. Samala Pavithra fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent. The resolution seeks the approval of members for the appointment of Ms. Samala Pavithra as an Independent Director of the Company up to November 02, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

No director, key managerial personnel or their relatives except Ms. Samala Pavithra to whom the resolution relates is interested in or concerned with the resolution in Item no. 2.

The Board recommends the resolution set forth in Item no. 2 for approval of the members.

Item No. : 3

The Board, at its meeting held on November 06, 2020 appointed Mr. Naresh Veeramalla (DIN: 08949461) as an Additional Non-Executive Independent Director of the Company with effect from November 06, 2020, pursuant to Section 161 of the Companies Act, 2013. The Company has also received (i) consent in writing from Mr. Naresh Veeramalla to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules from Mr. Naresh Veeramalla to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Naresh Veeramalla fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent. The resolution seeks the approval of members for the appointment of Mr. Naresh Veeramalla as an Independent Director of the Company up to November 05, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

No director, key managerial personnel or their relatives except Mr. Naresh Veeramalla to whom the resolution relates is interested in or concerned with the resolution in Item no. 3.

The Board recommends the resolution set forth in Item no. 3 for approval of the members.

Item No. : 4

The Board, at its meeting held on December 09, 2020 appointed Mrs. Jayshri Kothari (DIN: 08988661) as an Additional Non-Executive Independent Director of the Company with effect from December 09, 2020, pursuant to Section 161 of the Companies Act, 2013. The Company has also received (i) consent in writing from Mrs. Jayshri Kothari to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR-8 in terms of the Appointment Rules from Mrs. Jayshri Kothari to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, (iii) a declaration to the effect that she meets the criteria of independence as provided in subsection (6) of Section 149 of the Act.

In the opinion of the Board, Mrs. Jayshri Kothari fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and she is independent. The resolution seeks the approval of members for the appointment of Mrs. Jayshri Kothari as an Independent Director of the Company up to December 08, 2025 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and she shall not be liable to retire by rotation.

No director, key managerial personnel or their relatives except Mrs. Jayshri Kothari to whom the resolution relates is interested in or concerned with the resolution in Item no. 4.

The Board recommends the resolution set forth in Item no. 4 for approval of the members.

Item No.: 5

Board of directors of the Company on December 09, 2020 had appointed Mr. Anurag Poojary as an Additional Executive Director of the Company till the conclusion of ensuing Annual General Meeting. The Board proposes to seek approval of the Shareholders of the Company through Postal Ballot, approving the appointment at a remuneration for a maximum of Rs.1,00,000/- per month to Mr. Anurag Poojary.

Also, Nomination and Remuneration committee will review the performance of Director on quarterly basis and further they may change in remuneration of the same.

Salary : No fix salary on monthly basis, except lump sum amount to be paid based on the increase of turnover and profitability and further approved from time to time by the Board of Directors and subject to overall limit as prescribed under Schedule V of the Companies Act, 2013.

Perquisite:

(a) For such amount as may be decided by the Board of Directors up to a maximum of Rs.15,000/- per month (which shall include HRA, Special Allowance & conveyance and reimbursement of Medical Expenses per month as per the rules and policy of the Company from time to time.)

Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as an Executive Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay remuneration by way of salary, allowances, perquisites lesser than the above stated and which is already well within the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, and as may be agreed to by the Board of Directors.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anurag Poojary is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.5 for the approval of the members.

Item No.: 6

Board of directors of the Company on November 06, 2020 had approved to change the designation of Mr. Dasarath Kumar Kallur (DIN: 08767494) from Non-Executive Non-Independent Director to Executive Director of the Company. The Board proposes to seek approval of the Shareholders of the Company, approving the appointment at a remuneration for a maximum of Rs.1,00,000/- per month to Mr. Dasarath Kumar Kallur.

Also Nomination and Remuneration committee will review the performance of Director on quarterly basis and further they may change in remuneration of the same.

Salary : No fix salary on monthly basis, except lump sum amount to be paid based on the increase of turnover and profitability and further approved from time to time by the Board of Directors and subject to overall limit as prescribed under Schedule V of the Companies Act, 2013.

Perquisite:

(a) For such amount as may be decided by the Board of Directors up to a maximum of Rs.15,000/- per month (which shall include HRA, Special Allowance & conveyance and reimbursement of Medical Expenses per month as per the rules and policy of the Company from time to time.)

Minimum Remuneration: Notwithstanding anything herein contained, where in any financial year during the period of his office as an Executive Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay remuneration by way of salary, allowances, perquisites lesser than the above stated and which is already well within the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, and as may be agreed to by the Board of Directors.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Dasarath Kumar Kallur is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no.6 for the approval of the members.

Item No.: 7

Board of directors of the Company at its meeting held on April 07, 2021 had approved to change the designation of Mr. Satish Bhagat (DIN: 07967667) from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company.

The Board proposes to seek approval of the Shareholders of the Company, approving the appointment of Mr. Satish Bhagat as Non- Independent Director of the Company and his appointment shall be effective upon approval by the members in the Meeting. Mr. Satish Bhagat is not disqualified from being appointed as a Director in terms of Section 164 of the Act and pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall be liable to retire by rotation.

No director, key managerial personnel or their relatives except Mr. Satish Bhagat to whom the resolution relates is interested in or concerned with the resolution in Item no. 7.

The Board recommends the resolution set forth in Item no. 7 for approval of the members.

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Particulars	Ms. Samala Pavithra	Mr. Naresh Veeramalla	Mrs. Jayshri Kothari
DIN	08945087	08949461	08988661
Date of Birth	30/05/1994	12/04/1985	30/03/1981
Date of Appointment for current term	03/11/2020	06/11/2020	09/12/2020
Educational Qualifications	Graduate (Pharmacy)	Graduate	Graduate (Arts)
Profile	<p>Ms. Samala Pavithra is a Graduate in Pharmacy having an exposure & in depth knowledge in Pharma sector.</p> <p>She also has experience in providing Consultancy in Product Development.</p>	<p>Mr. Naresh Veeramalla, is having more than 15 years of experience at Management Level in Insurance & Trading Industry.</p> <p>He has expertise in Sales & Marketing and also in dealing with the Corporates from Top to Bottom.</p>	<p>Mrs. Jayshri Kothari is an Arts Graduate and has been active in the field of Communication and Personality Development for more than 10 years.</p> <p>She has also been associated with various firms in Product Development and sales and marketing of Skin Care products for more than 5 years.</p>
Directorships held in other public companies*	Nil	Nil	Nil
Memberships / Chairmanships of committees of other public companies**	N.A.	N.A.	N.A.
Inter-se Relationship with other Directors.	None	None	None
Shareholding in the Company	None	None	35 shares

*Excluding foreign companies and Section 8 companies.

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.

Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards

Particulars	Mr. Anurag Poojary	Mr. Dasarath Kumar Kallur	Mr. Satish Bhagat
DIN	08988658	08767494	07967667
Date of Birth	28/12/1970	02/11/1972	14/01/1976
Date of Appointment for current term	09/12/2020	06/11/2020	07/04/2021
Educational Qualifications	Graduate	Post Graduate	Graduate
Profile	<p>Mr. Anurag Poojary is a Marketing and HR Professional associated with various national and international brands with a rich experience of nearly 3 decades to back his skill in promoting and marketing the upcoming brands.</p> <p>He has helped in the growth of multiple brands over the years.</p>	<p>Mr. Dasarath Kumar Kallur possesses valuable experience in Marketing and Finance. He also has significant experience in administration and operations.</p>	<p>Mr. Satish Bhagat is Commerce Graduate with experience of more than 20 years in the field of securities market.</p> <p>He has been lead various successful organization to reach new heights.</p>
Directorships held in other public companies*	Nil	Nil	One
Memberships / Chairmanships of committees of other public companies**	N.A.	N.A.	Two
Inter-se Relationship with other Directors.	None	None	None
Shareholding in the Company	None	9,789 shares	None

*Excluding foreign companies and Section 8 companies.

**Includes only Audit Committee and Stakeholders' Grievances and Relationship Committee.