



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

19th March, 2020

To,
BSE Limited,
Listing Dept.,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 540108

Scrip Name: TAHL

Sub: Submission of Notice of Extraordinary General Meeting

Dear Sir,

Please find enclosed herewith Notice of Extraordinary General Meeting (EGM) of the Company scheduled to be held on Tuesday, 14th April, 2020 at Shree J M Pandya Sanskardham, Harni Airport Road, Vadodara – 390 022 at 11:30 a.m.

This is submitted for your information and records.

Yours faithfully

For Tiaan Ayurvedic & Herbs Limited

Shango Mathew
Company Secretary & Compliance Officer
ICSI M.No.: A60688

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 known as Rachana Capital & Securities Ltd)

Notice of Extraordinary General Meeting

NOTICE is hereby given that an Extraordinary General Meeting ("EGM") of the Members of Tiaan Ayurvedic & Herbs Limited (the "Company") will be held on Tuesday, 14th April, 2020 at 11:30 A.M. at J. M. Pandya Sanskardham, Harni Airport Road, Vadodara - 390022, Gujarat to transact the following business:-

SPECIAL BUSINESS

Resolution No. 1 : To Issue Bonus Shares

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

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

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

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

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

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

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

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

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

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

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

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

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

Sd/-
R Sudharshan
Managing Director
DIN: 08588182

Date: March 16, 2020
Place: Vadodara

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members, not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company, carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with Specimen signatures of those representative(s) authorised under said resolution to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation 2015 with the Stock Exchange, are provided in the annexure to the notice.
4. Explanatory statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this Notice.
5. Members are requested to:
 - a. bring their copy of Attendance Slip with them at the Extraordinary General Meeting.
 - b. quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. EGM Notice is available at the website of the Company at www.tiaanonline.com in the Investor Relations section.
8. **The Register of Members and Share Transfer Books of the Company will remain closed from 8th April, 2020 to 14th April, 2020 (both days inclusive) for the purpose of Extraordinary General Meeting.**
9. Relevant documents referred to in the accompanying Notice is kept open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
11. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

12. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will also be available on the Company's website viz. www.tiaanonline.com.

13. The route map showing directions to reach the venue of the EGM is annexed.

14. Voting through electronic means:

A. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the Company is pleased to provide Members with a facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by Electronic means and the business may be transacted through Electronic Voting (e-Voting) Services.

B. The facility for voting through ballot/polling paper shall be made available at the venue of the EGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.

C. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7th April, 2020.

D. Person who is not a member as on cut-off date should treat this notice for information purpose only.

E. Members having any grievances connected with the remote e-voting can contact MCS SHARE TRANSFER AGENT LIMITED, 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009.

F. The Company has appointed Mr. Suhas Bhattbhatt of M/s. S Bhattbhatt & Co, Practicing Company Secretaries (Membership No. 11975, C.O.P. 10427) as the Scrutinizer for conducting the remote e-voting and the voting process at the EGM in a fair and transparent manner.

G. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

H. The Resolution shall be deemed to be passed on the date of the EGM, subject to receipt of sufficient votes in favour of the resolution through a compilation of remote e-voting results and voting held at the EGM.

I. The Results shall be declared by the Chairman or a person authorized by him in writing within 48 hours of conclusion of EGM of the Company. The result declared along with the Scrutinizer's report shall be placed on the Company's website viz. www.tiaanonline.com on the agency's website viz. www.cdslindia.com and communicated to BSE Limited, where shares of the Company are listed.

J. The Instruction for shareholders voting electronically are as under:

K. The voting period begins on 11th April, 2020 at 9.00 a.m. and ends on 13th April, 2020 at 5.00 p.m. 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. 7th April, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 13th April, 2020.

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

- (i) Click on Shareholders.
- (ii) 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.
- (iii) Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below :

| For Members holding shares in Demat Form and Physical Form | |
|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>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.</p> <p>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.</p> |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Click on the EVSN of Tiaan Ayurvedic & Herbs Ltd.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xiv) If demat account holder has forgotten the changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvi) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

15. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
16. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. 7th April, 2020 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or rachnacapital@gmail.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on helpdesk.evoting@cdslindia.com.
17. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
18. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting.
19. All documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11:00 a.m. to 1:00 p.m. prior to the Extraordinary General Meeting.
20. The entire Notice of EGM is also available on the Company's website www.tiaanonline.com.

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

Sd/-
R Sudharshan
Managing Director
DIN: 08588182

Date: March 16, 2020
Place: Vadodara

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

Item No. : 1

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

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

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

The Board recommends the resolution for approval of shareholders.

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

Item No. : 2

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

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

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

b) Contribution to Provident fund, Superannuation fund and payment of gratuity as per the rules of the Company.

3) **Minimum Remuneration:** Notwithstanding anything herein contained, where in any financial year during the period of his office as a Managing Director, the Company has no profits or its profits are inadequate, the Company shall not pay any remuneration or may pay such reduced lump sum amount as Board may deem fit by way of salary, allowances, perquisites as laid down in Section II of Part II of Schedule V to the Companies Act, 2013.

4) **Duties and Powers:**

4.1 The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/ or subsidiaries, including performing duties as assigned to the Managing Director by the Board from time to time by serving on the boards of such associated companies and/ or subsidiaries or any other executive body or any committee of such a company.

4.2 The Managing Director shall not exceed the powers so delegated by the Board pursuant to clause 4.1 above.

4.3 The Managing Director undertakes to employ the best of his skill and ability and to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

5) **Other Terms and conditions:**

5.1 The Managing Director shall not be liable to retire by rotation.

5.2 This Agreement is subject to termination by either party giving to the other party one (1) month notice in writing at the party's address given above or by making a payment of equivalent salary in lieu thereof.

5.3 The Company may terminate this Agreement forthwith by notice in writing to Mr. R Sudharshan if he shall become bankrupt or make any composition or arrangement with his creditors or if he shall cease to be a Director or shall commit a breach of any of the terms, conditions and stipulations herein contained and on his part to be observed and performed.

5.4 Mr. R Sudharshan shall during his term, abide by the provisions of the Tiaan Ayurvedic & Herbs Limited Code of Conduct and the core policies in spirit and in letter and commit to assure its implementation.

5.5 This agreement is subject to the jurisdiction of the Courts of Vadodara. The aforesaid information may be treated as an abstract of terms under the provisions of the Companies Act, 2013. The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out herein below:

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

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

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

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

I. General Information:

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

4. Financial performance based on given

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

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

II. Information about the Appointee:

1. Background details:

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

2. **Recognition or awards:** None

3. Job profile and his suitability:

The job profile basically involves :

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

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

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

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

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

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

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

iii. **Disclosures:**

1. The remuneration package proposed to be given to Mr. R Sudharshan is as per the details given in the resolution. There is no severance fee or stock option in the case of the aforesaid managerial personnel. The tenure of the aforesaid managerial personnel shall be governed by the resolutions passed by the Shareholders in General Meeting with a notice period of one month by either side.

2. Mr. R Sudharshan is not holding any Equity Shares of the Company.

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

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

**Details of Directors Seeking Appointment / Re-Appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of the SEBI (LODR) Regulation, 2015 and SS-2 on General Meeting)**

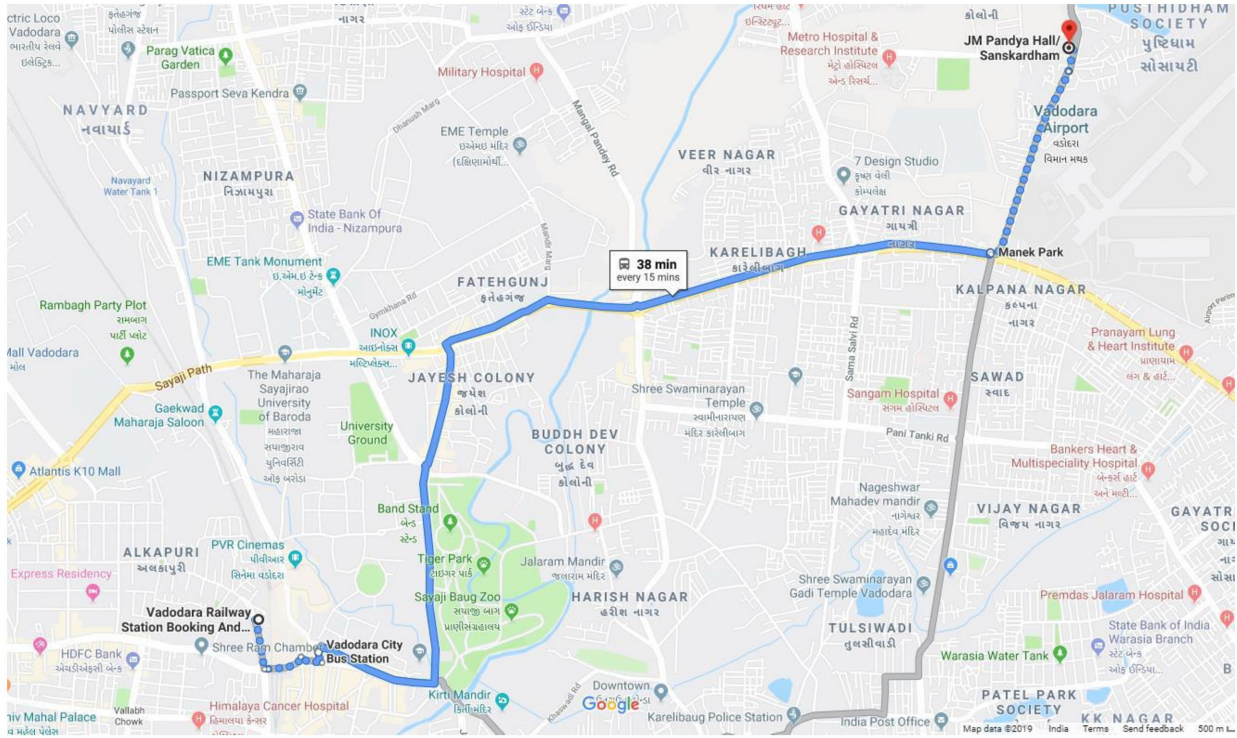
| | |
|----------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name | R Sudharshan |
| DIN | 08588182 |
| Date of Birth | 18/04/1989 |
| Date of Appointment | 23/10/2019 |
| Qualifications | B. Sc. in Biochemistry |
| Expertise in specific functional areas | He has been consulting for the manufacturing of various kinds of Herbal and natural products without any use of chemicals. His expertise is in extraction of essential oils and their use in the manufacturing of 100% Natural Ayurvedic products. He has been involved in manufacturing of cosmetic items such as Hand made soaps, Face wash, Creams, Gels and essential oils, among others. |
| Directorships held in other public companies (excluding foreign companies and Section 8 companies) | None |
| Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) | None |
| Number of shares held in the Company | None |

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

Sd/-
R Sudharshan
Managing Director
DIN: 08588182

Date: March 16, 2020
Place: Vadodara

Route Map to the Venue of EGM



ATTENDANCE SLIP

PLEASE FILL THE ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING VENUE

Joint shareholders may obtain additional Attendance Slip on request.

L.F.No / D.P. ID & Client ID :

No. of Share(s) held :

Name of Members and :

Address of Member(s) :

I certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Extraordinary General Meeting of Tiaan Ayurvedic & Herbs Limited held on Tuesday, 14th April, 2020 at 11:30 a.m. at Shree J. M. Pandya Sanskardham Harni Airport Road, Vadodara - 390022, Gujarat.

Name of the Member/Proxy

Signature of the Member/Proxy Notes:

Note:

1. Please carry with you this Attendance Slip and hand over the same duly signed at the space provided at the entrance of the Meeting Hall.

PROXY FORM

Form No. MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L85100GJ1992PLC017397
Name of the Company : Tiaan Ayurvedic & Herbs Limited
Registered Office : 405, Patel Ashwamegh Complex, Sayajigunj, Vadodara – 390 005, Gujarat.

| | |
|-----------------------|--|
| Name of the members | |
| Registered Address | |
| Email ID | |
| Folio No. / Client ID | |
| DP ID / L.F.No. | |

I/We being a member / members of _____ shares of the above named company, hereby appoint

- 1) Name : Address :
Email ID : Signature :
or failing him
- 2) Name : Address :
Email ID : Signature :
or failing him
- 3) Name : Address :
Email ID : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of Company held on Tuesday, 14th April, 2020 at 11:30 a.m. at Shree J. M. Pandya Sanskardham Harni Airport Road, Vadodara - 390022, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolutions | | For | Against |
|-------------|---------------------------------------------------------------------------------------|-----|---------|
| 1. | Ordinary Resolution: To Issue Bonus Shares | | |
| 2. | Ordinary Resolution: To Appoint Mr. R Sudharshan as Managing Director of the Company. | | |

Signed..... Day of April, 2020

Affix Re.1
Revenue
Stamp

Note:

1. The proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all resolutions, you proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Your proxy will be entitled to vote in the manner as he/she may deem appropriate at the Extraordinary General Meeting of Members of the Company, to be held on Tuesday, 14th April, 2020 at 11.30 a.m. at Shree J. M. Pandya Sanskardham Harni Airport Road, Vadodara - 390022, Gujarat or at any adjournment thereof.

| | |
|--------------------------------------------------|---------------------|
| EVSN (Electronic Voting Sequence Number) | Default PAN* |
| 200318001 | USE YOUR PAN |

*Only Member who have not updated their PAN with Company/Depository Participant(s) shall use default PAN in the PAN filed.