



TDSL/COMP-16/2024-25

September 06, 2024

To

Corporate Relationship Department,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400001

Ref - Symbol: TDSL

Scrip Code- 540955

ISIN: INE773Y01014

Subject: Notice convening the 32nd Annual General Meeting of the Company

Dear Sir/ Madam,

Please find enclosed herewith copy of the Notice convening the 32nd Annual General Meeting (AGM) of the company, Tasty Dairy Specialities Limited (TDSL) at G-6, 12/483, Ratan Dham Apartment, McRobert Ganj Kanpur-208001, to be held on Monday, 30th September, 2024 at 01:00 PM.

Annual Report along with Notice are also available at website of the company at www.tastydairy.com under investor desk. For Notice Please refer link:

This is for your information and record.

Thanking you,

Yours faithfully,
For Tasty Dairy Specialities Limited

SHAMSHAD ALAM
Company Secretary & Compliance Officer
M.no. ACS-66754

Date: September 06, 2024

Place: Kanpur

Enclosed : As stated

TASTY DAIRY SPECIALITIES LIMITED

CIN: L15202UP1992PLC014593

Registered Office: D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat-209 311, Uttar Pradesh

Administrative Office : G-6, 12/483 Ratandham Apartment, McRobertganj, Kanpur -208001

Telefax No.: +91 0512 -2551643 **Website:** www.tastydairy.com

E-Mail ID: info@tastydairy.com

NOTICE TO MEMBERS

NOTICE is hereby given that 32nd Annual General Meeting (“AGM”) of the Members of **Tasty Dairy Specialities Limited** will be held at G-6, 12/483, Ratan Dham Apartment, Mcrobert Ganj Kanpur-208001 on Monday, September 30, 2024 at 01:00 P.M., to transact the following business:

ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT:

The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, the Reports of the Board of Directors and Auditors’ thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors’ thereon, as circulated to the members be and are hereby considered and adopted.”

2. RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION:

To re-appoint a director Mr. Atul Mehra (DIN: 00811607) who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 Mr. Atul Mehra (DIN: 00811607), who retires by rotation at this meeting and being eligible, offers himself for reappointment, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

3. APPOINTMENT OF AMAN TIWARI (DIN: 08495617) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and, if thought fit, approve the appointment of Aman Tiwari (DIN: 08495617) as an Independent Director (Non-Executive) of the Company to hold office upto 29th May 2025 and to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Aman Tiwari (DIN: 08495617), who was appointed as an Independent Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from March 30, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office up to May 29, 2025.

“RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

4. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE YEAR 2024-25.

To consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 45,000/- (Rupees Forty Five Thousand only) plus applicable GST payable to M/s. Rakesh Misra & Co, Cost Accountants having Firm Registration No. 000249, as recommended by the Audit Committee and appointed as the Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the Financial year 2024-25 and as set out in the Statement annexed to the Notice convening this Meeting.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By the order of the Board of Directors

Shamshad Alam
Company Secretary & Compliance Officer
M. No. ACS-66754
eCSIN- EA066754E000016605

Registered Office:

D-3, UPSIDC Industrial Area
Jainpur,
Dist.: Kanpur Dehat,
Uttar Pradesh (IN)

Date: 02nd Sept, 2024

IMPORTANT NOTES

1. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is provided in the Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of total share capital of the company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder. The instrument of proxy in order to be effective must be received by the Company not less than 48 hours before the commencement of the annual general meeting. A Proxy form is annexed herewith and same is available on the Company’s website www.tastydairy.com. Proxies submitted on behalf of the Companies must be supported by an appropriate resolution/authority as applicable.
3. In terms of the provisions of Section 152(6) of the Companies Act, 2013 and rules made there under, Mr. Atul Mehra (DIN: 00811607), Director liable to retire by rotation at the Meeting and offers himself for reappointment. The Board of Directors of the Company recommended his re-appointment. The above proposed retirement by rotation shall not alter any terms and conditions with regard to remuneration, tenure of appointment and such other terms and conditions relating to his appointment as an Executive Director/ Whole time director of the company for a term of five years, as approved by the members at the 28th AGM.
4. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) issued by the Institute of Company Secretaries of India (“ICSI”) and the provisions of the MCA Circulars and SEBI Circular, and any amendments thereto, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast their vote through Remote e-Voting. For this purpose, the Company has engaged the services of NSDL and have made necessary arrangements with NSDL and RTA to facilitate E-voting. In terms of the MCA & SEBI Circulars, voting can be done only by Remote E-voting/ E-voting. **The Members are advised to use the E-voting procedure, as provided in the Notice.**

5. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

1. As per the MCA Circulars and SEBI Circular the notice of the AGM along with the 32nd Annual Report for the FY 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless any member has requested for a physical copy of the same. Members may note that the Notice and 32nd Annual Report for the FY 2023-24 will also be available on the Company’s website i.e. www.tastydairy.com in, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
2. For receiving all communication (including 32nd Annual Report for FY 2023-24) from the Company electronically.
 - a. Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number(s) and attaching a self-attested copy of PAN card at cs@tastydairy.com or to Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company (“RTA”) at investor@bigshareonline.com.
 - b. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant (DP).

9. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

1. The Company has notified closure of Register of Members and Share Transfer Books from **Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive).**
2. **The remote e-voting period begins on 27th September, 2024 at 09:00 A.M. and ends on 29th September, 2024 at 05:00 P.M.**
3. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. 23rd September, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2024.

3. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

	<p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <Saketfcs@gmail.com> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Abhishek Mishra at evoting@nsdl.co.in, abhishekm@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (info@tastydairy.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (info@tastydairy.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

11. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
- All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@tastydairy.com. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, September 23, 2023 through email on cs@tastydairy.com. The same will be replied by the Company suitably.

12. OTHER INFORMATION:

1. Members seeking any information or clarification on the accounts or any other matter to be placed at AGM are requested to send written queries to the Company on cs@tastydairy.com, **at least 15 days before the date of the meeting** to enable the management to respond quickly.
2. The Board of Directors of the Company has appointed Mr. Satyam Omer (Membership No. ACS: 36362, COP: 13451), Proprietor, S. Omer & Associates, Practicing Company Secretaries, having its office at M-10 First Floor, Chandralok Complex, Birhana Road, Kanpur-208001, Uttar Pradesh as the Scrutinizer to scrutinize the e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
3. **The Members, whose names appear in the Register of Members / List of Beneficial Owners as on 23rd September, 2024 (cut – off date), are entitled to vote on the resolutions set forth in this Notice.**
4. **Register of Member and Share Transfer Books will remain closed from 24th Sept., 2024 to 30th Sept., 2024.**
5. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tastydairy.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange (BSE Limited) where the shares of the Company are listed at www.bseindia.com and at NSDL website www.evoting.nsdl.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND (2) OF THE COMPANIES ACT, 2013

The following statement set out all material facts relating to certain Special Businesses mentioned in the accompanying Notice.

SPECIAL BUSINESS

Item No. 3

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Items No. 3:

Based on the recommendation of the Board of Directors of the Company (“Board”) at its meeting held on March 30, 2024 had appointed Aman Tiwari (DIN: 08495617) as Directors (Non-Executive, Independent) of the Company upto May 29, 2025. Mr. Aman Tiwari was appointed to fill the casual vacancy caused due to the resignation of Mr. Neeraj Kanodia whose tenure was originally expiring on 29.05.2025, hence Mr. Aman Tiwari is being appointed till 29.05.2025 only. He shall not be liable to retire by rotation. The matter requires approval of the shareholders of the Company.

The Company has received from Aman Tiwari (DIN: 08495617) consent in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company.

BRIEF PROFILE OF MR. AMAN TIWARI IS AS UNDER:

Mr. Aman Tiwari, aged 31, a highly accomplished professional with a strong background in corporate law, corporate governance, and board leadership. As an Advocate, he bring extensive expertise in legal counsel, litigation, and regulatory compliance. His expertise as a Semi-qualified Company Secretary encompasses a wide range of corporate functions, including corporate governance, regulatory filings, Board meetings, and shareholder communications. In addition to his roles as an Advocate and Semi-qualified Company Secretary, He also serve as an independent director on the board of the listed company. In this capacity, He contribute to board discussions, provide valuable insights on governance matters and ensure and ensure adherence to ethical standards and best practices.

By qualification, he has a LL.B & Bachelor degree of Commerce from Chhatrapati Shahu ji Maharaj University, Kanpur and also a member of All India Bar Examination (AIBE-17).

The terms and conditions for appointment of Mr. Aman Tiwari as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Other details of Mr. Aman Tiwari is provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolutions as set out in Items no. 3 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company. They also possess requisite skills, expertise and competencies in the business restructuring, capital market regulations, international taxation, regulatory matters and business leadership.

Mr. Aman Tiwari is deemed to be interested in the resolution relating to their appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 3 of this Notice.

Your Board of Directors, therefore, recommends passing of the ordinary resolution as set out in Item No. 3 of the accompanying Notice.

SPECIAL BUSINESS

Item No.4

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE YEAR 2024-25.

On recommendation of the Audit Committee, the Board of Directors of the company as their meeting held on 06.07.2024, approved the appointment of M/s **Rakesh Misra & Co, Cost Accountants** (Firm Registration No.

000249) as the Cost Auditors of the Company for the financial year 2024-25 at remuneration of Rs.45,000/- (Rupees Forty Five Thousand only) plus Service Tax & re-imbusement of out-of-pocket expenses for conducting the audit of the cost accounting records of the Company for issuing the compliance report on cost accounting records maintained. Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 ("the Act"), requires the Board to appoint an individual, who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such cost auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

The resolution contained in Item no. 4 of the accompanying Notice; accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2024-25.

The Board recommends this resolution for your approval and to be passed as an Ordinary resolution.

None of the Directors, Key Managerial Personnel and/or their relative is in anyway deemed to be concerned or interested in the proposed resolution.

By the order of the Board of Directors

Shamshad Alam
Company Secretary & Compliance Officer
M. No. ACS-66754
eCSIN- EA066754E000016605

Registered Office:

D-3, UPSIDC Industrial Area
Jainpur,
Dist.: Kanpur Dehat,
Uttar Pradesh (IN)

Date: 02nd Sept, 2024

Annexure to the Notice

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Brief Resume of the Director	Name of Director	Mr. Aman Tiwari
	DIN	08495617
	Nationality	INDIAN
	Date of Birth	25 December, 1993
	Date of Appointment	March 30, 2024
	Terms and Condition of appointment	As per Item no. 3 of this notice of AGM
	<p>Mr. Aman Tiwari, aged 31, a highly accomplished professional with a strong background in corporate law, corporate governance, and board leadership. As an Advocate, he bring extensive expertise in legal counsel, litigation, and regulatory compliance. his expertise as a Semi-qualified Company Secretary encompasses a wide range of corporate functions, including corporate governance, regulatory filings, Board meetings, and shareholder communications. In addition to his roles as an Advocate and Semi-qualified Company Secretary, he also serve as an independent director on the board of the listed company. In this capacity, he contribute to board discussions, provide valuable insights on governance matters and ensure and ensure adherence to ethical standards and best practices.</p>	
Nature of his expertise in specific functional Areas	By qualification, he has a LL.B & Bachelor degree of Commerce from Chhatrapati Shahu ji Maharaj University, Kanpur and also a member of All India Bar Examination (AIBE-17).	
Disclosure of relationship between directors inter-se	Mr. Aman Tiwari does not have any inter-se relationship with other members on board and Key Managerial Personnel of the company.	
Number of Board Meeting attended during the year	Mr. Aman Tiwari was appointed in the Board Meeting of the Company dated 30-03-2024.	
Name of listed entities in which the person also hold directorship and the membership of Committees of the Board	NIL	
Number of shares held in the Company	NIL	

