



# THE ARYA VAIDYA PHARMACY (COIMBATORE) LIMITED

Registered office: No.42, Perumal Koil Street, Ramanathapuram,  
Coimbatore – 641045, Ph.No.0422-4322999, **CIN: U24233TZ1948PLC000009**

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY MEETING OF THE MEMBERS OF THE ARYA VAIDYA PHARMACY (COIMBATORE) LIMITED WILL BE HELD AT SEMINAR HALL, THE AYURVEDIC TRUST CAMPUS, DOOR NO.136, TRICHY ROAD, RAMANATHAPURAM, COIMBATORE- 641045, AT 12.15.HRS ON FRIDAY THE 15<sup>TH</sup> DAY OF DECEMBER 2023 TO TRANSACT THE FOLLOWING BUSINESS MENTIONED BELOW:

## **SPECIAL BUSINESS:**

1. **To consider and if thought fit to pass with or without modification the following resolution as Special resolution.**

### **FURTHER ISSUE OF EQUITY SHARES TO PHI CAPITAL TRUST- PHI CAPITAL GROWTH FUND – I:**

“RESOLVED that on the strength of Article 4 of the Articles of Association of the Company and in accordance with Section 62(1) (c) of the Companies Act, 2013 (the Act) read with Rule 13 of Companies (Share Capital and Debentures) Rules 2014 and Section 42 of the Companies Act, read with read Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions of the Act, approval of the members be and is accorded authorising the Board of Directors of the company to issue 892857 Equity Shares of Rs.10/- each at a premium of Rs.130/- per share amounting to Rs.12,49,99,980/- (Rupees Twelve Crores and forty nine lakhs ninety nine thousand nine hundred and eighty only) to Phi Capital Trust - Phi Capital Growth Fund – I, on a Preferential basis”.

RESOLVED FURTHER THAT the monies to be received by the Company from the Proposed Allottee towards application for subscribing to the Equity Shares pursuant to this Preferential Allotment shall be kept by the Company in a separate bank account opened by the Company and shall be utilised by the Company in accordance with Section 42 of the Companies Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to Managing Director of the Company, with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Preferential Allotment and settle any questions or difficulties that may arise in regard to the Preferential Allotment.”

Date : 20/11/2023

Place : Coimbatore

For and on behalf of the Board of Directors

**Sd/-**

C. Devidas Varier  
Managing Director  
[DIN. 00334722]

## **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and a proxy need not be a member of the company. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.
2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying



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voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Proxy holder shall provide his identity at the time of attending the meeting.

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be deposited at the Registered office of the Company at Secretarial Department, 42, Perumal Kovil Street, Ramanathapuram, Coimbatore – 641045 not less than 48 hours before the commencement of the meeting.
4. Statement of Material Facts as per Section 102 of the Companies Act, 2013 is attached to the notice respect of special business.
5. Members are requested to sign at the space provided on the attendance slip and hand it over at the entrance of the meeting hall.
6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

By order of the Board of the Directors

Date: 20.11.2023  
Place: Coimbatore

Sd/-  
C. Devidas Varier  
Managing Director  
[DIN: 00334722]

### STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### Item No.1:

Your company has already received investment from Phi Capital Trust - Phi Capital Growth Fund - I [Existing Investor] which is currently 61.61% of the total paid up capital of the company. For the future expansion and growth of the Company further infusion of the share capital is necessary. In terms of AMENDED AND RESTATED INVESTMENT AGREEMENT dated 25/07/2020, the investor has agreed to make additional investment based on the business plan for further growth of the company in new business requirement and towards the improvement of the Consumer Business Division (OTC) and that the products in OTC segment are not related to traditional products manufactured by the company. Towards this purpose, the investor has agreed to make investment to the extent of Rs.12.50 crores (the total money to be received is less by Rs.20/-) in the share capital of the company based on a valuation done by a registered valuer. Based on the valuation the investor has agreed to invest at a valuation of Rs.140 per share i.e., Rs.10/- per share at a premium of Rs.130/- per share. Since the proposed issue of equity share capital is to one of the existing shareholders who is the Existing Investor, approval of shareholders by way of special resolution is required in accordance with Section 62 (1) (c) of the Companies Act, 2013 read with Rule 13 of Companies (Share Capital and Debentures) Rules 2014 and Section 42 of the Companies Act, read with read Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 and other applicable provisions of the Act. Hence, the resolutions under item No.1 placed for approval by way of Special Resolution.

None of the Directors are either interested or concerned in the proposed resolution except to the extent that Mr.Haresh and Mr.Sudhakar Mallaya and Mrs.Ashima Suri deemed to be interested being the directors appointed in the Company as nominee directors representing the Existing Investor.

A copy of the AMENDED AND RESTATED INVESTMENT AGREEMENT will be made available for checking at the request of members by electronic means.



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Following are the disclosures that are made as per Section per Section 62 1 (c) with Rule 13 of Companies (Share Capital and Debentures) Rules 2014 and Section 42 of the Act read with Companies (Prospectus and Allotment of Securities) Rules, 2014.

**i. the objects of the issue:**

For the future expansion and growth of the Company further infusion of the share capital is necessary.

**ii. the total number of equity shares to be issued:**

892857 Equity Shares of Rs.10/- each at a premium of Rs.130/- per share amounting to Rs.12,49,99,980/- (Rupees Twelve Crores and forty-nine lakhs ninety-nine thousand nine hundred and eighty only).

**iii. the price or price band at/within which the allotment is proposed and basis on which the price has been arrived at along with report of the registered valuer:**

There price has been fixed at Rs.140/- based on the valuation carried out by Ms. CS.B. Veena, Registered Valuer No. BBI/ RV/06/ 2019/ 10799, Coimbatore. There is no price band fixed and hence the same is not applicable. A copy of the Valuation Report is made available on the website of the company at [www.avpayurveda.com](http://www.avpayurveda.com) and will also be made available at the meeting.

**iv. relevant date with reference to which the price has been arrived at:**

The relevant date for the purpose of valuation per share is on 18/11/2023.

**v. the class or classes of persons to whom the allotment is proposed to be made:**

The shares are proposed to be issued only to the existing member of the company.

**vi. intention of promoters, directors, or key managerial personnel to subscribe to the offer:**

The issue of shares is not made to any promoter, director, or key managerial personnel of the company.

**vii. the proposed time within which the allotment shall be completed:**

The allotment is proposed to be completed within the time prescribed under the Act.

**viii. the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.**

Sl. No	Name of the Proposed allottees	% of the post preferential issue*
1	Phi Capital Trust - Phi Capital Growth Fund - I	64.73%

**ix. the change in control, if any, in the company that would occur consequent to the preferential offer:**

Upon issue of shares Phi Capital Trust - Phi Capital Growth Fund - I will hold 64.73% thereby they will hold more than 50% of the paid - up capital of the company and to the extent the control will exist.



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- x. the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

NIL

- xi. the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

- xii. The pre issue and post issue shareholding pattern of the company in the following format-

Sl. No	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	<b>Promoters' holding:</b>	--	--	--	--
	Indian:	--	--	--	--
	Individual	2626725	26.05	2626725	23.93
	Bodies Corporate	--	--	--	--
	Sub Total	--	--	--	--
	<b>Foreign Promoters</b>	--	--	--	--
	Individual				
	Body Corporate				
	<b>Sub Total (A)</b>	<b>2626725</b>	<b>26.05</b>	<b>2626725</b>	<b>23.93</b>
	B	<b>Non-Promoters' holding :</b>			
Institutional Investors		--	--	--	--
Non-Institution:		--	--	--	--
Private Corporate Bodies		341250	3.38	341250	3.11
Phi Capital Trust		6213197	61.61	7106054	64.73
Directors and Relatives		--	--	--	--
Indian Public		--	--	--	--
Others (Including NRIs)		903187	8.96	903187	8.23
<b>Sub Total(B)</b>		<b>7457634</b>	<b>73.95</b>	<b>8350491</b>	<b>76.07</b>
<b>GRAND TOTAL</b>		<b>10084359</b>	<b>100.00</b>	<b>10977216</b>	<b>100.00</b>

As per the amendment to the Rule 13 Issue of shares on preferential basis under Companies (Share Capital and Debentures) Rules, 2014 the requirement of preparing and issue of Form No. PAS - 4 and the filing of the same with the Registrar of Companies has been exempted if made to the existing members of the company. The proposed preferential offer of equity shares made only to the existing member of the company and hence the requirement of issue of same with Registrar of companies does not arise.

Date : 20/11/2023  
Place : Coimbatore

For and on behalf of the Board of Directors

Sd/-  
C. Devidas Varier  
Managing Director  
[DIN. 00334722]



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## ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Meeting Hall.

Folio No./DP ID-Client ID No :

Name of the Share Holder / Proxy :  
(To be filled in if the proxy attends  
Instead of the member)

**No. of Shares** :

I hereby record my presence at the Extra – ordinary General meeting of the company to be held at Seminar Hall, The Ayurvedic Trust campus, Door No. 136, Trichy Road, Ramanathapuram, Coimbatore – 641 045 at 12.15 P.M on Friday, the 15<sup>th</sup> day of December 2023.

**Signature of the Share Holder / Proxy**

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**THE ARYA VAIDYA PHARMACY (COIMBATORE) LIMITED**

42,Perumal Koil Street, Ramanathapuram, Coimbatore - 641045

## PROXY FORM

I/We ..... of ..... being a member / members of the above named Company, hereby appoint ..... of ..... or failing him .....as my/our proxy to vote for me/us and on my/our behalf at the Extra – ordinary General meeting of the Company to be held on Friday, the 15<sup>th</sup> day of December 2023 at 12.15 p.m. and at any adjournment thereof.

**Signed this..... Day of .....2023.**

Affix  
Revenue  
Stamp

Re.1.

Signature

Scan this QR for Location

