



NATURES BASKET LIMITED

Reg. Office: Pirojshanagar, Eastern Express Highway,
Vikhroli (E), Mumbai – 400 079

NOTICE

NOTICE is hereby given that an **EXTRAORDINARY GENERAL MEETING** of the Members of **NATURES BASKET LIMITED** will be held on Monday, 16th March, 2015 at 11.00 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. Appointment of Mr Arumugam Mahendran as an Independent Director of the Company :

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 Sections 149 ,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the members of the Company be and is hereby accorded for appointment of Mr. Arumugam Mahendran (DIN: 00242423), as an Independent Director of the Company for a period of Five years with effect from the date of this Extraordinary General Meeting i.e., 16 March, 2015.

2. Appointment of Mr Sandeep Barasia as an Independent Director of the Company :

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 Sections 149 ,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force) and subject to such other approvals as may be required, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, as an Independent Director of the Company not liable to retire by rotation, consent of the members of the Company be and is hereby accorded for appointment of Mr. Sandeep Barasia (DIN: 01432123), as an Independent Director of the Company for a period of Five years with effect from the date of this Extraordinary General Meeting i.e., 16 March, 2015.

Mumbai, 26 February, 2015

By Order of the Board of Directors

REGISTERED OFFICE:

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



Mohit Khattar

Mohit Khattar
Managing Director
DIN: 02673201

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

In accordance with the provisions of Section 149 of Companies Act, 2013 and Rule 4 of The Companies (Appointment and Qualification of Directors) Rules 2014, which came into effect from 1 April, 2014 every public Company having paid up share capital of Rupees Ten Crores rupees or more or Turnover of Hundred crores or more or aggregate outstanding loans, debentures and deposits are exceeding fifty crores or more, is required to have at least one-third of the total number of directors as Independent Directors who are not liable to retirement by rotation and who shall hold office for a term of consecutive five years.

The Company had appointed Mr Arumugam Mahendran as non-executive Director, liable to retire by rotation under the Companies Act, 1956. Consequent to the applicability of the Companies Act, 2013, it is proposed to appoint Mr. Arumugam Mahendran as Independent Director of the Company for a term of consecutive five years with effect from the date of the Extraordinary General Meeting i.e., 30 March 2015 till 29 March, 2020. The Company has received consent from Mr. Mahendran and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013.

In this regard a requisite notice in writing from a member has been received proposing appointment of Mr. Mahendran as candidate for the office of Independent Director of the Company.

Prithvi Chatterjee



NATURES BASKET LTD.



NATURE'S BASKET

Item No. 2

In accordance with the provisions of Section 149 of Companies Act, 2013 and Rule 4 of The Companies (Appointment and Qualification of Directors) Rules 2014, which came into effect from 1 April, 2014 every public Company having paid up share capital of Rupees Ten Crores rupees or more or Turnover of Hundred crores or more or aggregate outstanding loans, debentures and deposits exceeding fifty crores or more, is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retirement by rotation and who shall hold office for a term of consecutive five years.

Consequent to the applicability of the Companies Act, 2013, it is proposed to appoint Mr. Sandeep Barasia as an Independent Director of the Company for a term of consecutive five years with effect from the date of the Extraordinary General Meeting i.e., 30 March 2015 till 29 March, 2020. The Company has received consent from Mr. Barasia and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013.

In this regard a requisite notice in writing from a member has been received proposing appointment of Mr. Barasia as candidate for the office of Independent Director of the Company.

None of the Directors are in any way concerned or interested in the aforesaid business items 1 and 2.

The Board of Directors accordingly recommend the special resolution set out at Item No. 1 and 2 of the Notice for your approval.

Both the Directors (item 1 and 2) are Independent of the management and in the opinion of the Board they fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Other than the Independent Directors of the Company, none of the Directors, key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Resolutions as set out in item number 1 & 2 of this Notice. The Board recommends the Ordinary Resolutions as set out at item no. 1 and 2 of the Notice for approval of members.

A brief profile along with other details of the Independent Directors are provided at the end of this statement.

Mumbai, 26 February, 2015

REGISTERED OFFICE:

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

By Order of the Board of Directors



Mohit Khattar

Mohit Khattar
Managing Director
DIN: 02673201

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