

NOTICE

NOTICE is hereby given that an **EXTRAORDINARY GENERAL MEETING** of the Members of **NATURES BASKET LIMITED** will be held on Thursday, 12th March, 2015 at 9.30 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. **Adoption of new set of Articles of Association of the Company in conformity with the Companies Act, 2013 as 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 5, 14 and all 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 existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT Board of Director/s and Company Secretary of the Company, be and are hereby Jointly and / or severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/ forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

2. **Increase in Authorized Share capital of the Company as 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 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for time being in force), if any, consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 1,550,000,000/- (Rupees One Hundred and Fifty Five Crore only) divided into 155,000,000 (Fifteen Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 1,650,000,000/- (Rupees One Hundred and Sixty Five Crore only) divided into 165,000,000 (Sixteen Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT, the Board of Directors and the Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

3. **Amendment in the Memorandum of Association of the Company as an Ordinary 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 13 and other applicable provisions, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for time being in force) if any, consent of the members be and is hereby accorded to amend the Memorandum of Association of the Company by substituting following clause V (i) in place of the existing:

**NATURES BASKET LTD.**

V.(i) The Authorized Share Capital of the Company is 1,650,000,000/- (Rupees One Hundred and Sixty Five Crore only) divided into 165,000,000 (Sixteen Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT the amended Memorandum of Association of the Company be and is hereby adopted.

RESOLVED FURTHER THAT, the Board of Directors and the Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

4. 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. 9,10,00,000 (Nine Crore Ten Lakh) divided into 91,00,000 (Ninety One Lakh) 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 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



Mohit Khattar

Mohit Khattar
Managing Director
DIN: 02673201

Mumbai, 5 March, 2015

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 11 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 existing Articles of Association (AoA) of the Company is based on the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of AoA. The new set of AoA to be substituted in place of the existing AoA is based on Table F of Schedule I of the Companies Act, 2013 which sets out the model AoA for a Company limited by shares and also carries forward certain provisions from the existing AoA suitably rephrased and which are not in conflict with the provisions of the Companies Act, 2013. The draft set of AoA is available for inspection to the shareholders at the registered office of the Company during office hours on all working days (except Saturdays, Sundays and Public Holidays) upto the date of the Extraordinary General Meeting. None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the said resolution.

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



NATURES BASKET LTD.

