



(Formerly known as Rachana Capital & Securities Ltd)

27th September, 2018

To,
BSE Limited,
Listing Dept. /Dept. of Corporate Service,
Phiroz Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Security Code: 540108

Security ID: TAHL

Dear Sirs,

Sub: Submission of Annual Report for the Financial Year 2017-18

Pursuant to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirement) regulations 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2017-18 approved and adopted by the members as per the provision of the Companies Act, 2013, at the Annual General Meeting of the Company held on Thursday, the 27th September, 2018 at 10:00 a.m. Amantran Hall, Near Vadodara Airport, Harani, Shyam Nagar, Karelibagh, Vadodara – 390 022.

Yours faithfully,

Tiaan Ayurvedic & Herbs Limited,


Ranjitmal Rathod
Managing Director

Registered office: 405, Patel Ashwamegh Complex, Jetalpur Road, Near Dairy Den Circle, Sayajigunj, Vadodara, Gujarat- 390005

☎ 063590 93939

Corporate office: Crystal Plaza, 610- A-Wing, Opp. Infinity Mall, Link Road, Andheri (West), Mumbai- 400053. ☎ 98333 19639

✉ rachnacapital@gmail.com | 🌐 www.tiaanonline.com

CIN No.: L85100GJ1992PLC017397



TIAAN

AYURVEDIC & HERBS LIMITED

(Formerly known as Rachana Capital & Securities Ltd)

Board of Directors:

Mr. Ranjitmal Rathod	:	Chairman & Managing Director
Mr. Rakesh Nizare	:	Non-Executive Non-Independent Director (upto 13th April, 2018)
Mr. Sanjay Patel	:	Non Executive Independent Director (from 14th April, 2018)
Mr. Satish Bhagat	:	Non Executive Independent Director (from 18th Oct., 2017)
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

Key Managerial Personnel:

Mr. Vinod Sarda	:	Chief Financial Officer (w.e.f.14/11/2017)
Mr. Nitin Mistry	:	Company Secretary (w.e.f. 01/06/2017)

<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 (Formerly known as Rachana Capital & Securities Ltd)
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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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NOTICE

Notice is hereby given that the 26th 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 Thursday, the 27th September, 2018 at 10.00 A.M., at Amantran Hall, Near Vadodara Airport, Harani, Shyam Nagar, Karelibagh, Vadodara - 390022, Gujarat to transact the Following Businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018, Profit and Loss Account for the year ended 31st March, 2018, 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. Satish Bhagat(DIN:07967667) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Satish Bhagat(DIN:07967667), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 18th October, 2017 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 as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Satish Bhagat (DIN: 07967667), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 18th October, 2017 up to 17th October, 2022, be and is hereby approved."

3. To appoint Mr. Sanjay Patel, (DIN: 08099142) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Sanjay Patel, (DIN: 08099142), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th April, 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."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Sanjay Patel, (DIN: 08099142), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 14th April, 2018 up to 13th April, 2023, be and is hereby approved."

4.To appoint Mrs. Kajal Jain, {DIN: 08129655} as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Kajal Jain, {DIN: 08129655}, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th May, 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 her candidature for the office of Director, be and is hereby appointed a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies {Appointment and Qualifications of Directors} Rules, 2014, as amended from time to time, appointment of Mrs. Kajal Jain, {DIN: 08129655}, who has submitted a declaration that she meets the criteria for independence as provided in Section 149{6} of the Act and Regulation 16{b} of the SEBI {Listing Obligations and Disclosure Requirements} Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 24th May, 2018 up to 23rd May, 2023, be and is hereby approved.”

Place: Vadodara
Date: 14/08/2018

By order of the Board of Directors

Regd. Office:
405, Patel Ashwamegh Complex, (Formerly known as Rachana Capital & Securities Ltd)
Sayajigunj, Vadodara, 390 005.



(Nitin Mistry)
Company Secretary

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:

- (a) bring their copy of the Annual Report and Attendance Slip with them at the Annual General Meeting.
- (b) quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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

8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 24th September, 2018 to Thursday, the 27th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.

9. 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.

10. 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.

11. 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.

12. 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.

13. The Notice of the AGM along with the Annual Report 2017-18 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 2017-18 will also be available on the Company's website viz. www.tiaanonline.com.

14. The route map showing directions to reach the venue of the 26th AGM is annexed.

15. 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.

16. **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.

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{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 **21st September 2018**.

{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) 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.

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 Scrutiniser's report shall be placed on the Company's website viz. www.tiaanonline.com on the agency's website viz. www.cdslindia.com and communicated to BSE Limited, where shares of the Company are listed.

{I} The Instruction for shareholders voting electronically are as under:

{i} The voting period begins on **Monday, 24th September, 2018 at 9.00 a.m. and ends on Wednesday, 26th September, 2018 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. **21st September, 2018**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on **Wednesday, 26th September, 2018 at 5.00 p.m.**

{ii} The shareholders should log on to the e-voting website www.evotingindia.com.

{iii} Click on Shareholders.

{iv} 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.

{v} Next enter the Image Verification as displayed and Click on Login.

{vi} 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.

{vii} If you are a first time user follow the steps given below :

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

{viii} After entering these details appropriately, click on "SUBMIT" tab.

{ix} 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.

{x} For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

{xi} Click on the EVSN of Tiaan Ayurvedic & Herbs Ltd.

{xii} 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.

{xiii} Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

{xiv} 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.

{xv} Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

{xvi} You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

{xvii} 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.

{xviii} 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.

{xix} 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.

17. 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).

18. 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. **21st September, 2018** 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.

19. 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.

20. 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.

21. 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.

22. The entire Annual Report is also available on the Company's website www.tiaanonline.com.

23. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

24. The Requirement to place the matter relating to auditor appointment for ratification by the members at every Annual General Meeting is done away with vide notification dated May, 7 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of auditors, who were appointing in the Annual General Meeting held on September, 28 2017.



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

Name of Director	Satish Bhagat	Sanjay Patel	Kajal Jain
Date of Birth	14/01/1976	06/02/1986	27/06/1977
Nationality	Indian	Indian	Indian
Date of Appointment	18/10/2017	14/04/2018	24/05/2018
Expertise & Qualification	Graduate in Commerce from Nagpur University. Expertise includes Accounts, Stock broking Management, financial services like equity, commodity, insurance, mutual fund, portfolio Management.	Graduate from Gujarat University Experience in the field of Marketing of Ayurvedic and Herbs product.	Graduate from Mumbai Experience in the field of Ayurveda & Herbs Medicine.
Shareholding in Tiaan Ayurvedic & Herbs Limited (Formerly Known as Rachana Capital And Securities Limited)	Nil	Nil	Nil
List of outside directorship	Nil	Nil	Nil



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