



PATANJALI

# PATANJALI AYURVED LIMITED

(CIN : U24237DL2006PLC144789)

An ISO 9001 : 2015, 14001 : 2015, 22000 : 2018, 45001 : 2018 / Ayush Premium Mark / Agmark / EIA / GMP Certified Company



## NOTICE

**NOTICE** is hereby given that the 15<sup>th</sup> Annual General Meeting of the Members of Patanjali Ayurved Limited will be held on Monday, 20<sup>th</sup> day of September, 2021 at 04:00 P.M. at the Registered Office of the Company situated at : D-26, Pushpanjali, Bijwasan Enclave, New Delhi-110061 to transact the following business: -

### ORDINARY BUSINESS: -

- A.** To receive, consider and adopt the Audited Standalone Annual Financial Statements as on 31<sup>st</sup> March, 2021 alongwith the reports of the Board of Directors and Auditors thereon.  
**B.** To receive, consider and adopt the Audited Consolidated Financial Statement of Company for the Financial Year ended 31<sup>st</sup> March, 2021 and Report of Auditors' thereon.
- To consider, and if thought fit, to appoint Swami Muktanand (DIN – 01778508) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. Ratification of the remuneration of the cost auditor M/s Balwinder & Associates

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION (S):-**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and rules made thereunder (as amended upto date) and other applicable provisions (including any modification or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013, the remuneration of Rupees 7,00,000/- (Seven Lakh Only), as approved by the Board of Directors and set out in the Statement annexed to the Notice, to be paid to M/s Balwinder & Associates, Practicing Cost Accountants (Firm Registration No. 000201), appointed to conduct the audit of cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified.”

#### 4. Alteration Of Articles of Association

To consider and if thought fit, to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION (S):-**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

**Regd. Office :** D-26, Pushpanjali, Bijwasan Enclave, New Delhi - 110061 (INDIA) **Page 1 of 13**

**Corporate Office :** Patanjali Food & Herbal Park, Vill.-Padartha, Haridwar-Laksar Road, Haridwar-249404, Uttarakhnad, (INDIA)

**Contact :** +91-1334-265370, **E-mail :** feedback@patanjaliayurved.org, **Web. :** www.patanjaliayurved.org

The existing Article No. 11, 12(ii) are replaced with the new Articles as under and existing Article No. 92 shall be omitted from the Articles of Association of the Company:

Existing Article	New Article
11. A certificate, issued under the common seal of the Company, specifying the shares held by any person, shall be prima facie evidence of the title of the person to such shares.	11. A certificate, signed by two directors or by a director and the Company Secretary, specifying the shares held by any person, shall be prima facie evidence of the title of the person to such shares.
12 (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.	12 (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary

**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary, be and is hereby authorised to do all such acts, deeds and things as are necessary to give effect to the resolution.”

#### 5. Issuance of Non-Convertible Debentures (NCD)/Bonds/Other instruments

To consider and if thought fit, to pass with or without modifications, the following resolution as **SPECIAL RESOLUTION (S):-**

“**RESOLVED THAT** pursuant to the provisions of section 42, section 71, and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (hereinafter collectively referred to as “the Rules”) including any Statutory modification/amendment thereto or re-enactment thereof for the time being in force, the relevant provision(s) of the Memorandum & Articles of Association of the Company, and subject to such other approvals, as may be necessary and subject to such modifications as may be prescribed while granting such approvals, which may be agreed to by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to make an offer(s) or invitation(s) for subscription of Non-convertible Debentures (NCD) including but not limited to Subordinated Debentures, bonds, and/or other debt securities, etc. on Private Placement basis for an amount not exceeding Rs.300,00,00,000/- (Rupees Three Hundred Crore only), in one or more series or tranches, for a period of one year from the date hereof, on such terms and conditions as may be determined by the Board including but not limited to the subscriber(s) to the issue(s), the face value of NCDs to be issued, the price at which NCDs will be issued, coupon rate, redemption period, utilization of issue proceeds and all other matters connected therewith and incidental thereto, subject to compliance with applicable law, rules, directions, issued by the Government of India or any other regulator or governmental authority, in this regard.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to determine on behalf of the Company, the terms and conditions of the issue of the debentures, settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit, without requiring the Board to secure any further consent or approval of the shareholders of the Company and to delegate all or any of its powers herein conferred to any of the Directors and/ or Officers of the Company, to give effect to this resolution.”

**By Order of the Board of Directors  
For Patanjali Ayurved Limited**

  
(Vineet Pant)  
Company Secretary  
FCS 10959

**Place: Haridwar**

**Date: 23.08.2021**

## PATANJALI AYURVED LIMITED

### NOTES:

1. Explanatory Statement setting out all material facts relating to special businesses contained in item No. 3, 4 and 5 as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Proxy, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
4. Corporate members intending to send their authorized representatives to attend 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.
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days (except Saturdays, Sundays and public holidays) between 11.00 a.m. and 5.00 p.m. upto the date of the Annual General Meeting.
6. The Members/ Proxies are requested to bring their attendance slip duly filled along with the copy of Annual Report to the Meeting.
7. Members are requested to notify to the Company any change in their addresses specifying full address in block letters with pin code of the post office and their Folio No. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
8. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Meeting by the Members.
9. The Register of Contracts, maintained under Section 189 of the Companies Act, 2013 and all the documents as mentioned in the Resolutions and/ or explanatory statements will be available for inspection by the members at the Meeting by the Members.
10. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
11. In case of joint holders, attending the meeting, only such joint-holder who is higher in the order of names will be entitled to vote.
12. Members may also note that the Notice of the 15<sup>th</sup> Annual General Meeting and the Annual Report for 2020-21 will also be available on the Company's website [www.patanjaliayurved.org](http://www.patanjaliayurved.org).

13. The physical copies of all the documents referred to in the notice will also be available at the Company's Registered Office situated at D-26, Pushpanjali, Bijwasan Enclave, New Delhi-110061 and corporate office situated at Patanjali Food & Herbal Park, Vill: Padartha, Laksar Road, Haridwar- 249404 for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: [corporate@patanjaliayurved.org](mailto:corporate@patanjaliayurved.org)

**By Order of the Board of Directors  
For Patanjali Ayurved Limited**

**(Vineet Pant)  
Company Secretary  
FCS 10959**



**Place: Haridwar  
Date: 23.08.2021**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED AND FORMING PART OF THE NOTICE**

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**Item No. 3**

**Ratification of the remuneration of the cost auditor M/s Balwinder & Associates**

On the recommendation of Audit Committee, the Board has approved the appointment and remuneration of M/s Balwinder & Associates, Practicing Cost Accountants (Firm Registration No. 000201) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2021-22.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 as amended upto date, the remuneration of Rs 7,00,000/- ( Seven Lakh Only) payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the Members of the Company

The Board of Directors recommends the resolution as set out in Item No. 3 of the Notice for approval of Members by way of ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company including their relatives is concerned or interested, except to the extent of their respective shareholdings in the Company, if any.

**Item No. 4**

**Alteration of Articles of Association**

It is proposed to amend the existing Articles of Association (hereinafter referred to as 'the Articles') of the Company to align them with the amendments brought out vide The Companies (Amendment) Act, 2015 no. 21 of 2015 dated 25th May, 2015 in the Companies Act, 2013 read with the Rules framed thereunder with regard to some amendment in the provisions of the Companies Act, 2013 about the requirement of Common Seal. Pursuant to these Amendments, requirement of common seal has become optional for the Companies. It will be convenient to execute the documents on behalf of Company without common seal since affixing common seal needs presence of two Directors or one Director and Company Secretary.

Dispensing with the use of Common Seal will not come in the way of normal and smooth functioning of the Company. In view of the same, for administrative convenience and to hasten execution of such documents on behalf of the Company it is proposed to alter the existing AOA of the Company by removing provisions relating to use of Common Seal in AOA.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a Special Resolution.

The proposed draft Articles of Association after incorporation of the above mentioned changes is appended to this notice and also available for inspection of the shareholders of Company at the registered office of company on all working days (during business hours) upto the date of Annual General Meeting.

The Board recommends the above resolution for your approval by way of a Special Resolution.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the above resolutions.

#### **Item No. 5**

#### **Issuance of Non-Convertible Debentures (NCD)/Bonds/Other instruments**

In view of the funding requirements as per the business plan, the Board of Directors of the Company at its meeting held on 23<sup>rd</sup> August, 2021, has approved raising of funds through issuance of Non-Convertible Debenture.

Accordingly, in terms of the provisions of Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company offering or making an invitation to subscribe to NCD on a private placement basis, is required to obtain the prior approval of the members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations during the year. The Company may consider an issue of Non-convertible Debentures (NCD) including Subordinated Debentures, Bonds, and/or other debt securities, etc., in future, for an amount not exceeding Rs.300,00,00,000/- (Rupees Three Hundred Crore only) on a Private Placement basis, in one or more tranches, in order to meet the fund requirements of corporate and other general business purposes of the Company. The issue price of the said NCD shall be based on the market trend and Company's negotiations with the prospective buyer(s) for the same on Private Placement basis as evaluated and determined by the Board of Directors of the Company at the time of such issue.

Accordingly, the approval of the Members is being sought by way of a Special Resolution under section 42 and other applicable provisions, if any, of the Act read with the Rules framed thereunder as set out in Resolution No. 5 appended to this Notice.

Further the disclosure with respect to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are mentioned below:

Particulars of the offer including the date of the passing of the Board resolution	Issuance of rated, listed, secured, redeemable NCDs for an amount not exceeding Rs.300,00,00,000/- (Rupees Three Hundred Crore only) in one or more series or tranches on a private placement basis to Bank of India and other successful bidders under the electronic book platform process, and on such terms and conditions as may be determined by the Board/
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	Committee of Directors. The proposed issue of NCDs was recommended by the Board of Directors in their meeting held on 23 <sup>rd</sup> Day of August,2021 to the shareholders for seeking their consent for issue, offer and allotment of the NCDs as described above;
Kinds of securities offered and the price at which securities is being offered	Secured or Unsecured Redeemable Non-Convertible Debentures whether cumulative and /or non-cumulative at premium, discount or at par, as may be determined by the Board (including any Committees of the Board as may be authorized by the Board)
Basis or justification for the price (including the premium, if any) at which the offer or invitations is being made	Price for each offer/issuance of nonconvertible debentures will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) in accordance with the prevailing market conditions at the time of issue.
Name and address of valuer who performed Valuation	Not applicable in case of NCDs
Amount which the company intends to raise by way of such securities	Not exceeding exceeding Rs. 300 crore (Rupees Three Hundred Crore only) on private placement basis, in one or more tranches
Material terms of raising such securities	Material terms of each offer/issuance of non convertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board) in accordance with the applicable provisions of the Companies Act,2013 and the rules framed thereunder and other applicable law for the time being in force.
Proposed time schedule	Time schedule of each offer/issue of nonconvertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Purpose or objects of offer	Purpose or objects of each offer/issue of nonconvertible debenture will be determined and approved by the Board (including any Committees of the Board as may be authorized by the Board)
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
Principle terms of assets charged as securities	The Principal amount of the Secured NCDs to be issued together with all interest due on the NCDs in respect thereof shall be secured by mortgage or charge on all or any of the moveable or immovable or intangible properties of the Company, its holding,



	subsidiary or associate company, such form, manner and ranking as may be mutually decided by the Board of Directors and Debenture Trustee in consultation with the Investor(s)
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None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

**By Order of the Board of Directors  
For Patanjali Ayurved Limited**

  
**(Vineet Pant)  
Company Secretary  
FCS 10959**

**Place: Haridwar  
Date: 23.08.2021**

**PATANJALI AYURVED LIMITED**

[CORPORATE IDENTITY NUMBER: U24237DL2006PLC144789]

Regd. Office: D-26, Pushpanjali, Bijwasan Enclave, New Delhi-110061

Corp. Off.: Unit III, Patanjali Food & Herbal Park, Vill. Padartha, Haridwar, Laksar  
Road- 249404

Contact: 01334-265370 Email: [corporate@patanjaliayurved.org](mailto:corporate@patanjaliayurved.org)

Website: [www.patanjaliayurved.org](http://www.patanjaliayurved.org)

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**ATTENDANCE SLIP**

Folio No. :

Name & address of the Member :

Name of the Proxy (in Block letters) :  
(to be filled in if the Proxy attends  
instead of the member)

I hereby record my presence at the 15<sup>th</sup> Annual General Meeting held on Monday,  
20<sup>th</sup> day of September, 2021 at 04:00 P.M. at D-26, Pushpanjali, Bijwasan Enclave,  
New Delhi-110061

**Member/ Proxy's Signature**

**PATANJALI AYURVED LIMITED**

[CORPORATE IDENTITY NUMBER: U24237DL2006PLC144789  
Regd. Office: D-26, Pushpanjali, Bijwasan Enclave, New Delhi-110061  
Corp. Off.: Unit III, Patanjali Food & Herbal Park, Vill. Padartha, Haridwar,  
Laksar Road-249404

Contact: 01334-265370 Email: [corporate@patanjaliayurved.org](mailto:corporate@patanjaliayurved.org)

Website: [www.patanjaliayurved.org](http://www.patanjaliayurved.org)

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**MGT-11  
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

\_\_\_\_\_

Registered Address :

\_\_\_\_\_

Email Id :

\_\_\_\_\_

Folio No. :

\_\_\_\_\_

I/We, being the member(s) of Patanjali Ayurved Limited, holding \_\_\_\_\_ shares, hereby appoint

1. Name \_\_\_\_\_ Address :

\_\_\_\_\_

e-mail id : \_\_\_\_\_ Signature :

\_\_\_\_\_ or failing him

2. Name \_\_\_\_\_ Address :

\_\_\_\_\_

e-mail id : \_\_\_\_\_ Signature :

\_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 20<sup>th</sup> day of September, 2021 at 04:00 P.M. at D-26, Pushpanjali, Bijwasan Enclave, New Delhi-110061 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions	For	Against
<b>Ordinary Business</b>			
1.	A. Adoption of Standalone Financial Statements for the year ended 31 <sup>st</sup> March, 2021  B. Adoption of Consolidated Financial Statements for the year ended 31 <sup>st</sup> March, 2021		
2.	To reappoint Swami Muktanand ji as Director, who is liable to retire by rotation		
<b>Special Business</b>			
3.	Ratification of the Remuneration fixed by Board of Director for the Cost Auditor of the company to audit the cost records of the company for the financial year 2021-22		
4.	Alteration of Articles of Association		
5.	Issuance of Non-Convertible Debentures (NCD)/Bonds/Other instruments		

Signed this ..... day of .....2021

Signature of the Member: \_\_\_\_\_

Signature of the proxy holder(s): \_\_\_\_\_

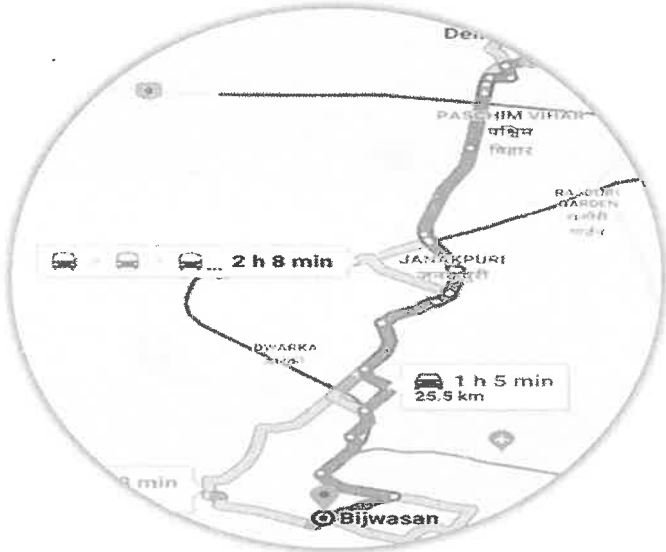
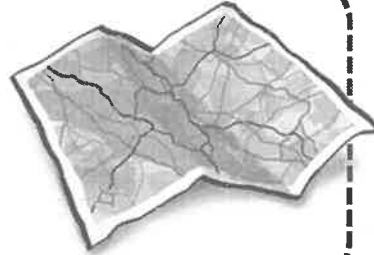
Affix a Revenue Stamp
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**Note :**

This proxy form must be deposited at the Registered Office of the Company situated at D-26, Pushpanjali, Bijwasan Enclave, New Delhi-110061 not less than forty-eight hours before the time fixed for holding the aforesaid meeting. A proxy need not be a member of the Company.

**ROUTE MAP**

**From: Haridwar**  
**To: the Registered Office at**  
**D-26, Pushpanjali Enclave,**  
**Bijwasan, New Delhi**



Meerut(by-pass)

Delhi  
D-26, Pushpanjali,  
Bijwasan, New Delhi  
- 110066

