



RACHANA
Capital & Securities Ltd.

Registered office : 903, D Tower, Kalpvruksh Apartment,
Gotri, Vadodara - 390021 Ph: 0265 3192220,
Email: rachnacapital@gmail.com
Web: www.rcasl.com
CIN No.: L67120GJ1992PLC017397

Date: 20th February, 2017

Scrip Code: 540108

Company Symbol: RCSL

To,
The Corporate Relationship Department
Bombay Stock Exchange Limited
1st Floor, New Trading Ring,
Rotunda Building, P.J. Towers,
Dalal Street, Fort, Mumbai – 400001

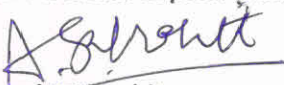
Subject: Submission of Postal Ballot Notice pursuant to section 110 of Companies Act, 2013 & Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Please find attached the Scanned Copy of Notice is hereby given pursuant to Section 110 of the Companies Act 2013 ('the **Act**') read with Rule 22 of Companies (Management and Administration) Rules 2014 (including any statutory modification or re-enactments thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly consider the same and take the same on record.

Thanking You,
For Rachana Capital & Securities Limited


Asmita Purohit
(Company Secretary)



RACHANA CAPITAL AND SECURITIES LIMITED

CIN No: L67120GJ1992PLC017397

Regd Office: 903, D Tower, Kalpvruksh Apartment, Opp. MGVC Office, Gotri, Vadodara – 390021

Tel No: 0265-3192220 Website: www.rcasl.com Email Id: rachnacapital@gmail.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management & Administration) Rules, 2014.

To,
The Members of
Rachana Capital and Securities Limited

Notice is hereby given pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any Statutory Modifications and retrenchment thereof for the time before in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 and pursuant to other Applicable laws and Regulations that the resolutions appended herewith are proposed to be passed as Special Resolution by means of Postal Ballot.

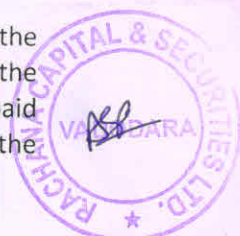
The Details of Postal Ballot are as follows:

1. Alter Main Object Clause by replacing the Existing Clause III A with the new Clause III A of Memorandum of Association of the Company and Deletion of Clause III C of Memorandum of Association of the Company pursuant to provisions of Section 13, 15 and 110 read with the Companies (Management & Administration) Rules, 2014 and all other applicable Provisions, if any, of the Companies Act, 2013.
2. Approval for Change of name of the Company pursuant to the provisions of Section 4, 13, 14, 15 & 110 and all other applicable Provisions, if any, of the Companies Act, 2013 **from "Rachana Capital and Securities Limited" to "Tiaan Ayurvedic & Herbs Limited."** and consequent alteration to Memorandum and Article of Association of the Company and other documents of the Company
3. Amendment of the Liability Clause of the Memorandum of Association pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013
4. Adoption of New Set of Articles of Association pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof).

The proposed resolutions along with Explanatory Statement setting out the material facts and the reasons thereof are appended along with the Postal Ballot Form for your consideration.

Mr. S D Bhattbhatt, Practising Company Secretary, Vadodara has been appointed by the Board of directors of the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same in original duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal ballot form, if sent by courier or by registered post /speed post at the



expense of the Members will also be accepted. The Postal Ballot Forms may also be deposited personally at the given address on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e. 5.00 P.M. on 23rd March, 2017 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to provide the member with the facility to exercise to Right to Vote Electronically, i.e. through e-voting facilities provided by National Securities Depository Limited (NSDL). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instruction in the Postal Ballot Form under the section 'Voting through Electronic means'. The voting period shall commence at 9.00 A.M. on 22nd February, 2017 and ends at 5.00 P.M on 23rd March, 2017.

The Scrutinizer will submit his report to the Chairman/Director of the Company after the completion of the Scrutiny of the postal ballot and e-voting. The result of the Postal Ballot shall be announced on or before 5.00 P.M. on 24th March, 2017 at the Registered Office of the Company. The results would be declared and displayed at the Registered Office of the Company, intimated to NSDL, CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website: www.rcasl.com

ITEM No: 1: Alter Main Object Clause by replacing the Existing Clause III A with the new Clause III A of Memorandum of Association of the Company and Deletion of Clause III C of Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of Sections 4, 13, 15 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate regulatory and statutory authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for Alter Main Object Clause by replacing the Existing Clause III A with the new Clause III A of Memorandum of Association of the Company pertaining to Manufacturing and Trading of Ayurvedic and Herbal Products/Medicines related clauses, in Clause III. A. 1. & 2. (Main Objects) of the Memorandum of Association of the Company which are as follows:

III. The objects for which the Company is established are:

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To carry on business as manufacturers, producers, processors, growers, fermenters, distillers, refiners, makers, inventors, convertors, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in Ayurvedic medicines, Products or extractions of plants.

2. To Carry on the business of traders, produce , convert , commercialize, formulate, compound develop , derive, discover, grade, manipulate, prepare, promote, pack, repack, extract, mix, supply,



import , export , buy, sell , wholesale, retail, turn to account, and to act as agent, broker , concessionaire, c&f, agent, stockiest, distributors , collaborator, transporter, consultant , job worker, vendor, contractor, otherwise to deal in all verities, mixtures , descriptions, specifications, coverage , characteristics, applications, of colour, mehendi, herbal product, & die product. To run beauty parlors, training, centre, mehendi fashion shows & institutions on franchise basis.

RESOLVED FURTHER THAT as per the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities, Other Object Clauses III C of the Memorandum of Association of the Company be removed completely by deleting the old Other Object Clauses III C 1 to III C 32."

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid Resolution; Any One Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, applications, documents, agreements, necessary forms and writings as may be necessary , considered, desirable or expedient by the Board in the best interest of the Company and its shareholders."

ITEM No: 2: Approval for change of name of the Company from "Rachana Capital and Securities Limited" to "Tiaan Ayurvedic & Herbs Limited" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4,13, 14, 15 & 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with the BSE Limited (the "Stock Exchange") and subject to the approval of the Registrar of Companies – Ahmedabad; Gujarat (the "ROC") and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from **"Rachana Capital and Securities Limited"** to **"Tiaan Ayurvedic & Herbs Limited"**

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. **"Rachana Capital and Securities Limited"** be substituted with the new name, i.e. **"Tiaan Ayurvedic & Herbs Limited"** in the Memorandum and Articles of Association of the Company, other necessary documents and at all other places wherever appearing.

FURTHER RESOLVED THAT Any One Director of the Company, be and is hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection."



ITEM No: 3: AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV: "The liability of the members is limited to the extent of amount unpaid on shares held by the members."

RESOLVED FURTHER THAT Any One Director of the Company be and is hereby severally authorised to do all such acts, matters, deeds, filing of necessary forms with the Ministry of Corporate Affairs and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard."

ITEM No: 4: ADOPTION OF NEW SETS OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

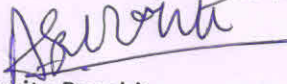
"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the new sets of Articles of Association as per new regulations of the Companies Act, 2013 be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

RESOLVED FURTHER THAT Any one Director of the Company be and is hereby severally authorised to do all such acts, matters, deeds, filing of necessary forms with the Ministry of Corporate Affairs and things necessary or desirable in connection with or incidental to giving effect to the aforementioned resolution and to comply with all other requirements in this regard."

Date: 15th February, 2017

Place: Vadodara

By Order of the Board of Directors
for Rachana Capital and Securities Limited


Asmita Purohit
(Company Secretary)



Notes:

1. The Explanatory Statement for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are annexed to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") as on Friday the 10th February, 2017.
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on Friday the 10th February, 2017.
4. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot along with Postal Ballot Form is being sent to all the Members through courier.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Chapter – IV of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The facility for casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed in the "Investor's" section on the Company's website: www.rcasl.com.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. Resolution passed by the Members through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
10. Mr. S D Bhattbhatt, Practising Company Secretary, Vadodara has been appointed by the Board of Directors of the Company as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. The Scrutinizer will submit his report to the Chairman / Director of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Director of the Company duly authorized, on or before 24th March, 2017 at 5.00 P.M. at the Registered Office of the Company and will also be displayed on the Company website-www.rcasl.com and communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent on the said date.
12. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till closing of the e-voting facility.
14. **Voting through electronic means:**
 - A. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Chapter – IV of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote for Postal Ballot by electronic means and the business may be transacted through E-voting Services provided by National Securities Depository (NSDL):
 - B. The remote e-voting period commences on Wednesday the 22nd February, 2017 (9.00 A.M.) and ends on Thursday the 23rd March, 2017 (5.00 P.M.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 10th



February, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

C. The process and manner for remote e-voting are as under:

1. IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL [FOR MEMBERS WHO'S EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S)]

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Rachana Capital and Securities Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rachnacapital@gmail.com with a copy marked to evoting@nsdl.co.in.

2. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORY PARTICIPANTS(S) OR REQUESTING PHYSICAL COPY]

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form: EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VI. 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).
- VII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as of the cut-off date on 10th February, 2017.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as of the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through postal ballot paper.



15. The Scrutinizer shall on or before 5.00 P.M. on 22nd March, 2017 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Director of the Company.

16. The Results shall be declared along with the Scrutinizers' Report by placing it on the Company's website "www.rcasl.com" and on the website of NSDL within seven (7) days of closing of e-voting facility for Postal Ballot and communicated to the Stock Exchange wherein the Company's shares are listed.

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

Item No: 1

Current principal object of the company relates to financial consultancy, Portfolio Management, Investment and other financial related activities. The company is facing difficulties in carrying out the current business in profitable manner. Further carrying out financial business required RBI approvals and NBFC certificate as per provisions of Section 45IA of the RBI Act, 1934. Similarly the business of Portfolio Management is again required huge capital base and necessary approvals from SEBI and or other regulators. In the given situation the current main object has given very limited scope to the company. Therefore presently the functions & business of the company confining to a very limited activities.

The Company therefore decided to venture into a new business having wide scope and great viability. The necessary projects and planning for Ayurvedic and herbs business was carried out by the Board to understand the business and its viability. Ayurveda has a brilliant future in India as a business proposition due to the ever increasing demand for natural therapies. This huge demand is driven due to various factors like the stressful working culture, exhaustive lifestyle, the endless quest of peace and the growing ailments with less healthy environment. There has been a shift in universal trend from synthetic to herbal medicine recently. It is ancient wisdom that plants have therapeutic value and are used to treat various diseases since Neanderthal age. India could make its presence felt in the world herbal market through quality products in view of growing bias towards herbal medicines, dietary supplements and skin and beauty aids because public perception of herbal products is a kin to organic food products.

In order to enable the company to do so, it is required to alter the Main Object clause of the Memorandum of Association of the Company so as to amend and replace the said business In terms of Section 13, 15 and 110 read with the Companies (Management & Administration) Rules, 2014 and all other applicable Provisions, if any, of the Companies Act, 2013; approval of members by way of special Resolution is sought through postal ballot for alteration of Main Object Clause of Memorandum of Association of the Company.

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under, the Company needs to delete the Other Objects Clause III C from the Memorandum of Association. The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.



A copy of the existing Memorandum of Association and Article of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days)except Saturdays(between 11:00 A.M. and 1:00 P.M. upto the last date for receiving the postal ballot forms.

The Board recommends passing of the Special Resolution set out at Item No. 1 of the Notice.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company.

Item No: 2

Owing to the change in main Object Clause of the company it is advisable to change the name of the company, as the old name is not in line with the revised objectives of the company.

Hence your Board recommends changing the existing name of the company to "**Tiaan Ayurvedic & Herbs Limited**". The Name approval Letter pertaining to the availability of the name "Tiaan Ayurvedic & Herbs Limited " has been duly obtained by the company from the office of the Registrar of Companies, Gujarat. By virtue of the above change in the Name clause of the company, it is required to alter its Memorandum of Association accordingly. Therefore Clause I of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause: I. The name of the company is "**TIAAN AYURVEDIC & HERBS LIMITED**".

The Board recommends passing of the Special Resolution set out at Item No. 2 of the Notice.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company.

Item No: 3

In order to comply with the provisions of Section 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013; the Company needs to alter the Liability Clause IV of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

The Board recommends passing of the Special Resolution set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company.



Item No: 4

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available on the website of the company.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

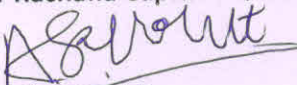
The Board recommends passing of the Special Resolution set out at Item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the company.

Date: 15th February, 2017

Place: Vadodara

By Order of the Board of Directors
for Rachana Capital and Securities Limited


Asmita Purohit
(Company Secretary)



RACHANA CAPITAL AND SECURITIES LIMITED

CIN No: L67120GJ1992PLC017397

Regd Office: 903, D Tower, Kalpvruksh Apartment, Opp. MGVCL Office, Gotri, Vadodara – 390021

Tel No: 0265-3192220 Website: www.rcasl.com Email Id: rachnacapital@gmail.com**Postal Ballot Form**

Registered Folio No	DP ID No	Client ID No	No. of Shares held

Name and Address of the Sole /
First named Shareholder :

Joint Holder's Name (if any) :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 15th February, 2017 by sending my/our assent or dissent to the said resolutions by placing a tick mark (√) in the appropriate box below:

Item No:	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution to Alter Main Object Clause by replacing the Existing Clause III A with the new Clause III A of Memorandum of Association of the Company and Deletion of Clause III C of Memorandum of Association of the Company			
2.	Special Resolution for Approval for change of name of the Company from "Rachana Capital and Securities Limited" to "Tiaan Ayurvedic & Herbs Limited" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:			
3.	Special Resolution to Amend The Liability Clause Of The Memorandum Of Association			
4.	Special Resolution to Adopt New Sets Of Articles Of Association As Per Companies Act, 2013			

Place:

Date:

(Signature of Shareholder)**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	USER ID	Password

Note: Please read carefully the instructions printed overleaf before exercising the vote through Postal Ballot form and through e-voting mode. , please refer the instructions for e-voting in the notice attached herewith.

RACHANA CAPITAL AND SECURITIES LIMITED

CIN No: L67120GJ1992PLC017397

Regd Office: 903, D Tower, Kalpvruksh Apartment, Opp. MGVCL Office, Gotri, Vadodara – 390021

Tel No: 0265-3192220 Website: www.rcasl.com Email Id: rachnacapital@gmail.com

INSTRUCTIONS FOR POSTAL BALLOT

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A member desiring to exercise his/her vote by postal ballot may send duly completed form in the enclosed self-addressed Business Reply Envelope. The envelope bears the name of Mr. S D Bhattbhatt (CP: 10427), a Practising Company Secretary, appointed as the Scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at 903, D Tower, Kalpvruksh Apartment, Opp. MGVCL Office, Gotri, Vadodara 390021 or at the Scrutinizer's address at M/s S Bhattbhatt & Co; Firm of Practicing Company Secretary at B-212, Atlantis K 10, Opp. Honest Restaurant, Near Genda Circle, Sarabhai Road, Vadodara – 390020.
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours i.e. 5.00 P.M. hours on Thursday, the 23rd March, 2017. A Postal Ballot Form received after this date and time will be strictly treated as if the reply from the member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal Ballot Form bearing (√) mark both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
7. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney; in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
8. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the duly completed Postal Ballot Form should also be accompanied by a certified copy of the Board Resolution/Authority together with the specimen signature(s) of the duly authorised signatory (ies).
9. A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
10. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Postal Ballot shall not be exercised by a proxy. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
11. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on 10th February, 2017.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point no. 4 above.
13. No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
14. Members are requested not to send any other paper along with the Postal Ballot Form (except those authorised by the Company) in the enclosed self-addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
15. The Resolutions, if assented by requisite majority, shall be considered as passed on Friday, the 24th March, 2017 (i.e. the date of Declaration of the Postal Ballot Result).

RACHANA CAPITAL AND SECURITIES LIMITED

CIN No: L67120GJ1992PLC017397

Regd Office: 903, D Tower, Kalpvruksh Apartment, Opp. MGVCL Office, Gotri, Vadodara – 390021

Tel No: 0265-3192220 Website: www.rcasl.com Email Id: rachnacapital@gmail.com

16. **E-VOTING:** The Company is pleased to provide E-Voting facility as an alternate for all the Shareholders of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member casts his vote through E-Voting facility as well as sends his vote through physical vote, the vote cast through physical Postal Ballot shall only be considered and the voting through E-Voting shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to electronic voting.

[E-voting instructions have to be provided here in detail in consultation with NSDL]

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Registered Folio No	DP ID No	Client ID No	No. of Shares held

Name and Address of the Sole /
First named Shareholder :

Joint Holder's Name (if any) :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 15th February, 2017 by sending my/our assent or dissent to the said resolutions by placing a tick mark (√) in the appropriate box below:

Item No:	Description	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution to Alter Main Object Clause by replacing the Existing Clause III A with the new Clause III A of Memorandum of Association of the Company and Deletion of Clause III C of Memorandum of Association of the Company			
2.	Special Resolution for Approval for change of name of the Company from "Rachana Capital and Securities Limited" to "Tiaan Ayurvedic & Herbs Limited" and consequent amendment to Memorandum of Association and Articles of Association and other documents of the Company:			
3.	Special Resolution to Amend The Liability Clause Of The Memorandum Of Association			
4.	Special Resolution to Adopt New Sets Of Articles Of Association As Per Companies Act, 2013			

Place:

Date:

(Signature of Shareholder)**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	USER ID	Password
105994 of Rachana Capital & Securities Limited		

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Note: Please read carefully the instructions printed overleaf before exercising the vote through Postal Ballot form and through e-voting mode. , please refer the instructions for e-voting in the notice attached herewith.

INSTRUCTIONS FOR POSTAL BALLOT

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. A member desiring to exercise his/her vote by postal ballot may send duly completed form in the enclosed self-addressed Business Reply Envelope. The envelope bears the name of Mr. S D Bhattbhatt (CP: 10427), a Practising Company Secretary, appointed as the Scrutinizer by the Board of Directors of the Company.
3. Postage on the Business Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot, if sent by courier or by Registered Post at the expense of the member will also be accepted. The Postal Ballot(s) may also be deposited personally at the Company's Registered office at 903, D Tower, Kalpvruksh Apartment, Opp. MGVCCL Office, Gotri, Vadodara 390021 or at the Scrutinizer's address at M/s S Bhattbhatt & Co; Firm of Practising Company Secretary at B-212, Atlantis K 10, Opp. Honest Restaurant, Near Genda Circle, Sarabhai Road, Vadodara – 390020.
4. The envelopes containing the Postal Ballot should reach the Scrutinizer not later than the close of business hours i.e. 5.00 P.M. hours on Thursday, the 23rd March, 2017. A Postal Ballot Form received after this date and time will be strictly treated as if the reply from the member has not been received.
5. A Member has to convey his/her assent or dissent in the Postal Ballot Form only. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal Ballot Form bearing (√) mark both the column will render the form invalid.
6. The Postal Ballot Form should be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected.
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all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

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[E-voting instructions have to be provided here in detail in consultation with NSDL]