



NOTICE

NOTICE is hereby given that the **EXTRAORDINARY GENERAL MEETING** of the Members of **NATURES BASKET LIMITED** will be held on Friday, 5th August, 2016 at 12:30 p.m. at the Registered Office of the Company situated at Godrej One, 3rd floor, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai – 400 079 to transact the following business:-

SPECIAL BUSINESS:

1. 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. 2,700,000,000/- (Rupees Two Hundred and Seventy Crore only) divided into 270,000,000 (Twenty Seven Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 3,050,000,000/- (Rupees Three Hundred and Five Crore only) divided into 305,000,000 (Thirty 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."

2. 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:

V. (i) The Authorized Share Capital of the Company is 3,050,000,000/- (Rupees Three Hundred and Five Crore only) divided into 305,000,000 (Thirty 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."

3. 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



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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.38,00,00,000 (Thirty Eight Crore) divided into 3,80,00,000 (Three crore Eighty Lacs) 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
For Nature's Basket Limited




Sushma Shukla
Company Secretary

Mumbai, 10 June, 2016

REGISTERED OFFICE:

Godrej One, 3rd floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079

NATURES BASKET LTD.

Regd Office :- Pirojshanagar, Gate No. 2, Eastern Express Highway, Vikhroli (East), Mumbai - 400 079.

Tel : + 91 22 2519 7788 Fax : + 91 22 2519 7240 EMAIL : naturesbasket@godrejnb.com WEBSITE : www.naturesbasket.co.in



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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 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&2

In order to enable the Company to raise additional short-term finance by issue of securities/equity shares to the shareholders of the Company, the existing Authorised Share Capital may not be sufficient for the purpose. It is therefore considered necessary to increase the Authorised Share Capital of the Company to the extent mentioned in item No. 1 of the Notice, with the consequential alterations in the Capital Clauses of the Memorandum of Association as also the Articles of Association of the Company as set out in item 2 of the Notice. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for the alteration of Capital Clause of the Memorandum of Association and the Articles of Association of the Company and accordingly the Board recommends the relevant resolutions for the approval of the Members. None of the Directors of the Company or key managerial personnel or their relatives is, in any way, concerned or interested in the resolutions.

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



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Item No.3

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. 3 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. 38,00,00,000 (Thirty Eight Crore) divided into 3,80,00,000 (Three Crore Eighty Lacs) Equity shares of Rs. 10 each.

The Resolution at Item no.3 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)/offer(ing)s will be determined by the Board in its sole discretion.

The Resolution at Item no.3, 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. 3 of the Notice for your approval.

By Order of the Board of Directors
For Nature's Basket Limited



Sushma Shukla
Sushma Shukla
Company Secretary

REGISTERED OFFICE:

Godrej One, 3rd floor,
Pirojshanagar, Eastern Express Highway,
Vikhroli (East), Mumbai - 400 079
Tel: + 91 22 2519 7788 Mumbai,
10 June, 2016

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