



PATANJALI PATANJALI AYURVED LIMITED

(CIN : U24237DL2006PLC144789)

An ISO 9001 : 2015, 14001 : 2015, 22000 : 2005, 45001 : 2018 / HALAL / Agmark / EIA / GMP Certified Company



24th March, 2021

The Manager – Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sub.: Disclosure of price sensitive information pursuant to Regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to the captioned subject and in compliance with Regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the shareholders at their meeting held on Wednesday, 24th March 2021 have revalidated their approval for the of non-convertible debentures aggregating upto Rs. 425,00,00,000/- (Rupees Four Hundred and Twenty Five Crores only) which was granted vide special resolution passed by them at extra ordinary general meeting held on 02.03.2020, which was valid for one year and the same has expired.

You are requested to take note of the above.

Thanking you,
Yours faithfully,

For **Patanjali Ayurved Limited**

(Vineet Pant)
Company Secretary and
Compliance Officer



Enclosed- Copy of Notice, Resolution and the explanatory statement



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NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF PATANJALI AYURVED LIMITED ("COMPANY") WILL BE HELD AT SHORTER NOTICE ON WEDNESDAY, 24TH MARCH, 2021 AT 12:30 P.M. AT PATANJALI FOOD & HERBAL PARK, UNIT – III, PADARTHA, HARIDWAR, UTTARAKHAND 249404 TO TRANSACT THE FOLLOWING BUSINESS:

1. Special Business

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as maybe amended from time to time, all other applicable provisions, if any, of the Companies Act, 2013, resolution passed at the extra ordinary general meeting held on 02nd March 2020 and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as may be amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company or a duly constituted committee empowered to exercise *inter alia* the powers conferred by this resolution (herein referred to as the "**Board**"), to offer, issue and allot rated, listed, secured, redeemable non-convertible debentures aggregating to Rs. 425 Crore (Rupees Four Hundred Twenty Five Crore only) on a private placement basis, in one or more tranches, for a period of one year from the date hereof, on such terms as may be determined by the Board from time to time, 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
For PATANJALI AYURVED LIMITED



(Vineet Pant)
Company Secretary
M.No. F10959

Place: Haridwar
Date: 24/03/2021

Regd. Office : D-26, Pushpanjali, Bijwasan Enclave, New Delhi - 110061 (INDIA)
Corporate Office : Patanjali Food & Herbal Park, Vill.-Padartha, Haridwar-Laksar Road, Haridwar-249404, Uttarakhand, (INDIA)
Contact : +91-1334-265370, E-mail : feedback@patanjaliayurved.org, Web. : www.patanjaliayurved.org

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The proxy form duly completed must reach the registered office not later than 48 (Forty Eight) hours before the commencement of the meeting.
3. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, shall have the right to appoint a proxy.
4. An explanatory statement with respect to the special business to be transacted at the meeting, as required under Section 102(1) of the Companies Act, 2013, is annexed hereto.



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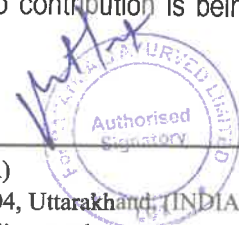
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

In view of the requirements of the fund as per the business plan, the company, in its extra-ordinary general meeting held on 02.03.2020, had approved raising fund through issuance of rated, listed, secured, redeemable non-convertible debentures (NCDs) for an amount not exceeding Rs. 425 Crore (Rupees Four Hundred Twenty Five Crore Only).

Accordingly in terms of the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time the company offering or making an invitation to subscribe NCDs is required the prior approval of the members by way of special resolution, which can be obtained once a year for all the offers and invitations during the year.

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

- a) **Particulars of the offer including date of passing of board resolution:** rated, listed, secured, redeemable non-convertible debentures (NCD) for an amount not exceeding Rs. 425 Crore (Rupees Four Hundred Twenty Five Crore only) in one or more tranches on a private placement basis and on such terms and conditions as may be determined by the Board/Committee of Directors. The proposed issue of NCD was recommended by the Board of Directors in their meeting held on 24th March 2021 to the shareholders for seeking their consent for issue, offer and allotment;
- b) **Kinds of securities offered and price at which security is being offered:** rated, listed, secured, redeemable NCDs whether cumulative and/or non-cumulative at premium, discount or at par, as may be determined by the Board/ Committee of Directors;
- c) **Basis or justification for the price (including premium, if any) at which offer or invitation is being made:** Not applicable, since debentures are being offered at par;
- d) **Name and address of valuer who performed valuation:** Not applicable, since debentures are being offered at par;
- e) **Amount which the company intends to raise by way of such securities:** Rs. 425 Crore (Rupees Four Hundred Twenty Five Crore only) ; and
- f) **Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects;** principle terms of assets charged as securities – The proposed time schedule shall be one year from the passing of the resolution hereto, the proceeds of the Issue will be used for the general corporate purposes of the Issuer including for the purpose of augmenting its long term resources to meet its requirements of funds to carry on its business operations or as may be determined by the Board/ the committee. Further no contribution is being made by the promoters or directors.



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It may be further noted that the approval for the above issue was granted vide special resolution passed by the members at extra ordinary general held on 02.03.2020 and the period of one year has expired.

In this regard, it is proposed to seek a fresh approval of the members of the company by way of **Special Resolution** for offering or making an invitation to subscribe to NCDs on private placement basis upto an amount not exceeding Rs. 425 Crore (Four Hundred Twenty Five Crore Only) in one or more tranches for a period of further one year from the date of passing of this resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**By order of the Board
For PATANJALI AYURVED LIMITED**



**(Vineet Pant)
Company Secretary
M.No. F10959**

**Place: Haridwar
Date: 24/03/2021**



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CERTIFIED TRUE COPY OF THE RESOLUTION(S) PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF PATANJALI AYURVED LIMITED ("COMPANY") HELD ON WEDNESDAY, 24TH MARCH, 2021 AT 12:30 P.M. AT PATANJALI FOOD & HERBAL PARK, UNIT - III, PADARTHA, HARIDWAR, UTTARAKHAND 249404

"RESOLVED THAT pursuant to the provisions of Section 42, 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 as maybe amended from time to time, all other applicable provisions, if any, of the Companies Act, 2013, resolution passed at the extra ordinary general meeting held on 02nd March 2020 and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as may be amended from time to time, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company or a duly constituted committee empowered to exercise *inter alia* the powers conferred by this resolution (herein referred to as the "**Board**"), to offer, issue and allot rated, listed, secured, redeemable non-convertible debentures aggregating to Rs. 425 Crore (Rupees Four Hundred Twenty Five Crore only) on a private placement basis, in one or more tranches, for a period of one year from the date hereof, on such terms as may be determined by the Board from time to time, 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
For PATANJALI AYURVED LIMITED**


(Vineet Pant)
Company Secretary
M.No. F10959

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