



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: 24th March, 2017

Scrip Code: 540108

Company Symbol: RCSL

To,
Bombay Stock Exchange Limited
The Listing Department,
Floor 25, P.J. Towers,
Dalal Street, Mumbai 400001

Subject: Scrutinizer's Report on the Voting Results of Postal Ballot pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management & Administration) Rules 2014 & Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Section 110 of Companies Act, 2013 read with rule 22 of Companies (Management & Administration) Rules 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Scrutinizer's Report on the results relating to E-voting and voting through Postal Ballot.

Kindly acknowledge the same.

Thanking You,
Yours Faithfully,

For Rachana Capital and Securities Limited

R.K. Nizare
Rakesh Nizare
(Whole Time Director)

Encl: As above



Voting Results of E voting & Postal Ballot held from 22nd February, 2017 to 23rd March, 2017

Details of Voting Results as per Regulation 44 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015: Results of E Voting & Voting through Postal Ballot Paper.

Sr. No.	Particulars	Details
1.	Period of Postal Ballot & E voting	From 22 nd February, 2017 to 23 rd March, 2017
2.	Total Number of Shareholders on Record Date/Commencement of Book closing	1504

Details of the Agenda

Resolution No.	Details of Agenda	Ordinary/Special Resolution	Vote Cast in Favour	Vote Cast against	
	Special Business				
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	Special	1248309	--	Carried unanimously
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:	Special	1209524	--	Carried unanimously
3.	Amendment of The Liability Clause of The Memorandum of Association	Special	1209524	--	Carried unanimously
4.	Adoption of New Sets of Articles of Association As Per Companies Act, 2013	Special	1209524	--	Carried unanimously

Further, enclosed please find the Scrutinizer's Report in respect of the e-voting facility and physical voting facility through Ballot provided to the members of the Company.





Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Rachana Capital and Securities Limited
903, D Tower, Kalpvruksh Apartment,
Opp. MGVCL Office, Gotri Road,
Vadodara - 390021

Subject: Scrutinizer's Report on conducting Postal Ballot voting process through both E Voting & Voting through Postal Ballot papers pursuant Section 110 of Companies Act, 2013 read with rule 22 of Companies (Management & Administration) Rules 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

I, **S D Bhattbhatt**, a Practicing Company Secretary [ACS No. 11975, CP No. 10427], Proprietor of S. Bhattbhatt & Co; B-212, Atlantis K 10, Opp. Honest Restaurant, Near Genda Circle, Sarabhai Road, Vadodara, 390020 had been appointed as Scrutinizer by the Board of Directors of Rachana Capital and Securities Limited pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of conducting Postal Ballot voting process through both E Voting & Voting through Postal Ballot papers in respect of following resolution.

The Company has engaged National Securities Depository Limited ("NSDL") as the authorized agency to provide secured system for e-voting process.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to Voting through Electronic means (remote e-voting) and voting by using Ballots by the shareholders on the resolution proposed through Postal Ballot is the responsibility of the management. My Responsibility as a Scrutinizer is to ensure that the voting process both through the electronic means and by use of Postal Ballot Forms are conducted in a fair and transparent manner and render consolidated Scrutinizer's report of the Total Votes cast in favour or against if any, to the chairman on the resolutions, based on the reports generated from the electronic voting system provided by the National Securities Depository Limited (NSDL) and the report generated by use of ballot papers.

Further to the above, I submit my report as under:-

1. The E-voting period remained open from 22nd February, 2017 (9.00 A.M.) to 23rd March, 2017 (5.00 P.M.)





S Bhattbhatt & Co.

Company Secretaries

Office: 212, B-Tower, Atlantis - K 10, Opp. Honest Restaurant, Nr. Genda Circle, Vadodara - 390020.
Telefax.: 0265-2333455 Mobile : 9824250787 Email : suhasbrd@rediffmail.com

2. The Members of the Company as on the "Cut-off" date (record date for the purpose of e-voting i.e. 10th February, 2017) were entitled to vote on the resolutions (Item No. 1 to 4 as set out in the Postal Ballot Notice of the Company).
3. I have scrutinized the Physical Ballot Forms, and E -Voting and votes tendered therein as maintained in the register, in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.
4. I now submit my report as under, on the result of voting by postal ballot in physical and e voting, in respect of said resolutions:
 - 4.1 The Company completed on 20th February, 2017 the dispatch of Postal Ballot Notice & forms along with postage prepaid business reply envelopes to the Members, of the company, whose email id's were not registered with the Depositories/ Company and sent an email to those members, whose email id's were registered in the Register of Members/ Beneficiary Owners as on 10th February, 2017.
 - 4.2 Particulars of the Postal Ballot forms received from the Members have been entered in the register separately maintained for the purpose.
 - 4.3 The Postal ballot forms were kept under safe custody in sealed tempered proof ballot boxes, before commencing the scrutiny of such postal ballot forms.
 - 4.4 The ballot boxes were opened on 24th March, 2017 in my presence.
 - 4.5 The Postal Ballot forms were opened in my presence & scrutinized and the shareholding and the shareholding was matched/ confirmed with the Register of Members, of the Company/list of beneficial owners received from the Depositories as on 10th February, 2017.
 - 4.6 I have downloaded the e voting Report from National Securities Depository Limited (NSDL) website by using the Scrutinizer's Login ID and password on 23rd March, 2017 after 5.00 P.M.
 - 4.7 All Postal Ballot forms received upto the close of working hours i.e 5.00 P.M. on 23rd March, 2017 the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
 - 4.8 All votes casted on E voting Website of NSDL upto close of working hours i.e. 5.00 P.M on 23rd March, 2017 the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
 - 4.9 I did not find any defaced or mutilated ballot Paper.





- 4.10 The Postal Ballot papers were signed by any one of the joint – holders and in case of corporate members, by their duly authorized representative, in terms of their respective Board Resolutions.
5. A summary of the Postal Ballot Forms received and e voting for the resolutions given Postal Ballot notice is given below:

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.”

i) Voted **in favour** of the resolution:

Mode of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
E-voting	20	884949	70.89%
Voting through Postal Ballot Forms	8	363360	29.11%
Total	28	1248309	100%

ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
E-voting	Nil	Nil	Nil
Voting through Postal Ballot Forms	Nil	Nil	Nil

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





S Bhattbhatt & Co.

Company Secretaries

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(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."

i) Voted **in favour** of the resolution:

Mode of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
E-voting	19	846164	60.96%
Voting through Postal Ballot Forms	8	363360	30.04%
Total	27	1209524	100%

ii) Voted **against** the resolution:

Mode of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
E-voting	Nil	Nil	Nil
Voting through Postal Ballot Forms	Nil	Nil	Nil





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.”

i) Voted **in favour** of the resolution:

Mode of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
E-voting	19	846164	60.96%
Voting through Postal Ballot Forms	8	363360	30.04%
Total	27	1209524	100%

ii) Voted **in favour** of the resolution:

Mode of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
E-voting	Nil	Nil	Nil
Voting through Postal Ballot Forms	Nil	Nil	Nil





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."

i) Voted **in favour** of the resolution:

Voting Mode of	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
E-voting	19	846164	60.96%
Voting through Postal Ballot Forms	8	363360	30.04%
Total	27	1209524	100%

ii) Voted **in favour** of the resolution:

Mode of Voting	Numbers of members voted	Number of votes cast by them	% of Total number of valid votes cast
E-voting	Nil	Nil	Nil
Voting through Postal Ballot Forms	Nil	Nil	Nil

6. I shall hand over upon signing the minutes, the postal ballot forms and other related papers/ Registers and records for the safe custody to the Director authorized by Board, to supervise the Postal ballot Process.





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Company Secretaries

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7. Accordingly the above resolutions set out in Notice of Postal Ballot dated 15th February, 2017 stands approved by the members with requisite majority.
8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. You may accordingly declare the result of voting by postal ballot and e voting.

Thanking you,
Yours faithfully

Place: Vadodara

Date: 24th March, 2017

For S Bhattbhatt & Co.


S D Bhattbhatt
Practicing Company Secretary
AQS No. 11975
CP No.10427

