



NOTICE

NOTICE is hereby given that an **EXTRAORDINARY GENERAL MEETING** of the Members of **NATURES BASKET LIMITED** will be held on Monday, 3rd November, 2014 at 10.00 a.m. in the Board Room, First Floor, at the Registered Office of the Company situated at Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai - 400 079 to transact the following business:-

SPECIAL BUSINESS:

1. Rights Issue of the Share capital of the Company as a Special Resolution:

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

"RESOLVED THAT pursuant to the provisions of Section 62 (1) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications, variation or re-enactment thereof), and subject to the Memorandum and Articles of Association of the Company and subject to such conditions and modifications as may be considered appropriate by the Board of Directors of the Company, consent of the members be and is hereby accorded to grant authority to the Board of Directors of the Company to exercise its powers as conferred by this resolution (to the extent permitted by law), to create, offer, issue and allot Equity shares to the existing members of the Company in one or more tranches, at such time or times, at such price or prices, as may be decided by the Board in its absolute discretion at the time of issue of Equity shares in one or more offerings/tranches, provided that the total number of Equity Shares that may be issued pursuant to this resolution shall not exceed Rs. 3,92,00,000 (Three Crore Ninety Two Lakh) divided into 39,20,000 (Thirty Nine Lakh Twenty Thousand) Equity shares of Rs. 10 each".

RESOLVED FURTHER THAT the approval is hereby accorded to the Board to issue and allot such number of Equity Shares as may be required to be issued and allotted or as may be necessary in accordance with the terms of the issue/ offering and all such Equity Shares shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to the above the Board of Directors and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary with regard to the said issue and /or allotment of the equity shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto for the purpose of giving effect to the above resolution".

By Order of the Board of Directors



Sushma Shukla
Sushma Shukla
Company Secretary

Mumbai, 6 October, 2014

REGISTERED OFFICE:

Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079

NATURES BASKET LTD.

Regd. Office : Pirojshanagar, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079.
Tel. : +91 22 2519 7788 Fax : +91 22 2519 7240 EMAIL : naturebasket@godrejnb.com WEBSITE : www.naturebasket.co.in
CIN : U15310MH2008PLC182816

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% 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 proxy for any other shareholder. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. All documents referred to in the accompanying notice and the statement shall be open for inspection at the Registered Office of the Company during normal business hours from 10 a.m. to 1 p.m. on all working days, up to and including the date of the Extraordinary General Meeting of the Company and will also be available for inspection at the meeting.
5. Members/Proxies are requested to bring their duly filled attendance slip sent herewith at the meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013**Item No. 1**

The Company proposes to increase its capital base for the financing and expansion objectives of the Company as well as to pursue new opportunities, repayment of borrowings, working capital requirement, capital expenditure and also promotional as well as brand building exercise by way of issue of new equity shares on right basis to the existing members of the Company in one or more tranches.

Further the Articles and Memorandum of Association of the Company mandates approval of members through special resolution in general meeting for issuing equity shares to the members of the Company.

Resolution at Item No. 1 seeks to empower the Board to issue Equity shares by way of Rights Issue to the existing members of the Company in one or more tranches, such that the total no. of shares issued pursuant to this resolution shall not exceed Rs. 3,92, 00,000 (Three Crore Ninety Two Lakh) divided into 39,20,000 (Thirty Nine Lakh Twenty Thousand) Equity shares of Rs. 10 each.

The Resolution at Item no.1 seeks to give the Board powers to issue equity shares to the members of the Company, in one or more tranches, at such time or times, at such price or prices and to the members of the Company, as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion.

**NATURES BASKET LTD.**



NATURE'S BASKET

The Resolution at Item no.1, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the members of the Company.

None of the Directors except Ms. Tanya Dubash are in any way concerned or interested in the aforesaid business item.

The Board of Directors accordingly recommend the special resolution set out at Item No. 1 of the Notice for your approval.

REGISTERED OFFICE:

Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079
Tel: + 91 22 2519 7788 Mumbai,
6 October, 2014

By Order of the Board of Directors

Sushma Shukla
Company Secretary



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