

AYURVEDAGRAM HERITAGE WELLNESS CENTRE PRIVATE LIMITED
Regd.Off: Hemmandanahalli, Samethanahalli Post, Whitefield, Bengaluru-560 067.
Ph: +91 (80)27945430-33 Fax: +91(80)027945427
Email: response@ayurvedagram.com Website: www.ayurvedagram.com
(CIN: U74140KA2003PTC031511)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 21st Annual General Meeting of the Members of **Ayurvedagram Heritage Wellness Centre Private Limited** will be held on Wednesday, 18th September, 2024 at 10.30 A.M at Hemmandanahalli, Samethanalli Post, Whitefield, Bangalore-560067 to transact the following business:

ORDINARY BUSINESS

1. To consider, approve and adopt the audited Financial Statements of the Company comprising the Balance Sheet as on March 31, 2024, Statement of Profit & Loss and Cash Flow Statement and Notes thereto for the financial year ended on March 31, 2024 together with the Report of the Board of Directors and Auditors' thereon.
2. Appointment of Mr. Anand Subramanian (DIN: 00064083) as Director liable to retire by rotation and who has offered himself for re-appointment
3. Appointment of Mr. Arunkumar Kunjupanicker Sreerangam (DIN: 00244462) as Director liable to retire by rotation and who has offered himself for re-appointment
4. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 139(1) of the Companies Act,2013,Companies (Auditand Auditors)Rules 2014,and other applicable provisions of the Companies Act, 2013, M/s S.V Sabareesan & Co. Chartered Accountants, Bengaluru (Firm Registration Number: 013995S) be and is hereby re-appointed as statutory auditors of the company for the period from 2024-2025 to 2028-2029 , to hold office from the conclusion of the 21st Annual General Meeting to the conclusion of 26th Annual General Meeting,on a remuneration as may be decided by the board from time to time in consultation with the said Auditors.”

SPECIAL BUSINESS

5. Appointment of Mr. Rajesh Sharma (DIN: 00811525) as Director

To consider and, if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Sections 161 (1) and all other applicable provisions, if any of Companies Act, 2013 and Rules made thereunder, Mr. Rajesh Sharma (DIN: 00811525) who was appointed as an Additional Director on the Board with effect from 14.11.2023 pursuant

to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as Director.

6. Appointment of Mr. Manikandan Achuthan (DIN: 08893374) as Director

To consider and, if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Sections 161 (1) and all other applicable provisions, if any of Companies Act, 2013 and Rules made thereunder, Mr. Manikandan Achuthan (DIN: 08893374) who was appointed as an Additional Director on the Board with effect from 22.12.2023 pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as Director.

7. Appointment of Mr. Piyush Kumar Rathie (DIN 07636091) as Director

To consider and, if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Sections 161 (1) and all other applicable provisions, if any of Companies Act, 2013 and Rules made thereunder, Mr. Piyush Kumar Rathie (DIN 07636091) who was appointed as an Additional Director on the Board with effect from 22.12.2023 pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as Director.

8. APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED OF

To consider and, if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any by group company, promoter/promoter group including holding/parent company or any other person in which any of the Directors of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs. 100 Crores [Rupees One Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

9. TO MAKE INVESTMENT, GRANT LOANS, PROVIDE SECURITY AND GUARANTEES

To consider and, if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to the Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for making investments or give loan to any person or other body corporate or give any guarantee or provide security in connection with a loan to any person or any other body corporate whether existing or to be formed and/ or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of the limits specified under Section 186 of the Companies Act, 2013 upto an aggregate amount not exceeding Rs.500 Crores (Rupees Five hundred crore only) over and above sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more."

Place: Bangalore

Date: 12th August 2024

By order of the Board of Directors

Sd/-

Anand Subramanian

Director (DIN: 00064083)

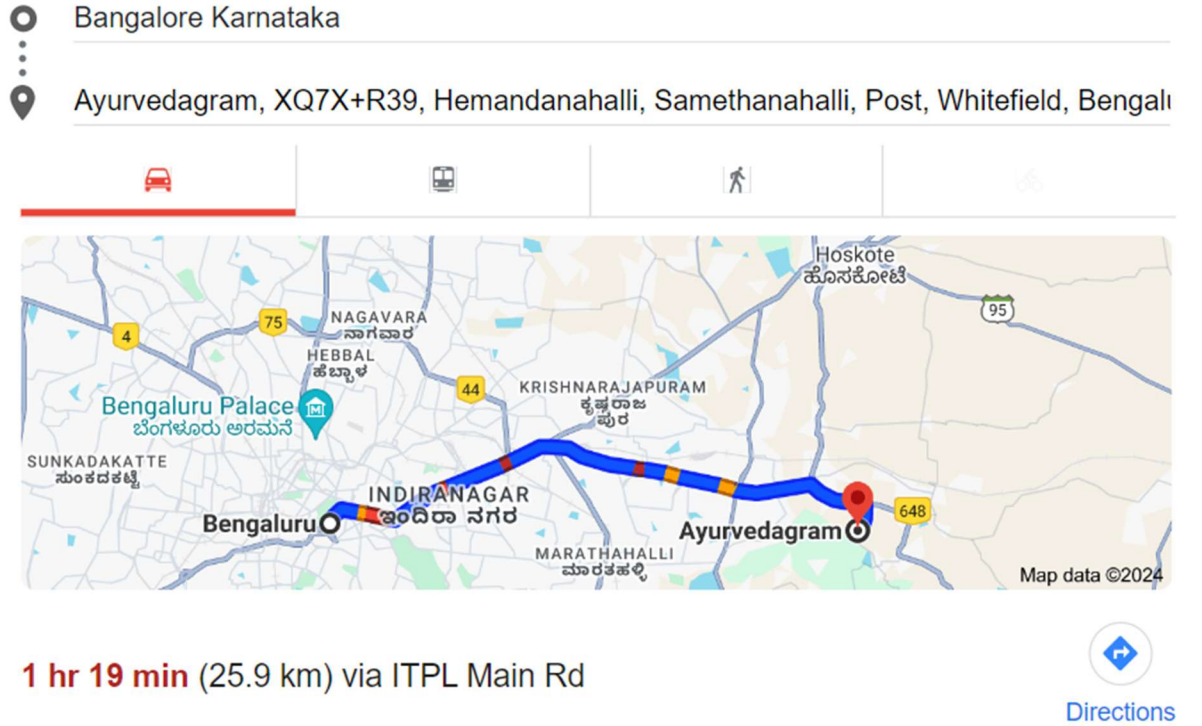
Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A blank form of proxy is enclosed and if intended to be used, should be lodged with the Company at the Registered Office at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited Companies, societies etc. must be supported by appropriate resolutions / authority as applicable. A person can act as proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 person or shareholder.

3. The members are requested to notify immediately change of address, if any, to the Company's registered office. While communicating to the Company, please quote the folio number.

4. The Route map of Annual General Meeting Venue is provided below.

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 5:

Mr. Rajesh Sharma (DIN: 00811525) was appointed as Additional Director to the Board with effect from 14.11.2023, to hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Rajesh Sharma (DIN: 00811525) can hold office only up to the date of next Annual General Meeting (AGM) or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Rajesh Sharma (DIN: 00811525) for the office of Director.

Accordingly, the Board of Directors recommend the resolution in relation to the appointment of Mr. Rajesh Sharma (DIN: 00811525) as Director.

Other than Mr. Rajesh Sharma, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice.

Documents pertaining to items in special business can be inspected at the registered office during working hours upto and including the date of the Annual General Meeting as well as electronically.

Item 6:

Mr. Manikandan Achuthan (DIN: 08893374) was appointed as Additional Director to the Board with effect from 22.12.2023, to hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Manikandan Achuthan (DIN: 08893374) can hold office only up to the date of next Annual General Meeting (AGM) or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Manikandan Achuthan (DIN: 08893374) for the office of Director.

Accordingly, the Board of Directors recommend the resolution in relation to the appointment of Mr. Manikandan Achuthan (DIN: 08893374) as Director.

Other than Mr. Manikandan Achuthan, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

Documents pertaining to items in special business can be inspected at the registered office during working hours upto and including the date of the Annual General Meeting as well as electronically.

Item 7:

Mr. Piyush Kumar Rathi (DIN 07636091) was appointed as Additional Director to the Board with effect from 22.12.2023, to hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Piyush Kumar Rathi (DIN 07636091) can hold office only up to the date of next Annual General Meeting (AGM) or the last date on which the AGM should have been held, whichever is earlier and is eligible for appointment.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member signifying his intention to propose the candidature of Mr. Piyush Kumar Rathi (DIN 07636091) for the office of Director.

Accordingly, the Board of Directors recommend the resolution in relation to the appointment of Mr. Piyush Kumar Rathi (DIN 07636091) as Director.

Other than Mr. Piyush Kumar Rathi, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the notice.

Documents pertaining to items in special business can be inspected at the registered office during working hours upto and including the date of the Annual General Meeting as well as electronically.

Item 8:

The Company, may have to render support for the business requirements of group company, promoter/promoter group including holding/parent company or any other person in which any of the Directors of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company is required to obtain approval of shareholders for the same.

The details in regard are as follows:

Sl. No.	Particulars	Remarks
1	full particulars of the loans given, or guarantee given or security provided	Giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any by group company, promoter/promoter group including holding/parent company or any other person in which any of the Directors of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs. 100 Crores [Rupees One Hundred Crores Only] at any point in time.
2	the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security and any other relevant fact	The loan or guarantee or security is proposed to be utilised by the recipient of the loan for its business and working capital needs thus ensuring it would be used for principal business activities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or security in connection with the loans taken or to be taken by the aforesaid Entities.

Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/ accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board of Directors recommends the resolution given in this Notice for your approval as a Special Resolution. None of the Directors of the Company, key managerial personnel or any of their relatives are concerned or interested in the above proposed resolution, except to the extent of their equity holdings and Directorships in the Company, if any.

Documents pertaining to items in special business can be inspected at the registered office during working hours upto and including the date of the Annual General Meeting.

Item 9

As per Section 186 of Companies Act, 2013, a Company can invest/ provide loans or give guarantee or provide security in connection with loan to any person or body corporate upto 60% of its paid up share capital, free reserves and securities premium or 100% of its free reserves and securities premium account, whichever is higher.

Investment/loans/guarantees/ providing security over and above the limit mentioned in the Section 186 (2), requires approval of the members of the Company through a special resolution. The Board of Directors is seeking approval of the members to make investment, or grant loan or give guarantee or provide security in connection with a loan to any person or any other body corporate whether existing or to be formed and/ or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of the limits specified, under Section 186 of the Companies Act, 2013 upto an aggregate amount not exceeding Rs. 500 crores (Rupees Five hundred crore only) over and above sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

The Board of Directors recommends the resolution given in this Notice for your approval as a Special Resolution. None of the Directors of the Company, key managerial personnel or any of their relatives are concerned or interested in the above proposed resolution, except to the extent of their equity holdings and Directorships in the Company, if any.

Documents pertaining to items in special business can be inspected at the registered office during working hours upto and including the date of the Annual General Meeting.

Disclosure as per Secretarial Standard 2

As per Secretarial Standard 2, the following information is provided:

Particulars	Information	Information	Information	Information	Information
Name	Mr. Anand Subramanian (DIN: 00064083)	Mr. Arunkumar Kunjupanicker Sreerangam (DIN: 00244462)	Mr. Rajesh Sharma (DIN: 00811525)	Mr. Manikandan Achuthan (DIN: 08893374)	Mr. Piyush Kumar Rathi (DIN 07636091)
Age	52	66	61	54	40
Qualifications	Chartered Accountant	BCom	PG in Business Management	Graduate	Post Graduate
Experience	Mr. Anand Subramanian is	35 years in Ayurveda Industry.	Rajesh Sharma is a well-known	30 years in the industry	15 years in the industry

	<p>professionally qualified as a Chartered Accountant. He has worked with Arthur Andersen and involved in Taxation and Corporate Advisory services. Subsequently he joined Infosys Ltd and later to RSM & Co, Chartered Accountants. He is involved in financial planning and strategic initiatives of the Company.</p>		<p>resident of Jammu with deep roots in the society. He has actively contributed for the well-being of his people and is associated with various charitable causes. He has been active at the industry level and has espoused the cause of the development of Jammu and Kashmir on various platforms. He is currently serving as Co-Chairman of the Federation of Indian Chambers of Commerce & Industry (FICCI), J&K, and is also a past Chairman of the Confederation of Indian Industry (CII), J&K. He is actively setting up industrial plants in Jammu and has been associated with various multinational Companies like PepsiCo, Wrigley, Parle, Punjab MilkFed, Samsonite, etc. He has been a Logistic Service Provider for over 30 years and is doing sales and</p>	
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			marketing of juices and packaged drinking water under his own brands. His operations are spread over J&K, Punjab, Himachal Pradesh, Delhi, and Chandigarh		
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per Item 2	As per Item 3	As per Item 5	As per Item 6	As per Item 7
Remuneration last drawn					
Date of first appointment on Board	20/09/2014	06/04/2004	14/11/2023	22/12/2023	22/12/2023
Shareholding in company	1 share	292500 shares	NIL	1 share	Nil
Relationship with other Directors	NIL	YES, HUSBAND OF SANGEETHA ARUNKUMAR	NIL	NIL	NIL
Number of Meetings of Board attended	10 out of 10	10 out of 10	05 out of 05	03 out of 03	03 out of 03
Other Directorships	Ayusante Lifecare India Private Limited	ALL-SEASON HERBS PRIVATE LIMITED	SKIPPER OVERSEAS PRIVATE LIMITED	ARUDRAMA DEVELOPMENTS PRIVATE LIMITED	ASHA MEDICAL FOUNDATION PVT LTD
Memberships /Chairmanships of Committees of other Boards	Katra Liquor Private Limited		GLOBAL AGRI SYSTEM PRIVATE LIMITED	ASHA MEDICAL FOUNDATION PRIVATE LIMITED	
	Mason and Summers Marketing Service Private Limited			KATRA VIRAT PRIVATE LIMITED	
	Katra Holding Private Limited		SRA FOOD & BEVERAGES PRIVATE LIMITED	MASON AND SUMMERS MARKETING SERVICE PRIVATE LIMITED	
	Katra Phytochem (India) Private Limited		TRIKUTA HEALTH & MEDICARE PRIVATE LIMITED	KATRA HOLDING PRIVATE LIMITED	
	Mason and Summers Alcobev Private Limited			KATRA WILHELMSSEN LOGISTICS PRIVATE LIMITED	
	Arudrama Developments Private Limited			KATRA PHYTOCHEM (INDIA) PRIVATE LIMITED	
	Katra Wilhelmsen Logistics Private Limited			MASON AND SUMMERS ALCOBEV PRIVATE LIMITED	
	Katra Marine Private Limited				
	Mason and Summers Leisure Private Limited				
	Renovel Discoveries Private Limited				
	Kal Ayurveda Research & Education Foundation				
	Global Nutrifood Private				

	Limited Asha Medical Foundation Private Limited Avan Agro-Tech Private Limited Audit Committee- Member - Kerala Ayurveda Ltd Stakeholders Relationship Committee- Member - Kerala Ayurveda Ltd				
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On behalf of the Board of Directors

Date: 12th August, 2024

Ramesh Vangal

Anand Subramanian

Sd/-
Director
DIN: 00064018

Sd/-
Director
DIN:00064083