

17th September, 2019

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

Security Code: 540108

Security ID: TAHL

Sub: Revised 27th Annual Report 2018-19 of the Company

Ref.: Regulation 34 of SEBI (LODR) Regulations, 2015

Dear Sir,


Please find attached herewith Revised 27th Annual Report of the Company as there was omission of Schedule in the original submission. Please further note that we have dispatched only corrected copy to all the shareholders.

Kindly take the same in your record

Thanking you.

Yours faithfully,

For Tiaan Ayurvedic & Herbs Limited


Imetyaz Shaikh
Director



Encl.: as above



TIAAN

AYURVEDIC & HERBS LIMITED

(Formerly known as Rachana Capital & Securities Ltd)

Board of Directors:

Mr. Ranjitmal Rathod	:	Chairman & Managing Director (up to 31 st March, 2019)
Mr. Rakesh Nizare	:	Non-Executive Non-Independent Director (upto 13th April, 2018)
Mr. Sanjay Patel	:	Non Executive Independent Director (up to 06th Feb, 2019)
Mr. Satish Bhagat	:	Non Executive Independent Director
Mrs. Kajal Jain	:	Non Executive Independent Director (from 24th May, 2018)
Dr. Ashwini Ghogale	:	Non Executive Independent Director (upto 24th May, 2018)
Dr. Samadhan Kharate	:	Non Executive Independent Director
Mr. Imteyaz Shaikh	:	Executive Director (From 10 th October, 2018)

Key Managerial Personnel:

Mr. Vinod Sarda	:	Chief Financial Officer
Mr. Nitin Mistry	:	Company Secretary (up to 12/04/2019)

<u>Bankers:</u>	:	Tamilnadu Mercantile Bank, Vadodara
	:	Yes Bank, Mumbai

<u>Auditors:</u>	:	Mehul M. Shah & Co, Chartered Accountants, Shop No. 8 Pranam CHS. Ltd. Nr. State Bank of Hyderabad, Chiku Wadi, Borivali (W) Mumbai- 400 092.
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<u>Registered Office:</u>	:	405, Patel Ashwamegh Complex, Sayajigunj Vadodara, 390 005. Contact No: 06359093939.
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<u>Corporate Office:</u>	:	Crystal Plaza, 610, A-Wing, Opp. Infinity Mall, Link Road, Andheri (W) Mumbai – 400 053. Contact No: 09833319639.
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<u>CIN:</u>	:	L85100GJ1992PLC017397
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<u>Company Website:</u>	:	http://www.tiaanonline.com
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<u>Share Transfer Agents:</u>	:	MCS Share Transfer Agent Ltd, 101, Shatdal Complex 1st Floor, Opp. Bata Showroom Ashram Road, Ahemdabad- 380009.
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<u>Listed in Stock Exchange:</u>	:	Bombay stock Exchange(BSE)
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BOARD'S REPORT

To,
The Members,
Tiaan Ayurvedic & Herbs Limited

Your Directors are pleased to present their 27th Annual Report and the audited Financial Statement for the year ended 31st March, 2019.

1. Financial Statements

(Rs. In Amount)

Particulars	(in Rupees) Current Year 2018-19	(in Rupees) Previous Year 2017-18
Total Income	48,89,43,389	102,172,014
Total Expense	46,34,58,545	97,228,507
Profit before Finance Cost and Depreciation	2,54,84,844	4,943,507
Less : Finance Cost	--	--
Profit before Depreciation	2,54,84,844	4,943,507
Less : Depreciation	22,10,895	680,083
Profit/(Loss) before Tax	2,32,73,949	4,263,424
Provision for Tax Current Tax	58,18,487	1,236,892
Deferred Tax	-	-
Balance of Profit/(Loss) for the year	17,45,54,62	3,026,532
Earning per equity share: Basic & Diluted (Rs.10/- each)	3.37	0.975

2. Performance Review

The revenue for the current financial year increased to 4889.43 lakh compare to previous year 1021.72 lakh mainly due to expanding market size and better marketing efforts. The net profit after tax increase to 174.55 lakh compare to 30.26 lakh.

3. Dividend

With a view to conserve resources, your Directors have thought it prudent not to recommend any dividend for the financial year under review.

4. Transfer to General Reserve

Asum of Net Profit has been transferred to the General Reserves of the company. This reflects well on the financial strength of the Company.

5. Change in the nature of business

There is no Change in the Business of the Company during the year.

6. Shifting of Registered office in Mumbai

The Company has been started the process of Shifting of Registered Office from Vadodara, Gujarat to Mumbai, Maharashtra.

7. Significant and Material Orders Passed by the Regulators or Courts

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

8. Subsidiary Companies

During the year under review, the Company does not have any subsidiary company.

9. Adequacy of internal financial controls

The Company has in placed adequate and effective Internal Financial Controls with reference to financial statements. During the year, such controls were tested and upgraded and no reportable material weaknesses in the design or operation were observed.

10. Particulars of Loans, Guarantees or Investments

During the year under review, your Company has not directly or indirectly -

- a) given any loan to any person or other body corporate other than usual advances envisaged in a contract of supply of materials, if any;
- b) given any guarantee or provided security in connection with a loan to any other body corporate or person; and
- c) acquired by way of subscription, purchase or otherwise, the securities of any other body corporate.

11. Particulars of Contracts or Arrangements with Related Parties

No related party transaction(s) entered into during the financial year. The Company has not entered into any contract, arrangement or transaction with any related party which could be considered as material as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company (www.tiaanonline.com).

As there are no related party transaction(s) during the year, the no approval of Audit Committee as well as the Board required to be obtained.

Related party transactions under Accounting Standard – AS 18 are disclosed in the notes to the financial statements. Prescribed Form No. AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 is furnished as **Annexure – A** to this report.

12. Directors' Responsibility Statement

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) in the preparation of annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at March 31, 2019 and of the Profit of the Company for the year ended on that date;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a 'going concern' basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

13. Directors and Key Managerial Personnel

Mr. Ranjitmal Rathod	:	Managing Director (up to 31/03/2019)
Mr. Rakesh Nizare	:	Non Executive Director (upto 13/04/2018)
Mr. Sanjay Patel	:	Non Executive Independent Director (up to 06/02/2019)
Mr. Satish Bhagat	:	Non Executive Independent Director
Mrs. Kajal Jain	:	Non Executive Independent Director (w.e.f. 24/05/2018)
Dr. Ashwini Ghogale	:	Non Executive Independent Director (upto 24/04/2018)
Dr. Samadhan Kharate	:	Non Executive Independent Director
Mr. Imteyaz Shaikh	:	Executive Director (From 10/10/2018)

Key Managerial Personnel

Mr. Ranjitmal Rathod	:	Managing Director
Mr. Vinod Sarda	:	Chief Financial Officer
Mr. Nitin Mistry	:	Nitin Mistry (up to 12/04/2019)

None of the Company's directors are disqualified from being appointed as a director as specified in Section 164 of the Act.

14. Declaration by Independent Directors

The Company has received necessary declarations from all Independent Directors of the Company confirming that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 as well as under Regulation 25 and 16(1)(b) of SEBI (LODR) Regulations. There has been no change in the circumstances which may affect their status as independent director during the year.

15. Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and Individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations").

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, attendance, prior study of materials given, participation at the meetings, level and effectiveness of Committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-executive Directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and individual Directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the Independent Director being evaluated.

16. Familiarization Program for the Independent Directors

In compliance with the requirements of SEBI Regulations, 2015, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibilities as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

17. Policy on Directors' Appointment and Remuneration and other details

The Nomination and Remuneration Committee has laid down the criteria for Directors appointment and remuneration including criteria for determining qualification, positive attributes and independence of a Director. The following attributes/criteria for selection have been laid by the Board on the recommendation of the Committee:

- the candidate should possess the positive attributes such as leadership, entrepreneurship, business advisor or such other attributes which in the opinion of the Committee are in the interest of the Company;
- the candidate should be free from any disqualification as provided under Sections 164 and 167 of the Companies Act, 2013;
- the candidate should meet the conditions of being independent as stipulated under the Companies Act, 2013 and Listing Agreement entered into with Stock Exchanges, in case of appointment as an independent director; and
- the candidate should possess appropriate educational qualification, skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, corporate governance, technical operations, infrastructure or such other areas or disciplines which are relevant for the Company's business.

18. Number of Meetings of the Board

During the year under review, Six (6) Meetings of the Board of Directors, were held on 24th May, 2018, 5th June, 2018, 14th August, 2018, 24th October, 2018, 14th February, 2019 and 15th March, 2019.

19. Extract of Annual Return

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure—B in the prescribed Form MGT-9, which forms part of this report.

20. Audit Committee

The Audit Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013, read with Regulation 18 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 in the terms of reference to the Audit Committee.

Name of Member	Designation	Nature of Directorship
Satish Bhagat	Chairman	Non-Executive Independent Director
Samadhan Kharate	Member	Non-Executive Independent Director
Kajal Jain	Member	Non-Executive Independent Director

21. Material Changes and Commitments, if any, affecting the Financial position of the Company which have occurred between the end of Financial Year of the Company to which the Financial Statement relate and the date of the Report

There were no material changes and commitments that have affected the financial position of the Company which have occurred during the financial year ended on 31st March, 2019.

22. Management Discussion and Analysis

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, the Management Discussion and Analysis has been given hereunder

a. Industry Scenario/India key market trends :

Increasing health and beauty concerns and high demand of skin care products by consumers' have a significant impact on this market. With recent innovative products with better formulation attract wide range of consumers. Technological strides and a keen focus on R & D has supported in fueling up the market share of Ayurvedic health care products in domestic as well as the global market. While most e-commerce platforms can expect a seven to ten-fold increase in revenue generation, the growth rate for the online Ayurveda segment is pegged to be higher.

Increasing awareness of benefits of Ayurvedic products, government initiatives to encourage their usage, rising purchasing power to drive demand for Ayurvedic products in India. Ayurvedic cosmetics & skin care products is likely to boost the market over the next five years. Moreover, rising health concerns and awareness of side-effects of allopathy are few of the major factors driving consumer preference for Ayurvedic products in the country. Rising number of exclusive showrooms and increasing availability of Ayurvedic products at multi-branded stores is also boosting sales of Ayurvedic products in the country. The e-commerce market for Ayurveda will not only ride the digital growth wave thanks to increased digital penetration through better internet access, improved security of payments gateways, m-commerce adoption, and Cash on Delivery (CoD) options, but will also benefit from changes in consumer behavior.

b. Opportunities and Threats:

Ayurveda, which had been relegated to the fringes, is once again gaining global prominence in the health care space. Increasing health and beauty concerns and high demand of skin care products by consumers' have a significant impact on this market. Technological strides and a keen focus on R & D has supported in fueling up the market share of Ayurvedic health care products in the global market. Players emphasize on launching unique products to suffice the trending demand from the consumers' side which has also led to increased sale of the product. Increasing population of women adopting natural and minimal makeup trends have been increasing the sale of Ayurvedic Products globally.

Some of the threats include Indian habits where the report shows lesser population still not fully convinced with ayurvedic products as alternate medicines. The active components of the herbal drugs prescribed were not known, and even today many drugs still need further exploration for their active constituent characterization and elucidation of the mechanism of action. Several issues like, the variation in the potency due to difference in species, absence of an integrated coding for every species used commonly in TSMs, varying geographical location of growth, and incorrect identification and adulteration of drugs, non-uniform quality control standards, differences in processing methods.

c. Projects and Outlook:

The management is conscious about the changing scenario in industry and review take place regularly.

d. Risks and concerns:

- i. **Brand-Image:** Looking at the new products range which likely to introduce in next two financial years and availability of competitive products with better brand name acceptance of new name may be a tough job.
- ii. **Higher Investment:** Being a lesser known brand, company would definitely required to invest heavily behind advertisement, better marketing strategies, easy accessibility including e-commerce if it wants to become big in

herbal space.

- ii. Risk related of Raw Materials:** Risks associated with key procurement relationships include:
- a. the availability of raw materials, more particularly availability of quality products;
 - b. the price of raw materials may be subject to material changes in worldwide Pricing levels;
 - c. input costs such as freight and electricity may be inconsistent or prices may increase; and
 - d. key supplier relationships may be lost or impaired, contracts renewed on less favorable terms or key suppliers may cease or reduce their operations.

However, the Company plans well in advance to procure the raw materials and purchases its Raw Materials from the domestic reputed supplier located in different parts of the country to mitigate risk relating to availability of raw materials.

e. Internal Control System and their Adequacy:

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The internal control systems provide for all documented policies, guidelines, authorisation and approval procedures. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

The Company's internal control systems are supplemented by periodic reviews by the Management. The Audit Committee reviews its findings and recommendations at periodic intervals. Company's internal control system is adequate considering the nature, size and complexity of its business.

f. Human Resources/Industrial Relations:

Employees are our greatest strength and the foundation of our Company. They play a pivotal role in offering better product quality, design and services to our customer. We ensure that employees gain ample opportunities for personal and professional growth. High quality recruitment supports the talent management practices of the Company. To augment the journey of internationalization of the Company and create a multicultural work force, strengthening leadership cadre with appropriate domain competencies has been done. The Company continues to foster a high performance culture by recognizing good performers and providing them with career enhancing opportunities. Several HR initiatives have been taken for the strategic alignment of the HR function with the business objectives. These initiatives encompass employee engagement, learning & development besides improved internal communication mechanism with employees.

g. Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include financial position of the company, economic conditions affecting demand / supply, price conditions in the domestic and overseas market in which the company operates, changes in the government regulations, tax laws and other statutes.

23. Risk Management

The Company has in place a Risk Management Policy pursuant to Section 134 of the Companies Act and Regulation 21 of SEBI (LODR) Regulations. It establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk.

The Internal Audit Department facilitates the execution of Risk Management Practices in the Company, in the areas of risk identification, assessment, monitoring, mitigation and reporting. Through this program, each Function carried on works, addresses opportunities and risks through a comprehensive approach aligned to the Company's objectives. The Company has laid down procedures to inform the Audit Committee as well as the Board of Directors about risk assessment and management procedures and status.

This risk management process, which is facilitated by internal audit, covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlights risks associated with chosen strategies. The major risks forming part Risk Management process are linked to the audit.

The Audit Committee of the Board of the Company has been entrusted with the task to frame, implement and monitor the risk management plan for the Company and it is responsible for reviewing the risk management plan and ensuring its effectiveness with an additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

24. Corporate Social Responsibility (CSR)

The Company has already constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013.

For the Company, Social Responsibility is a key element of accountability and it will continue to strive in its behavior and actions to surpass the levels of minimum statutory compliance. The Company believes in the sustainable growth and prosperity of its stakeholders and views its responsibilities not only as business responsibilities but as Ethical and Social as well.

The CSR policy of the Company is placed on the website of the Company (www.tiaanonline.com) However, in view of inadequate profit, the company has not pursued any initiative on CSR activities.

25. Safety, Environment and Health

The Company's commitment to excellence in Health and Safety is embedded in the Company's core values. The Company has a stringent policy which drives all employees to continuously break new ground in safety management for the benefit of people, property, environment and the communities where we operate on sites.

The Company respects human rights, values its employees and their communities. The Company considers safety, environment and health as the management responsibility. Regular employee training programmes are in place throughout the Company on Safety, Environment and Health and has well identified and widely covered safety management system in place for ensuring, not only the safety of employees but surrounding population of the works as well.

26. Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace

The Company has zero tolerance for sexual harassment at the workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. All employees of the Company, those of contractors as well as trainees are covered under this Policy. The policy of the Company is placed on the website of the Company (www.tiaanonline.com)

No complaint was received from any employee during the financial year 2018-2019 and hence no complaint is outstanding as on 31.03.2019 for redressal.

27. Vigil Mechanism/ Whistle Blower Policy

There is a Whistle Blower Policy in the Company and that no personnel have been denied access to the Chairman of the Audit Committee. The policy provides for adequate safeguards against victimization of persons who use vigil mechanism. The Whistle Blower Policy is posted on the Company's website www.tiaanonline.com

28. Code of Conduct

The Board has laid down a code of conduct for board members and senior management personnel of the Company. The code incorporates the duties of independent directors as laid down in the Companies Act, 2013. The said code of conduct is posted on Company's website www.tiaanonline.com. The Board members and senior management personnel have affirmed compliance with the said code of conduct.

29. Prevention of Insider Trading

The Board has adopted a revised Code of Prevention of Insider Trading based on the SEBI (Prohibition of Insider Trading) Regulations, 2015. The same has been placed on the website of the Company www.tiaanonline.com. All the Directors, senior management employees and other employees who have access to the unpublished price sensitive information of the Company are governed by this code. During the year under Report, there has been due compliance with the said code of conduct for prevention of insider trading.

30. Significant and Material Orders passed by the Regulators or Courts

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the company and its future operations.

31. Corporate Governance

As per SEBI LODR, Compliance with the provisions of regulation 17 through 27 and clauses (b) to of sub – regulations 46 and Para C, D and E of schedule V is not mandatory for the time being, in respect of the following class of Companies:

- a) Companies having paid –up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 Crore, as on the last day of previous financial year;

- b) The listed entity which has listed its specified securities on the SME Exchange;

As such our Company falls in the ambit of aforesaid exemption Consequently Corporate Governance does not forms part of the Annual Report for the Financial Year 2018-19. However, the Company is following industry best corporate governance standards.

32. Human Resources

The human resource plays a vital role in the growth and success of an organization. The Company has maintained cordial and harmonious relations with employees across various locations.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

33. Deposits from Public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public, was outstanding as on the date of the balance sheet.

34. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo Technology

absorption: NIL

Foreign Exchange earnings and outgo: NIL

35. Particulars of Employees and Remuneration

Pursuant to the Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, no employee of the Company was paid remuneration exceeding the prescribed limits, during the financial year 2018-2019.

36. Insurance

All the properties and insurable interests of the Company including buildings, Plants & Machineries and Stocks, have been adequately insured.

37. Share Capital

The paid-up equity share capital of the Company as at 31st March, 2019 is Rs.5,16,68,000. The Company currently has no outstanding shares issued with differential rights, sweat equity or ESOS.

38. Auditors

Statutory Auditors:

M/s. Mehul M. Shah, Chartered Accountants, were appointed as the statutory auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 28th September, 2017 to hold office from the conclusion of 25th AGM till the conclusion of 30th AGM to be held in 2022.

The Auditors' Report read with the notes to the accounts referred to therein are self-explanatory and therefore, do not call for any further comments. There are no qualifications, reservations or adverse remarks made by the Auditors.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Mr. Suhas Bhattbhatt of M/s. S Bhattbhatt & Co, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year ended March 31, 2019. The Secretarial Audit Report is annexed as **Annexure C**.

Cost Auditors:

Your Company does not require to get its cost records audited by the qualified Cost Auditors, in view of non applicability, No appointment of Cost Auditors has been made.

39. Acknowledgement

The Board places on record its deep appreciation for the continued support received from various clients, vendors and suppliers and Bankers, Government Authorities, Employees at all levels and Stakeholders, in furthering the interest of the Company.

For and on behalf of the Board of Directors,

Date: 02-09-2019
Place: Vadodara

Imteyaz Shaikh

ANNEXURE – A TO THE BOARD'S REPORT

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

(i) Details of contracts or arrangements or transactions NOT at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the Contracts / arrangements/ transactions	Salient terms of the contracts or Arrangements or Transactions including value, if any	Date(s) of approval by the Board	Amount paid as advance, if any	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188.
Not Applicable						

(II) Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements / transactions	Duration of Contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any, per annum	Date(s) of approval by the Board	Amount paid as advances , if any	Date on which the special resolution was passed in General Meeting as required under First proviso to Section 188.
Not Applicable						

ANNEXURE-B TO THE BOARD'S REPORT

Form No.MGT-9 EXTRACT OF

ANNUAL RETURN

as on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other Details:

CIN	L85100GJ1992PLC017397
Registration date	27/03/1992
Name of the Company	Tiaan Ayurvedic & Herbs Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the registered office and contact details	405, Patel Ashwamegh Complex, Sayajigunj Vadodara, 390005
Whether listed company (Yes/No)	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Ltd, 101, Shatdal Complex 1st Floor, Opp. Bata Showroom Ashram Road, Ahemdabad- 380009

II. Principle Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product / service	% to total turnover of the company
1.	Ayurvedic & Herbs Product	99931	100

III. Particulars of holding, subsidiary and Associate Companies:

There is no Holding and/or Subsidiary nor any Associate Company.

IV. Shareholding Pattern (Equity share capital breakup as percentage of Total Equity):

(i) Category-wise Shareholding:

Category of Share holder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	
A. PROMOTERS									
(1) INDIAN									
a) Individual/ HUF	304660	--	304660	9.82	--	--	--	--	9.82
b) Central Govt.	--	--	--	--	--	--	--	--	--
c) State Govt(s)	--	--	--	--	--	--	--	--	--
d) Bodies Corporate	445000	--	445000	14.34	445000	--	445000	8.61	5.73
e) Banks/FI	--	--	--	--	--	--	--	--	--
f) Any Other	--	--	--	--	--	--	--	--	--
Sub total (A)(1)	749660	--	749660	24.16	445000	--	445000	8.61	
(2) FOREIGN									
a) NRI-individuals	--	--	--	--	--	--	--	--	--
b) Other Individuals	--	--	--	--	--	--	--	--	--
c) Bodies Corporate	--	--	--	--	--	--	--	--	--
d) Banks/FI	--	--	--	--	--	--	--	--	--
e) Any Other	--	--	--	--	--	--	--	--	--
Sub Total (A)(2)	--	--	--	--	--	--	--	--	--
Total Shareholding of Promoter (A)= (A)(1) + (A)(2)	749660	--	749660	24.16	445000	--	445000	8.61	
B) Public Shareholding									

1) Institutions									
a) Mutual Funds	--	--	--	--	--	--	--	--	--
b) Banks / FI	--	--	--	--	--	--	--	--	--
c) Central Govt.	--	--	--	--	--	--	--	--	--
d) State Govt (s)	--	--	--	--	--	--	--	--	--
e) Venture Cap.Fund	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) FIs	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Others (specify)	--	--	--	--	--	--	--	--	--
Sub- total (B) (1)	--	--	--	--	--	--	--	--	--
2) Non Institutions									
a) Bodies Corporate	645587	20	645607	20.80	51492	10	51502	0.9968	19.80
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	921605	73610	995215	32.06	1338924	5605	1344529	26.02	6.04
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	713318	--	713318	22.98	3047063	0	3047063	58.97	35.99
c) Others (specify) NRI & HUF					278706		278706	5.39	5.39
Sub Total (B)(2)	2280510	73630	2354140	75.85	4716185	5615	4721800	91.39	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	2280510	73630	2354140	75.85	4716185	5615	4721800	91.39	
C. Shares held by Custodian for GDRs & ADRs	--	--	--	--	--	--	--	--	--
Grand Total (A+B+C)	3030170	73630	3103800	100	5161185	5615	5166800	100	--

(ii) Shareholding of Promoters:

Sr. No.	Name of Share Holder	Share Holding at the Beginning of the year			Share Holding at the end of the Year			% Change During the Year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	Mega Bucks Capital Limited	445000	14.34	--	445000	8.61	--	5.73
2.	Navin G Shah	45000	1.45	--	0	--	--	1.45
3.	Jyotsna Shah	28500	0.92	--	0	--	--	0.92
4.	Jitul N Shah	46300	1.49	--	0	--	--	1.49
5.	Vipul N Shah	0	0	--	0	--	--	0
6.	Zarna V Shah	41800	1.35	--	0	--	--	1.35
7.	Swati F Shah	49500	1.59	--	0	--	--	1.59
8.	Fanil Shah	50000	1.61	--	0	--	--	1.61
9.	Charmi J Shah	43560	1.40	--	0	--	--	1.40
	Total	749660	24.15	--	0	--	--	--

(iii) Change in Promoter's Shareholding :

Sr. No.	Name of Share Holder	Date	Share Holding at the Beginning of the Year		Cumulative Shareholding during the year	
			No. of Equity Shares	% of total Shares of the Company	No. of Equity Shares	% of Total Shares of the Company
1.	Navin G Shah					
	At the beginning of the year	01.04.2018	45000	1.45		
	Sale of shares		45000	1.45		
	At the end of the year	31.03.2019	0	0	0	0
2.	Jyotsna Shah At the beginning of the year	01.04.2018	28500	0.92		
	Sale of shares		28500	0.92		
	At the end of the year	31.03.2019	0	0	0	0
3.	Jitul N Shah At the beginning of the year	01.04.2018	46300	1.49		
	Sale of shares		46300	1.49		
	At the end of the year	31.03.2019	0	0	0	0
4.	Zarna V Shah At the beginning of the year	01.04.2018	41800	1.35		
	Sale of shares		41800	1.35		
	At the end of the year	31.03.2019	0	0	0	0
5.	Swati F Shah At the beginning of the year	01.04.2018	49500	1.59		
	Sale of shares		49500	1.59		
	At the end of the year	31.03.2019	0	0	0	0
6.	Fanil Shah At the beginning of the year	01.04.2018	50000	1.61		
	Sale of shares		50000	1.61		
	At the end of the year	31.03.2019	0	0	0	0
7.	Charmi J Shah At the beginning of the year	01.04.2018	43560	1.40		
	Sale of shares		43560	1.40		
	At the end of the year	31.03.2019	0	0	0	0

(iv) Shareholding Pattern of top ten Shareholders (Other than directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 Shareholders	Shareholding	
		No. of Shares	% of total shares of the company
1.	Teena Kirti Jain	280104	5.4212
2.	Amjad Hussain	200000	3.8709
3.	Atul Kamalakar Amrute	155741	3.0143
4.	Abhishek Prakash Jain	150186	2.9068
5.	Satendra Gajpal Negi	150000	2.9032
6.	Kabir Soni	127800	2.4735
7.	Hamid Dawood Mistry	110000	2.1290
8.	Jabir Ismail Shaikh	100000	1.9354
9.	Praveenkumar Vastimalji Jain	100000	1.9354
10.	Ashok Dilipkumar Jain	92760	1.7953

(v) Shareholding of Directors and Key managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Share Holding at the Beginning of the Year		Cumulative Shareholding during the year	
		No. of Equity Shares	% of total Shares of the Company	No. of Equity Shares	% of Total Shares of the Company
1.	Ranjitmal Rathod	0	0	0	0
2.	Nitin Mistry	0	0	0	0
3.	Vinod Sarda	0	0	0	0

(V) Indebtedness:

Indebtedness of the Company including interest outstanding / accrued but not due for payment:

(Amount in Rs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year(01.04.2018)				
i) Principal Amount	0	0	0	0
ii) Interest Due but Not Paid	0	0	0	0
iii) Interest Accrued but not due	0	0	0	0
Total (i + ii + iii)	0	0	0	0
Change in indebtedness during the financial year				
i) Addition	0	0	0	0
ii) Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year(31.03.2019)				
i) Principal Amount	0	0	0	0
ii) Interest Due but Not Paid	0	0	0	0
iii) Interest Accrued but not due	0	0	0	0
Total (i + ii + iii)	0	0	0	0

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL –**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:****(Amount in Rs.)**

Sr. No.	Particulars of Remuneration	Ranjitmal Rathod Managing Director	Total Amount (In Rs.)
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	00/-	00/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	---	--
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	---	--
2.	Stock Option	---	--
3.	Sweat Equity	---	--
4.	Commission - as % of profit - others, specify...	---	--
5.	Others	---	--
	Total (A)	00/-	00/-
	Ceiling as per the Act	As per Schedule V of Companies Act 2013	

B. Remuneration to other directors: (sitting fees)

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Kajal Jain	Satish Bhagat	Sanjay Patel	Samadhan Kharate	
1.	Non Independent and Independent Directors	Independent	Independent	Independent	Independent	
	Fee for attending board / committee meetings	0	0	0	0	0
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (1)	--	--	--	0	0

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/ WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
		Mr. Nitin Mistry	Mr. Vinod Sharda	
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section17(3)Income-taxAct,1961	360000	0	360000
		--	--	--
		---	---	--
2.	Stock Option	0	--	--
3.	Sweat Equity	0	--	--
4.	Commission - Asa%ofprofit - Others , specify	0	--	--
5.	Others, please specify	0	--	--
	Total	360000	0	360000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences during the year ended March 31, 2019 on Directors and the Company.

ANNEXURE - C

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Tiaan Ayurvedic & Herbs Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tiaan Ayurvedic & Herbs Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Tiaan Ayurvedic & Herbs Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Tiaan Ayurvedic & Herbs Limited ("the Company") for the financial year ended on 31st March, 2019, according to the applicable provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- ii. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during audit period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
 - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable)
 - E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during audit period);
 - F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
(Not Applicable. The Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review)
 - G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
(Not applicable. The shares of the Company are not delisted at any stock exchange, during the year under review) and
 - H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
(Not applicable. The Company not bought back any shares / securities during the year under review)
- vi. Other laws specifically applicable to the Company namely –

Sector specific Laws:

- i. Information Technology Act 2000;
- ii. The Central Excise Act, 1944;
- iii. The Customs Act, 1962;
- iv. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- v. The Hazardous Waste (Management, Handling and Tran's boundary Movement) Rules, 2008.

General Labour Laws

- i. Payment of Wages Act, 1972
- ii. Minimum Wages Act, 1948
- iii. Factories Act, 1948.
- iv. Payment of Bonus Act, 1965
- v. Employees Provident Fund & Miscellaneous Provisions Acts, 1952
- vi. Workmen's Compensation Act, 1923
- vii. Equal Remuneration Act, 1976
- viii. Labour Welfare Acts Professional Tax Acts of respective States
- ix. Employees State Insurance Act, 1948
- x. Industrial Dispute Act, 1947

We have also examined compliance with the applicable clauses of the following:

- 1) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- 2) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards etc. except that following:-

- The Company has not Complied of Regulation 47(1) (a), (b), (d), 47(2), 47(3), 47(4) of SEBI (LODR) Regulations, 2015.
- The Company has not File E Form INC – 22A (ACTIVE-Active Company Tagging Identities and Verification) Form as per notification issued by MCA on 21st February, 2019 under Companies (Incorporation) Amendments Rules, 2019.
- The company has not filed E –Form MGT-14 to ROC Ahmedabad for Approval of Shifting of Registered office, Vadodara, Gujarat to Mumbai, Maharashtra.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda during the year. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate system and processes in the company commensurate with size and operation of the Company to monitor and ensure the Compliance with applicable laws, rules, regulation and guidelines.

We further report that during the audit period there were no instances of

- a) Public / Rights / Debentures / Sweat Equity
- b) Redemption / Buy Back of Securities
- c) Merger / Amalgamation / Re-construction etc.
- d) Foreign Technical Collaboration / Equity Participation.

During the year the Company Increase authorised share capital from INR.3,20,00,000(Three Crores Twenty Lakhs Only) INR.13,20,00,000/—(Rupees Thirteen crores twenty Lakh Only) and allocation on preferential basis 2,063,000 (Twenty Lakh Sixty Three Thousand) fully paid-up equity shares at INR.18.69/-(Eighteen Rupees Sixty Nine Paise only) per Equity Share i.e. face value of INR.10/-(Rupees Ten only) per equity share, for cash, at a Premium of INR.8.69/-(Eight Rupees Sixty Nine Paise Only) per equity share, aggregating up to INR.38,557,470/- (Rupees Three Crore Eighty Five Lakh Fifty Seven Thousand Four Hundred Seventy Only).

For S Bhattbhatt & Co
Practicing Company Secretaries

Suhas Bhattbhatt
Proprietor
A.C.S.:11975; C.P.:10427

Place: Vadodara
Date: 26-08-2019

This Report is to be read with our letter of even date which is annexed as **Annexure -1** and forms an integral part of this report.

To,
The Members,
Tiaan Ayurvedic & Herbs Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S Bhattbhatt & Co
Practicing Company Secretaries

Suhas Bhattbhatt
Proprietor
A.C.S.:11975; C.P.:10427

Place: Vadodara
Date: 26-08-2019

CEO/CFO CERTIFICATION

The Board of Directors

TiaanAyurvedic&HerbsLimited

Vadodara

We hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief;
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) No transaction is entered into by the company during the year which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
- i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Tiaan Ayurvedic & Herbs Ltd

Date: 31-08-2019
Place: Vadodara

Vinod Sarda
Chief Financial Officer

Independent Auditor's Certificate on Corporate Governance

To
The Members of
Tiaan Ayurvedic & Herbs Ltd.

We have examined the compliance of the conditions of Corporate Governance by **Tiaan Ayurvedic & Herbs Ltd** (the Company) for the year ended on 31st March, 2019, as stipulated in Regulations 17 to 27 clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement and the Listing Regulations applicable for the respective periods as mentioned above.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mehul M. Shah, Chartered
Accountants Firm No. 141907W**

Date:31-08-2019
Place:Vadodara

Mehul M. Shah
Proprietor

INDEPENDENT AUDITOR'S REPORT

To the Members of

TIAAN AYURVEDIC & HERBS LIMITED

Report on the Financial Statements for the F.Y. 2018-19

We have audited the accompanying financial statements of Tiaan Ayurvedic & Herbs Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a reasonable opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019; and
- b) in the case of the Profit and Loss Account and the statement of Cash Flow for the year ended on March 31, 2019;

Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditors Report) Order 2016 ('the order') issued by Central Government of India in terms of subsection (11) of section 143 of the Act, we enclose in the "Annexure 1" a statement on the matters specified in paragraphs 3 & 4 of the said order, to extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, Statement of Profit and Loss and statement of Cash Flow dealt with by this Report are in agreement with the books of account.

- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) In our opinion there are no observations or comments on the financial, which may have an adverse effect on the functioning of the company.
- f) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- g) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company
- h) and the operating effectiveness of such controls, we give our separate Report in "Annexure 2"
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company does not have any pending litigations which would impact its financial position.
 - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Mehul M Shah & Co.
Chartered Accountants

Mehul Shah
Proprietor
M. No. 044044
FR No 141907W

Date: 29th May, 2019
Place: Vadodara

“ANNEXURE 1” TO THE INDEPENDENT AUDITOR’S REPORT

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

- 1) a) The Company has a regular program of physical verification of its fixed assets by which all the fixed assets are verified in a phased manner over a period of two years. In our opinion, the periodicity of physical verification is a reasonable having regards to the size of the Company and nature of its assets. Pursuant to the program a portion of the fixed assets has been physically verified by the management, during the year and no material discrepancies have been noticed on such verification.

b) According to the information and explanations received by us, and on the basis of our examination of the records of the company, the title deeds of immovable properties as disclosed in the Note E to the financial statement of the Company.
- 2) Physical verification of inventory has been conducted by the management at reasonable intervals as required under clause 3(ii).
- 3) The Company has not granted loans, secured or unsecured to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence the reporting requirement under clause (iii) of the said order does not arise.
- 4) Based on our scrutiny of the Company’s records and according to the information and explanations received by us from the management, we are of the opinion that in respect of loans and guarantees given, investments made, and securities purchased by the company, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- 5) In our opinion and according to information and explanations given to us, the Company has not accepted any deposits from the public and hence the reporting requirement under clause (v) of the said order does not arise.
- 6) Being a trading company having turnover below prescribed limit, the provisions of section 148(1) of the Act with regard to the maintenance of cost records are not applicable to the Company.
- 7) a) Based on our scrutiny of the Company’s Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company is regular in depositing with appropriate authorities undisputed statutory dues applicable to it and no undisputed amounts payable in respect of any statutory dues were outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.

b) According to the records of the company and the information and explanations received by us from the management, there are no disputed statutory dues outstanding in the name of the company.
- 8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion, the company has not defaulted in repayment of dues to a financial institution, bank, Government or dues to debenture holders.
- 9) According to the records of the company, the company has neither raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instrument) nor has the company raised any term loans during the Financial Year start from 01/04/2018 to 31/03/2019. Hence, in our opinion the reporting requirement under clause (ix) of the said order does not arise.
- 10) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit, that causes the financial statements to be materially misstated.
- 11) According to the records of the company, Managerial remuneration has been paid or provided during the year under audit is within the limit of provision of companies act, 2013.
- 12) In our opinion and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not a Nidhi Company. Hence, in our opinion the reporting requirement under clause (xii) of the said order does not arise.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) Based on our scrutiny of the Company’s Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, the reporting requirement under

clause (xiv) of the said order does not arise.

- 15) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company has not entered into any non-cash transactions with its directors or persons connected with him. Hence, the reporting requirement under clause (xv) of the said order does not arise.

**For Mehul M Shah & Co.
Chartered Accountants**

**Mehul Shah
Proprietor
M. No. 044044
FR No 141907W**

**Date: 29th May, 2019
Place: Vadodara**

ANNEXURE 2" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph (2)g under 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report of even date, to the members of the Company on the Financial statements for the year ended 31st March, 2019).

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of the Company as of Tiaan Ayurvedic & Herbs Limited 31st March, 2019 in conjunction with our audit of the financial statement of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019.

**For Mehul M Shah & Co.
Chartered Accountants**

**Mehul Shah
Proprietor
M. No. 044044
FR No 141907W**

**Date: 29th May, 2019
Place: Vadodara**

Balance Sheet as on 31st March, 2019

ASSETS	Notes	As at 31st March, 2019	As at 31st March, 2018
Non-current assets			
Property, plant and equipment	E	11,025,654	7,728,869
Capital work-in-progress	E	17,900,000	0
Intangible assets		0	0
Intangible assets under development		0	0
Financial assets			
(i) Investments	F	75,00,000	7,500,000
(ii) Loans	G	7,548,470	6,500,000
Income tax assets(net)		0	0
Other non-current assets		0	0
Total non-current assets		43,974,124	21,728,869
Current assets			
Inventories		21,548,561	0
Financial assets			
(i) Trade receivables	H	125,117,152	22,060,038
(ii) Cash and cash equivalents		244,465	158,457
(iii) Bank balances other than cash and cash equivalents stated above	I	33,000	68,791
(iv) Loans	J	0	0
(v) Others financial assets		0	0
Other assets	K	1123,715	4,232,520
Total current assets		148,066,893	26,519,806
Total Assets		192,041,017	48,248,675
EQUITY AND LIABILITIES EQUITY			
Equity share capital	A	51668,000	31,038,000
Other equity	B	37,767,858	2,384,926
Total equity		89,435,858	33,422,926
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings		0	0
Provisions		0	0
Deferred tax liabilities (net)		0	0
Total non-current liabilities		0	0
Current liabilities			
Financial liabilities			
(i) Borrowings		0	0
(ii) Trade payables	C	95,478,923	13,308,324
(iii) Other financial liabilities		0	0
Income tax liabilities (net)		0	0
Provisions	D	6,250,780	1,413,223
Other current liabilities		875,456	104,202
Total current liabilities		102,605,159	14,825,749
Total liabilities		102,605,159	14,825,749

Total equity and liabilities		192,041,017	48,248,675
Significant accounting policies			

For Mehul M Shah & Co.
Chartered Accountants

Imteyaz Shaikh
Executive Director

Mehul Shah
Proprietor
M. No. 044044
FR No.: 141907W
Place: Vadodara
Date: 29th May, 2019

Vinod Sarda
Chief Financial Officer

Kajal Jain
Independent Director

Satish Bhagat
Independent Director

Statement of Profit and Loss for the year ended 31st, March, 2019

	Notes	As at 31 st March, 2019	As at 31 st March, 2018
Income			
Revenue from operations	L	488,616,424	101,522,940
Other income	M	326,965	649,074
Total income		488,943,389	102,172,014
Expenses			
Cost of materials consumed		0	0
Purchases of Stock-in-Trade		453,820,510	93,392,659
Changes in inventory of work-in-progress and finished goods		0	0
Employee benefit expenses	N	3,972,475	2,175,584
Other expenses	O	5,665,560	1,660,264
Depreciation and amortisation	E	2,210,895	680,083
Finance costs		0	0
Total expenses		465,669,440	97,908,590
Profit before tax		23,273,949	4,263,424
Tax expense			
(i) Current tax		5,818,487	1,236,892
(ii) Deferred tax		0	0
Income tax expense		5,818,487	1,236,892
Profit for the year		17,455,462	3,026,532
Other comprehensive income			
Items that will be reclassified subsequently to profit or loss		0	0
Fair value changes on cash flow hedges		0	0
Income tax relating to items that will be reclassified to profit or loss		0	0
Net other comprehensive income to be reclassified to profit or loss		0	0
Items that will not be reclassified subsequently to profit or loss			
Re-measurement of defined benefit liability		0	0
Income tax relating to items that will not be reclassified to profit or loss		0	0
Net other comprehensive income not to be reclassified subsequently to profit or loss		0	0
Other comprehensive (loss)/income for the year		0	0
Total comprehensive income for the year		17,455,462	3,026,532
Earnings per share:			
Equity shares of par value of Re. 10 each			
Basic (INR)		3.37	0.975
Diluted (INR)		3.37	0.975

Significant accounting policies			
The accompanying notes are an integral part of the financial statements.			

For Mehul Shah & Co.
Chartered Accountants

Mehul Shah
Proprietor
M. No. 044044
FR No.: 141907W
Place: Vadodara
Date: 29th May, 2019

Imteyaz Shaikh
Executive Director

Vinod Sarda
Chief Financial Officer

Satish Bhagat
Independent Director

Kajal Jain
Independent Director

Statement of Cash Flow for the year ended 31st, March, 2019

	Notes	As at 31 st March, 2019	As at 31 st March, 2018
Cash flow from operating activities			
Profit before tax		23273949	4263424
Adjustments to reconcile profit for the year to net cash flows			
Depreciation and amortisation expense		2210895	680083
Bad debts written off			0
Provision for doubtful debts			0
Loss/(profit) on sale of assets (net)			0
Net gain on foreign exchange fluctuations (unrealised)			0
Share based compensation expense			0
Interest expense			0
Interest income		(315000)	(601023)
Operating profit before working capital changes		25169844	4342484
Movements in working capital:			
Increase in trade receivables		(103057114)	(19357538)
Decrease/(increase) in inventories		(21548561)	0
Increase in other assets		3108805	(298546)
Increase in trade payables, other liabilities and provisions		87779410	12131744
Cash generated from operations			
Taxes paid (net of refunds)		(5818487)	(1236892)
Net cash flow generated from operating activities		(39535947)	(8761232)
Cash flow from investing activities			
Purchase of fixed assets, including capital work-in-progress, capital advances and payables for capital goods		(23407679)	0
Proceeds from sale of fixed assets			0
Investments(increase)/Sale		0	5955367
Investment in bank deposits			0
Loans increase		(1048470)	(2000000)
Loans repaid by subsidiaries			0
Interest received		315000	601023
Net cash flow used in investing activities		(24141149)	4556390
Cash flow from financing activities			
Proceeds from issuance of shares		20630000	0
Proceeds from share premium account		17927470	0
Repayment of borrowings			0
Proceeds from short-term borrowings			0
Interest paid			0
Dividend paid on equity shares including tax thereon			0
Net cash flow generated from financing activities		38557470	
Net increase/(decrease) in cash and cash equivalents		50218	137642
Cash and cash equivalents at the beginning of the		227248	89606

year			
Cash on hand		244465	158457
Balances with banks			
On current accounts		33000	68791
On EEFC accounts			
On deposit accounts			
Total cash and cash equivalents		277465	227248

For Mehul M Shah & Co.
Chartered Accountants

Imteyaz Shaikh
Executive Director

Mehul Shah
Proprietor
M. No. 044044
FR No.: 141907W
Place: Vadodara
Date: 29th May, 2019

Vinod Sarda
Chief Financial Officer

Kajal Jain
Independent Director

Satish Bhagat
Independent Director

NOTES TO FINANCIAL STATEMENT

A. Share Capital:

Sr. No.	Particulars	31 st March, 2019 (Rs.)		31 st March, 2018 (Rs.)	
a.	Authorized Shares 1,32,00,000 Equity Shares of Re. 10 each	13,20,00,000		32,00,00,000	
b.	Issued, Subscribed and Fully Paid up Shares 51,66,800 Equity Shares of Re. 10 each	5,16,68,000		31,038,000	
c.	Reconciliation of shares outstanding at the beginning and at the end of the reporting period.				
		31 st March, 2019		31 st March, 2018	
		No. of Shares	Amount in (Rs.)	No. of Shares	Amount in (Rs.)
	At the Beginning of the Period	3103,800	31,038,000	3103,800	31,038,000
	Add: issued during the year	2,063,000	2,063,00,000	--	--
	Less: Shares bought back during the year	--	--	--	--
	Add: Other movements during the year	--	--	--	--
	Outstanding at the end of the period	51,66,800	51,66,80,000	3103,800	31,038,000
d.	-Terms/rights attached to equity shares. -The company has only one class of equity shares having par value of Re. 10 per share. Each holder of equity share is entitled to one vote per share. - The Company has not declared and paid dividend on the equity shares. -In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues. The distribution will be in proportion to the number of equity shares held by the shareholders.				
e.		31 st March, 2019 (Rs.)		31 st March, 2018 (Rs.)	
	Shares held by holding/ ultimate holding company/ or their subsidiaries/	Nil		Nil	
f.	Details of shareholders holding more than 5% shares in the Company				
		31 st March, 2019		31 st March, 2018	
		No. of shares	% of holding in the class	No. of shares	% of holding in the class
	Mega Bucks Capital Private Limited	445,000	8.61	445,000	14.34

B. Reserves & Surplus:

Sr No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
	Surplus/(Deficit) in the Statement of Profit and Loss:		
	Balance as per last Financial Statements	2384926	(641,606)
	Surplus / (Deficit) for the year	17455462	3,026,532
	Less: Appropriations:		
	Securities Premium Account	17927470	0
	Total Reserves and Surplus	37767858	23,84,926

C. Trade Payable:

Sr No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
a.	Trade Payables	95478923	13,308,324
	Total	95478923	13,308,324

D. Short Term Provisions:

Sr. No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
a.	Provision for Taxation and Other Provisions	6250780	1,413,223
	Total	6250780	1,413,223

E. Tangible Fixed Assets:

Description of Assets	Gross Block			Depreciation & Amortization			Net Block		
	As on 01.04.2018	Add Before 6 Mth	Add After 6 Mth	As on 31.03.2019	Dep as on 01.04.2018	Add	Dep as on 31.03.2019	WDV as on 31.03.2019	WDV as on 31.03.2018
Building	8032000	0	Nil	8032000	1117254	336748	1454002	6577998	6914746
Computer	370000	80739	4577267	5028006	351500	1508181	414180	3168325	18500
Furniture & Fixture	1245500	0	722750	1968250	738539	224812	963351	1004899	506961
Electric Installation	802788	0	126923	929711	514123	141154	655277	274434	288665
Grand Total	10450288	0	5426940	15957967	2721418	2210895	3335493	11025654	7728870

Work in Progress

Sr. No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
i.	Land at Survey No. 32/2, P H No.67, Zone No.02, Nagpur	1,79,00,000	0
ii.	Plot No.36, Mauja No.85, P H No. 22, Wardha		

F. Non-current Investments:

Sr. No.	Particulars	31 st March, 2019(Rs.)	31 st March, 2018(Rs.)
	Quoted	0	0
	Unquoted (SIBZ Traders Ltd)	75,00,000	75,00,000
	Total	75,00,000	75,00,000

G. Long Term Loans & Advances:

Sr. No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
	(Unsecured, considered good):		
a.	Long-term loans and advances – Consider good(Euro Panel Products Pvt. Ltd.)	7,500,000	6,500,000
	Others	48,470	0
	Total	7,548,470	6,500,000

H. Trade receivables:

Sr. No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
a.	Trade receivables	125,117,152	22,060,038
	Total	125,117,152	22,060,038

I. Cash and Cash Equivalents:

Sl No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
a.	Cash	244,465	158,457
b.	Bank balance	33,000	68,791
	Total	277,465	227,248

J. Short Term Loans & Advances:

Sr. No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
	Total	0	0

K. Other Current Assets:

Sr. No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
	(Unsecured, considered good):		
	Short Term Loans	1123,715	4,232,520
	(Considered good)		
	Total	1123,715	4,232,520

L. Revenue from Operations:

Sr No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
a.	Revenue from Sales of Ayurvedic & Herbs	488,616,424	101,522,940
	Total	488,616,424	101,522,940

M. Other Income:

Sr. No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
a.	Other Financial Income	-	-
b.	Interest	326,965	601023
c.	Other Income	0	48,051
	Total	326,965	649,074

N. Employee's Benefit Expenses:

Sr. No.	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
a.	Salary and other benefits	3,972,475	2,175,548
	Total	3,972,475	2,175,548

O. Other Expenses:

Sr. No	Particulars	31 st March, 2019 (Rs.)	31 st March, 2018 (Rs.)
	<u>ADMINISTRATIVE EXPENSES</u>		
	Sales & Marketing Expense	14,24,520	354,125
	Listing & Processing Fees	3,65,000	295,000
	Legal & Other Charges	6,25,000	86,248
	Annual Issuer Charges	58,780	58,780
	Repairs and Maintenance	22,432	12,456
	<u>INDIRECT EXPENSES</u>		
	Accounting & Compliance Charges	3,02,450	102,548

Electricity Charges	105,250	47,825
Telephone and Internet	102,235	68,742
Stationary and printing	16,650	7,548
Rent	4,62,000	231,000
Bank Charges	9,450	5,482
Books & Periodicals	12,980	9,730
Travelling	8,02,800	312,456
Petrol Exp	301,078	47,859
Staff Refreshment Expense	205,325	62,471
Audit Fees	210,000	25,000
Other Misl. Expenses	12,41,766	163,994
Total Expenses	5,665,560	1,660,264

NOTE 1: NOTES FORMING PART OF THE FINANCIAL STATEMENTS:

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of financial statements

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principles ["GAAP"] in India. GAAP comprises mandatory accounting standards as prescribed under section 133 of Companies Act, 2013 (the Act) read with Rule 7 of Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B. Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialize.

C. Revenue Recognitions

- Income from sales is recognized as and when sales are completed during the accounting year.
- Revenue in respect of all other income is recognized when a reasonable certainty as to its realization exists.

D. Employee Benefits

All Employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits which include benefits like salary, wages, short term compensated, absences and performance incentives and are recognized as expense in the period in which the employee

renders the related services.

E. Material events after balance sheet date

Events which are of material nature after the balance sheet date are accounted for in the accounts.

F. Provisions and contingencies

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

The Company creates a provision when there is a present obligation as a result of past event that probably requires and outflows of resources and a reliable estimate can be made of the amount of obligation. A disclosure of contingent liability is made when there is possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of obligation cannot be made.

G. Taxes on income

Income tax comprises current and deferred income tax. Income tax expense is recognized directly in equity or in other comprehensive income. Provision for Current Tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961.

H. Earnings per share

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

I. Cash Flow Statements

Cash Flow Statement has been prepared in accordance with Accounting Standard 3 issued by Institute of Chartered Accountants of India.

J. Segment Reporting

The Company operates in a single segment and there are no separate reportable segments as defined in Accounting Standard, AS-17.

Note: "Previous Year's figure have been regrouped rearranged wherever considered necessary"

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of M/s. Tiaan Ayurvedic & Herbs Limited (Formerly Known as Rachana Capital and Securities Limited) will be held on Friday, the 27th September, 2019 at 11.30 A.M., at J. M. Pandya Sanskardham, Harni Airport Road, Vadodara - 390022, Gujarat to transact the Following Businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019, Profit and Loss Account for the year ended 31st March, 2019, the Reports of the Board of Directors on the working and activities of the Company and the Auditor's Report on the Balance Sheet and Accounts.

Special Business:

2. To appoint Mr. Imteyaz Shaikh, (DIN: 08248302) as an Executive Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Imteyaz Shaikh, (DIN: 08248302), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th October, 2018 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company liable to retire by rotation."

Place: Vadodara
Date: 02/09/2019

By order of the Board of Directors
Imteyaz Shaikh

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 / re-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 of the Meeting.

4. Explanatory statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.

5. Members are requested to:

6. bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.

a) quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.

7. 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.

8. Annual Report and AGM Notice is available at the website of the Company at www.tiaanonline.com in the Investor Relations section.

9. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.

10. Relevant documents referred to in the accompanying Notice and the Statement 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.

11. Members desirous of obtaining any information in respect of Accounts of the Company are requested to send their queries in writing to the company at its Registered Office so as to reach at least seven days before the date of the meeting.

12. 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.

13. 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.

14. The Notice of the AGM along with the Annual Report 2018-19 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 and the Annual Report 2018-19 will also be available on the Company's website viz. www.tiaanonline.com.

15. The route map showing directions to reach the venue of the 27th AGM is annexed.

16. Members, desiring any information relating to the accounts, are requested to write to the Company at an early date so as to enable the management to keep the information ready.

17. 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 Annual General Meeting (AGM) 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 AGM. 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 AGM.

(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 **20th September 2019**.

(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 AGM in a fair and transparent manner.

(G) The Scrutinizer shall after the conclusion of voting at the AGM, 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 AGM, 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 AGM, subject to receipt of sufficient votes in favour of the resolutions through a compilation of remote e-voting results and voting held at the AGM.

(I) The Results shall be declared by the Chairman or a person authorized by him in writing within 48 hours of conclusion of AGM of the Company. The result declared along with the Scrutinizer's report shall be placed on the Company's website viz. www.tiaonline.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 24th September, 2019 at 9.00 a.m. and ends on 26th September, 2019 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. 20th September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 26th September, 2019.

(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)	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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (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.

18. 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).
19. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 20th September, 2019 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.
20. 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 AGM through ballot paper.
21. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting.
22. 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 Annual General Meeting.
23. The entire Annual Report is also available on the Company’s website www.tiaanonline.com.

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ENUSING ANNUAL GENERAL MEETING

Name of Director	Imteyaz Shaikh
Date of Birth	23/04/1983
Nationality	Indian
Date of Appointment	10/10/2018

Expertise & Qualification	Graduate in Commerce from Goa. Expertise in the Field of Banking as well as Marketing/Sales of Ayurvedic & Herbs Products. He started his career in Banking in Mumbai and later he indulged & got expertise in Ayurvedic & Herbs industries.
Shareholding in Tiaan Ayurvedic & Herbs Limited (Formerly Known as Rachana Capital And Securities Limited)	Nil
List of outside directorship	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”):

Item No.2:

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

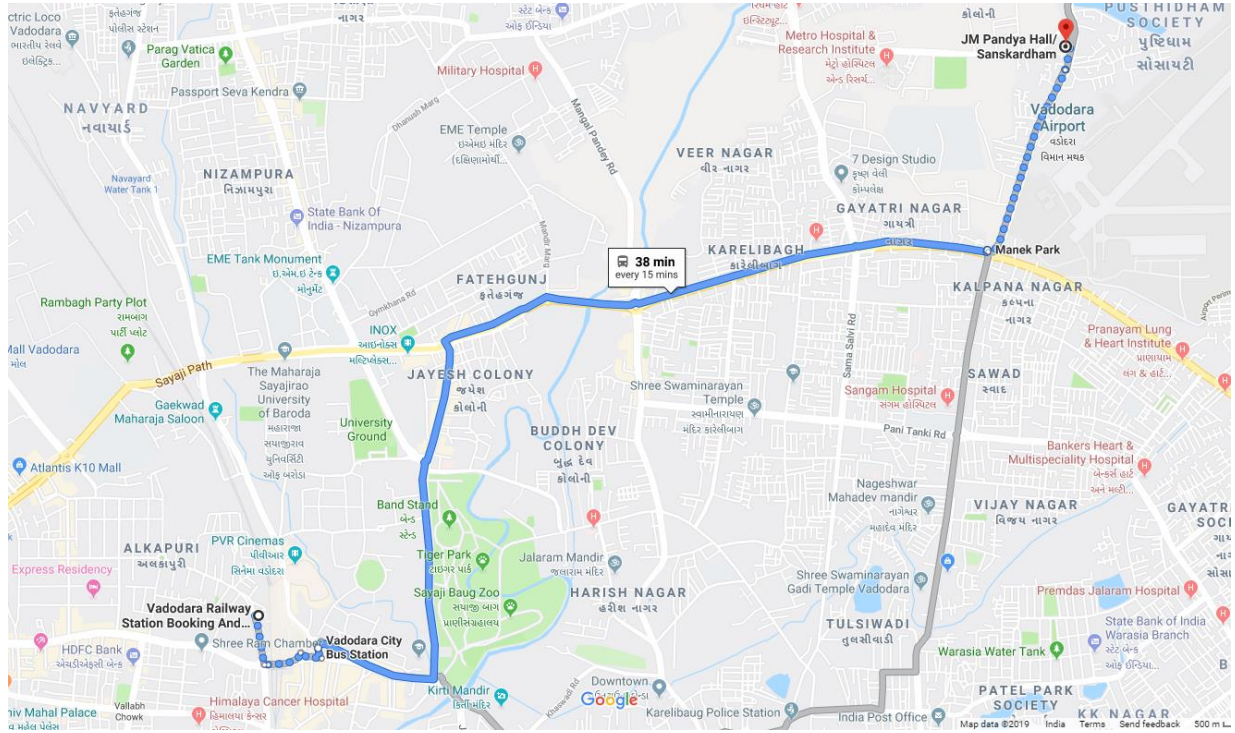
None of the Directors or Key Managerial Personnel of the Company or their relatives is, except Mr. Imteyaz Shaikh to whom resolution relates, in any way, concerned or interested in the Resolution set out at Item No. 2 of the Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Imteyaz Shaikh (DIN: 08248302), has been appointed as an Executive Director of the Company. The appointment of Mr. Imteyaz Shaikh shall be effective upon approval by the members in the Meeting.

Mr. Imteyaz Shaikh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received from Mr. Imteyaz Shaikh (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

Route Map to the Venue of AGM



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 27th Annual General Meeting of Company held on Friday, the 27th September, 2019 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:

1. Members/Proxy holder is requested to bring their copies of the Annual Report with the Meeting.
2. 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 27th Annual General Meeting of Company held on Friday, the September 27, 2019 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.	To adopt Audited Financial Statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint Mr. Imteyaz Shaikh as an Executive Director of the Company.		

Signed..... Day of September, 2019

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 27th Annual General Meeting of Members of the Company, to be held on Friday, the 27th September, 2019 at 11:30 a.m. at Shree J. M. Pandya Sanskardham Harni Airport Road, Vadodara - 390022, Gujarat. or at any adjournment thereof.

EVS (Electronic Voting Sequence Number)	Default PAN*
190904070	USE YOUR PAN

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