



June 19, 2024

To,

<b>The Listing Department, BSE Limited,</b> P J Towers, Dalal Street, Fort, Mumbai – 400 001	<b>The Listing Department Metropolitan Stock Exchange of India Limited,</b> Vibgyor Towers, 4 <sup>th</sup> flr., Plot No.C 62, G-Block, Opp. Trident Hotel, BKC, Bandra (E), Mumbai – 400 098
<b>Scrip ID – AAYUSH, Scrip Code – 539528</b>	<b>Symbol – AAYUSH, Series – EQ</b>

Dear Sir/Madam,

**Reference : Board Meeting Intimation dated Saturday, June 15, 2024.**

**Subject : Outcome of the Board Meeting held on Wednesday, June 19, 2024.**

Meeting commencement time: 12:00 P. M. | Meeting conclusion time: 1:30 P. M.

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), it is hereby informed that the meeting of the Board of Directors of the Company was held today i.e., Wednesday, June 19, 2024, at the Corporate Office of the Company.

The Board inter alia considered and approved the following business transactions:

1. Sub-Division/Split of existing fully paid-up equity share of the Company from 1(one) equity share having face value of Rs. 10/- (Rupees Ten only) each to 10 (ten) equity shares having face value of Re. 1/- (Rupee One only) each (10:1) and alteration of the Memorandum of Association of the Company, subject to the approval of Members of the Company.

The record date for sub-division/split shall be decided by the Board and will be intimated to stock exchange in due course.

Information required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13 2023, is enclosed as **Annexure – 1**.

2. Increase in Authorised Share Capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs only) to Rs. 7,00,00,000/- (Rupees Seven Crores only) and alteration of the Memorandum of Association of the Company, subject to the approval of the Members of the Company.

Information required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure – 2**.

**AAAYUSH WELLNESS LIMITED**  
(Formerly known as Aayush Food and Herbs Limited)  
CIN: L01122DL1984PLC018307

**Registered Office:** 55, 2<sup>nd</sup> Floor, Lane 2, Westend Marg, Saidullajab, Near Saket Metro Station, New Delhi, Delhi 110030

**Contact No:** +91 84486 93031 | **Email:** Info@aayush.health | **Website:** www.aayush.health



3. In order to attract and retain talent, the Board on the recommendation of the Nomination and Remuneration Committee has decided to grant upto 30,00,000 (Thirty Lacs) Employee Stock Options by initiating Employee Benefit Program to the Employees of the Company, including future group company(ies), associate company(ies) and subsidiary company(ies), through Employee Stock Option Scheme (ESOP) and has adopted 'Aayush Wellness Limited - Employee Stock Option Plan 2024' in accordance of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, subject to the approval of the Members of the Company.

Information required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure - 3**.

4. Adoption of New Set of Articles of Association of the Company in accordance with Companies Act, 2013 primarily based on Table F of the Schedule I under the Act, subject to approval of the Members.

Information required pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure - 4**.

5. Approval of Postal Ballot notice for obtaining members approval through postal ballot forms and remote e-voting.
6. Appointment of Mr. Rishit Shah, Proprietor of Rishit Shah & Co., Practicing Company Secretaries (Mem. No.: F9522 and COP: 26870) as the Scrutinizer for the proposed Postal Ballot.
7. The cut-off date for the purpose of e-voting is Friday, June 14, 2024.
8. E-voting shall commence from Monday, June 24, 2024 (At 09.00 A.M.) and concludes on Tuesday, July 23, 2024 (At 05.00 P.M.).

The press release titled 'Aayush Wellness Limited Board approved 10-for-1 Stock Split and ESOP' is also enclosed as **Annexure - 5** for your perusal and record.

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

Thanking You,

**For Aayush Wellness Limited**

*(Formerly known as Aayush Food and Herbs Limited)*

**Naveenakumar Kunjaru**

**Managing Director**

**DIN: 07087891**

**Date: June 19, 2024 | Place: Mumbai**

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**Sub-Division/Split of existing fully paid-up equity share of the Company, subject to approval of Members:**

Sr. No.	Particulars	Details												
1.	Split ratio	(10:1), Existing 1 (one) equity share having face value of Rs. 10/- (Rupees Ten only) each is divided into 10 (Ten) equity shares having face value of Re. 1/- (Rupee One only) each fully paid-up.												
2.	Rationale behind the split	a) To improve liquidity of the Company's equity shares in the capital Market. b) Encourage the participation of small investors and retail investors by making company's share more economical to the investor.												
3.	Pre and Post share capital - authorized, paid-up, and subscribed	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;"><b>Pre-split share capital of the company:</b></td> </tr> <tr> <td style="text-align: center;">Authorized capital</td> <td>Rs. 7,00,00,000/- divided into 70,00,000 equity shares of Rs. 10/- each.</td> </tr> <tr> <td style="text-align: center;">Paid-up &amp; Subscribed capital</td> <td>Rs. 3,24,50,000/- divided into 32,45,000 equity shares of Rs. 10/- each.</td> </tr> <tr> <td colspan="2" style="text-align: center;"><b>Post-split share capital of the company:</b></td> </tr> <tr> <td style="text-align: center;">Authorized capital</td> <td>Rs. 7,00,00,000/- divided into 7,00,00,000 equity shares of Re. 1/- each.</td> </tr> <tr> <td style="text-align: center;">Paid-up &amp; Subscribed capital</td> <td>Rs. 3,24,50,000/- divided into 3,24,50,000 equity shares of Re. 1/- each.</td> </tr> </table> <p><i>*The pre and post authorized share capital in the above table has been prepared on the basis that the authorized share capital shall increase from Rs. 3,50,00,000/- to Rs. 7,00,00,000/- in terms of Annexure 2. In the event for any reason, the Company is not able to increase its authorized share capital, the shareholding pattern in the above table would undergo corresponding changes.</i></p>	<b>Pre-split share capital of the company:</b>		Authorized capital	Rs. 7,00,00,000/- divided into 70,00,000 equity shares of Rs. 10/- each.	Paid-up & Subscribed capital	Rs. 3,24,50,000/- divided into 32,45,000 equity shares of Rs. 10/- each.	<b>Post-split share capital of the company:</b>		Authorized capital	Rs. 7,00,00,000/- divided into 7,00,00,000 equity shares of Re. 1/- each.	Paid-up & Subscribed capital	Rs. 3,24,50,000/- divided into 3,24,50,000 equity shares of Re. 1/- each.
<b>Pre-split share capital of the company:</b>														
Authorized capital	Rs. 7,00,00,000/- divided into 70,00,000 equity shares of Rs. 10/- each.													
Paid-up & Subscribed capital	Rs. 3,24,50,000/- divided into 32,45,000 equity shares of Rs. 10/- each.													
<b>Post-split share capital of the company:</b>														
Authorized capital	Rs. 7,00,00,000/- divided into 7,00,00,000 equity shares of Re. 1/- each.													
Paid-up & Subscribed capital	Rs. 3,24,50,000/- divided into 3,24,50,000 equity shares of Re. 1/- each.													
4.	Expected time of completion	Approximately 2 months from the date of the announcement or such time period as required to obtain approval of shareholders and/or regulatory/statutory authorities.												
5.	Class of shares which are sub-divided	Equity Shares (There is only 1 class of shares)												
6.	Number of shares of each class pre and post-split	Refer point no 3 & 5.												
7.	Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding	NA												

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**Increase in authorised share capital and alteration of Capital Clause of the Memorandum of Association of the Company subject to approval of Members:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Details of Existing MOA	Clause V of Memorandum of Association of the Company after taking sub-division/split into the consideration is as under: <i>"V. The authorized share capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs only) consisting of 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares having face value of Re. 1/- (Rupee One only) each with power to increase and/or reduce the capital of the Company as provided in the Articles of the Company."</i>
2.	Altered MOA pursuant to increase in Authorised Share Capital	Altered Clause V of Memorandum of Association of the Company is as under: <i>"V. The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 7,00,00,000 (Seven Crores) Equity Shares of Re. 1/- (Rupee One only) each with power to increase and/or reduce the capital of the Company as provided in the Articles of the Company."</i>

*\*The pre and post authorized share capital in the above table has been prepared on the basis that the equity shares of the company have been sub-divided/split from the nominal value of Rs. 10/- each to Re. 1/- in terms of Annexure 1. In the event for any reason, the Company is not able to sub-divide/split its equity shares, the shareholding pattern in the above table would undergo corresponding changes.*



**Details pertaining to instituting of 'Aayush Wellness Limited - Employee Stock Option Plan 2024', and extension of benefits of scheme to the Subsidiary Company(ies) of the Company, subject to approval of the Members:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1.	Brief details of options granted	30,00,000 (Thirty Lacs) Employee Stock Options ("Options") to be granted to the eligible employees as determined by the Nomination and Remuneration Committee/ Compensation Committee.
2.	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes.s The scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
3.	Total number of shares covered by these options	30,00,000 (Thirty Lacs) Options exercisable into equity shares not exceeding 30,00,000 (Thirty Lacs) equity shares of the Company (or such adjusted numbers for corporate action of the Company as prescribed in the Plan), having face value of Re. 1/- (Rupee One only) per equity share (or such adjusted face value as may be resulted from the event of subdivision of the equity shares).
4.	Pricing formula	Pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company granting options to its employees pursuant to Employee Stock Option Scheme will have the freedom to determine the exercise price, which shall in no case be lesser than the face value of the equity shares and subject to conforming to the accounting policies specified in Regulation 15.  The Exercise Price will be accordingly determined by the Nomination and Remuneration Committee/ Compensation Committee in accordance with the Regulations and disclosed appropriately.
5.	Options vested	Nil
6.	Time within which option may be exercised	The Exercise period shall commence from the date of vesting and will expire on completion of 1 (One) year from the date of respective vesting or such other period as may be decided by the Nomination and Remuneration Committee/Compensation Committee, from time to time.
7.	Options exercised	Nil
8.	Money realized by exercise of options	Nil
9.	The total number of shares arising as	Nil

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Sr. No.	Particulars	Remarks
	a result of exercise of option	
10.	Options lapsed	Nil
11.	Variation of terms of options	Not Applicable
12.	Brief details of significant terms	Options granted under this Plan would vest not earlier than minimum vesting period of 1 (One) year and not later than maximum vesting period of 5 (Five) years from the date of the grant of such Options.
13.	Subsequent changes or cancellation or exercise of such options	Not Applicable
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of Options	Options are yet to be granted, vested and exercised

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**Adoption of New Set of Articles of Association of the Company in accordance with Companies Act, 2013 primarily based on Table F of the Schedule I under the Act, subject to approval of Members:**

The Articles of Association (AOA) of the Company needs to be re-aligned as per the provisions of the Companies Act, 2013. The Board of Directors in its meeting held on Wednesday, June 19, 2024 decided (subject to the approval of members) to adopt a new set of Articles of Association primarily based on Table F of the Schedule I under the Companies Act, 2013 in place of and to the total exclusion of the existing Articles of Association of the Company.

**For Aayush Wellness Limited**  
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**Naveenakumar Kunjaru**  
**Managing Director**  
**DIN: 07087891**

**Date: June 19, 2024 | Place: Mumbai**

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## Press Release

### **Aayush Wellness Limited Board approved 10-for-1 Stock Split and ESOP**

**New Delhi, 19<sup>th</sup> June 2024:** Aayush Wellness Limited, erstwhile Aayush Food and Herbs Limited, a leading organization in the health and wellness solutions industry got approval from its Board of Directors for Sub-division/Split of its existing fully paid-up equity shares. This strategic move involves the sub-division of 1 (one) equity share having a face value of Rs. 10/- (Rupees Ten only) each into 10 (ten) equity shares with a face value of Re. 1/- (Rupee One only) each.

The Company has seen growing investor interest and the market cap is also nearing Rs. 100 Cr. The decision to alter the face value of equity shares aims to enhance liquidity in the capital market, making the shares more accessible to a broader range of investors. This sub-division will not change the overall authorized share capital of the company but will proportionately increase the number of equity shares in circulation. It will also encourage the participation of small investors and retail investors by making the company's share more economical to the investor.

The Company has also recently re-branded its name to "Aayush Wellness Limited". This is a significant development as it reflects the company's intention of broadening its product offerings and business expansion.

#### **Aayush Wellness Limited - Employee Stock Option Plan 2024:**

To attract and retain talent, the Board on the recommendation of the Nomination and Remuneration Committee has decided to initiate an Employee Benefit Program through the Employee Stock Option Scheme (ESOP) and has adopted 'Aayush Wellness Limited - Employee Stock Option Plan 2024' in accordance of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. According to the plan 30,00,000 (Thirty Lacs) Employee Stock Options ("Options") will be granted to the eligible employees of the Company, its future Group Companies, subsidiaries and associate companies as determined by the Nomination and Remuneration Committee/ Compensation Committee and the Exercise Price will be accordingly determined by the Nomination and Remuneration Committee/ Compensation Committee in accordance with the Regulations.

The board has also approved to increase in the Authorised Share Capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crores Fifty Lacs only) to Rs. 7,00,00,000/- (Rupees Seven Crores only) to accommodate any future fund-raising requirement.

The Company has initiated the process of obtaining its shareholders approval, for the above matters, through postal Ballot.

Aayush Wellness remains committed to delivering long-term value to its stakeholders and is confident that this strategic initiative will further strengthen its market position and enhance shareholder wealth.

#### **About Aayush Wellness Limited:**

Aayush Wellness Ltd., originally established as Aayush Food and Herbs Ltd. in 1989 and proudly listed on the Bombay Stock Exchange (BSE), has emerged as a pioneering force in the health and wellness industry. Our journey began with a vision to deliver high-quality health and food

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products, and over the years, we have built a legacy of consistency and excellence in this endeavour. The transition to Aayush Wellness Limited marks a significant milestone in our evolution, enabling us to sharpen our focus on excellence in the healthcare and wellness sectors.

For more information please login to [www.aayush.health](http://www.aayush.health)

Or call Streetlight Media Pvt Ltd,

Mrs. Urmila Dethe, M:+91 93725 59740, Email: [Urmila.dethe@streetlightmedia.in](mailto:Urmila.dethe@streetlightmedia.in)



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