



**Board of Directors**

Mr. Ranjitmal Rathod  
Mr. Rakesh Nizare  
Mr. Rajendra Chopra  
Mr. Dipesh Patel  
Ms. Dhvani Contractor  
Dr. Ashwini Ghogale  
Dr. Samadhan Kharate

- Managing Director (w.e.f. 18/05/2017)
- Non Executive Director (w.e.f. 18/05/2017)
- Non Executive Director (up to 08/11/2016)
- Independent Director
- Independent Woman Director (Up to 22/05/2017)
- Independent Director (w.e.f. 22/05/2017)
- Independent Director (w.e.f. 22/05/2017)

**Key Managerial Personnel:**

Ms. Grishma Shewale  
Ms. Asmita Purohit  
Mr. Nitin Mistry

- Company Secretary (up to 02/01/2017)
- Company Secretary (w.e.f. 27/01/2017 up to 10/04/2017)
- Company Secretary (w.e.f. 01/06/2017)

**Bankers:**

- Tamilnadu Mercantile Bank, Ahmedabad

**Auditors:**

- N.B. Sakhara & Co, Chartered Accountants, 47- Ambica Complex, Riya Chowk, Rajkot-360007.

**Registered Office**

- Registered Office: 903, D Tower, Kalpvr-uksh Apartment, Gotri Road, Vadodara-390021

**CIN**

- L85100GJ1992PLC017397

**Company Website:**

- <http://www.rcasl.com/>

**Share Transfer Agents:**

- MCS Share Transfer Agent Ltd, 101, Shatdal Complex  
1st Floor, Opp. Bata Showroom Ashram Road,  
Ahemdabad-380009

**Listed in Stock Exchange:**

- Bombay stock Exchange

**25<sup>TH</sup> ANNUAL REPORT OF TIAAN AYURVEDIC & HERBS LIMITED**  
**(Formerly Known as Rachana Capital and Securities Limited)**

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## **NOTICE**

Notice is hereby given that the 25<sup>th</sup> 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 28<sup>th</sup> September, 2017 at 12.30 P.M., at B-212, Atlantis K-10, Opp. Honest Restaurant, Genda Circle, Vadodara - 390007 to transact the Following Businesses:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Nizare (DIN 07143515), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Mehul M Shah & Co, Chartered Accountants (Firm Registration No. 141907W), be and is hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. N. B. Sakhara & Co., Chartered Accountants (Firm Registration No. 138942W), to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 30<sup>th</sup> AGM to be held in the year 2022, subject to ratification of their appointment at every AGM, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **Special Business:**

4. To appoint Mrs. Ashwini Ghogale, (DIN: 07822442) 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** Mrs. Ashwini Ghogale (DIN: 07822442), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd May, 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 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. Ashwini Ghogale (DIN: 07822442), 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 22<sup>nd</sup> May, 2017 up to 21<sup>st</sup> May, 2022, be and is hereby approved.”

5. To appoint Mr. Samadhan Kharate, (DIN: 07822456) 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. Samadhan Kharate, (DIN: 07822456), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22<sup>nd</sup> May, 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

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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. Samadhan Kharate, (DIN: 07822456), 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 22<sup>nd</sup> May, 2017 up to 21<sup>st</sup> May, 2022, be and is hereby approved.”

6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Ranjitmal Rathod (DIN: 007667173) as the Managing Director of the Company for the period of 3 years from 18<sup>th</sup> May, 2017 (the date of appointment) up to 17<sup>th</sup> May, 2020 upon terms & Conditions and whose office shall not be liable to retirement by rotation.”

Salary : 50,000/- per month which is eligible for revision on a date to be determined by the Board Governance, Nomination and Compensation Committee.

**Place: Vadodara**  
**Date: 10/08/2017**

**By order of the Board of Directors**

**(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 <http://www.rcasl.com> in the Investor Relations section.
- 8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 26th September, 2017 to Thursday, the 28th September, 2017 (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

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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 2016-17 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 2016-17 will also be available on the Company's website viz. <http://www.rcasl.com>
14. The route map showing directions to reach the venue of the 25th 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:**

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 by Companies (Management and Administration) Rules, 2015, ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with a facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by Electronic means and the business may be transacted through Electronic Voting (e-Voting) Services. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The voting period begins on, **Monday, 25<sup>th</sup> September, 2017 at 9.00 a.m. and ends on Wednesday, 27<sup>th</sup> September, 2017 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. **21<sup>st</sup> September, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on **Wednesday, 27<sup>th</sup> September, 2017**.

**The instruction for members for e-voting is as under:**

**A. In case of Members receiving E-mail:**

- (i) Open email and open PDF file viz; "Tiaan Ayurvedic & Herbs Limited 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 "REVEN" of "Tiaan Ayurvedic & Herbs 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.

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(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (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 suhasbrd@rediffmail.com or rachnacapital@gmail.com with a copy marked to evoting@nsdl.co.in

**B. In case of members receiving the physical copy of the Notice of AGM [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 Attendance Slip for the AGM: REVEN (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.

17. 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 download section of **www.evoting.nsdl.com** or call on toll free no.: **1800-222-990**.
18. 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.
19. 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).
20. 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, 2017.
21. 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, 2017 may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **rachnacapital@gmail.com**. However, 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 forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
22. 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.
23. Mr. S D Bhattbhatt, Company Secretary (Membership No. 11975), proprietor of M/s. S. Bhattbhatt & Co., Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
24. 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.
25. 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 three 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.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.rcasl.com](http://www.rcasl.com) and on the website of NSDL immediately after the declaration of result by the

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Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

27. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
28. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.
29. 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.
30. The entire Annual Report is also available on the Company's website [www.rcasl.com](http://www.rcasl.com).

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

<b>Name of Director</b>	<b>Ashwini Ghogale Ghogale</b>	<b>Samadhan Kharate</b>	<b>Ranjitmal Rathod</b>
Date of Birth	18/07/1987	16/01/1986	14/09/1955
Nationality	Indian	Indian	Indian
Date of Appointment	22/05/2017	22/05/2017	18/05/2017
Expertise & Qualification	M. D Ayurveda from Tilak Ayurved Mahavidyalay, Pune.  BAMS (Bachelor of Ayurveda, Medicine and Surgery) – MUHS, Expertise in Panchkarma, Ayurvedic Chikitsa, Ayurveda Shodhan Chikitsa	BAMS, MHA from Tilak Ayurved Mahavidyalay, Pune. He has expertise in Research in Ayuvedic Medicine.	B.Com, L.L.B From Mumbai University Expertise in herbs & it Processing Techniques.
Shareholding in Tiaan Ayurvedic & Herbs Limited (Formerly Known as Rachana Capital And Securities Limited)	Nil	Nil	Nil
List of outside directorship	Nil	Nil	Nil