



NOTICE

NOTICE is hereby given that the EXTRA ORDINARY GENERAL MEETING of the Members of NATURES BASKET LIMITED will be held on Monday 14th Day of July, 2014 at 12.30 P.M. in the Board Room, First Floor, at the Registered Office of the Company, Pirojshanagar, Eastern Express Highway, Vikhroli (E), Mumbai – 400 079, to transact the following business:-

SPECIAL BUSINESS:

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

1. Increasing the borrowing limit of the Company from Rs. 50 Crores to Rs. 88 Crores

"RESOLVED THAT in supersession of the resolutions adopted at the meetings of the Members of the Company held on September 29, 2011, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof constituted in this regard) under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof) and applicable laws, rules and regulations, guidelines etc., if any, to borrow money for the purposes of the business of the Company as may be required from time to time either in foreign currency and / or in Indian rupees, as may be deemed necessary, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the money already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) at any time shall not exceed in aggregate ` 88,00,00,000 (Rupees Eighty Eight Crore only) irrespective of the fact that such aggregate amount of borrowings outstanding at any one time may exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do or cause to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution."

2. Creation of Charges

"RESOLVED THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof) the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee thereof constituted for this purpose) to create such charges, mortgages and hypothecations in addition to existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future and in such form and manner as the Board may deem fit in favour of Banks/Financial Institutions/Agents/Trustees etc. (hereinafter referred to as "Lenders") for securing the borrowings availed/to be availed by way of rupee/foreign currency loans, other external commercial borrowings, issue of debentures / Bonds etc. on such terms and conditions as may be mutually agreed with the Lenders of the Company towards security for borrowing of funds for the purposes of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the Lenders the requisite agreement, documents, deeds and writings for borrowing and/ or creating the aforesaid mortgage(s) and/ or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolutions."

Mumbai: 19th June, 2014

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

By Order of the Board of Directors


Mr. Mohit Khattar
Managing Director
DIN: 02673201



NOTES:

- (1) The relative Explanatory Statement pursuant to Section 102 in respect of business under Item No. 1 & 2, as set out in the Notice is annexed hereto.
- (2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FOURTY EIGHT HOURS BEFORE THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
- (3) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of its Board Resolution authorizing its representative to attend and vote on their behalf at the Meeting.
- (4) The Register of Directors' and Key Managerial Personnel and their shareholding Section 170 of the Companies Act, 2013 and the Register of Contracts, maintained under section 88 of the Companies Act, 2013 will be available for inspection by the Members at the Meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 & 2

At the meeting of the Members of the Company, held on 29th September, 2011 the members had pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956 had approved by way of Special Resolution increase in the borrowing limits and authorise the Board of Directors of the Company to borrow from time to time, a sum of money (apart from temporary loans obtained from bankers in the ordinary course of business) in excess of the aggregate of the paid up capital of the Company and its free reserves.

Section 180(1)(c) of the Companies Act, 2013 effective from 12th September 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of Company accorded by way of a Special Resolution. Therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 & 2 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of paid up share capital and free reserves of the Company.

Approval of members is being sought to borrow money not exceeding Rs 88 Crores (Rupees Eighty Eight Crores only) of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1 & 2.

Your Directors recommend the resolution at Item No.1 & 2 for your approval.

Mumbai: 19th June, 2014

REGISTERED OFFICE:

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