Annapurna Swadisht Limited

Chatterjee International Building, 13th Floor, Unit No. A01, and AO2, 33A, Jawaharlal Nehru Road, Kolkata - 700071 Call: 033-4603 2805 || Email: info@annapurnasnacks.in

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POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To The Members Annapurna Swadisht Limited

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and General Circular no. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the shareholders of Annapurna Swadisht Limited (the Company) to the appended special businesses by passing Special and ordinary resolutions through Postal Ballot. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is also annexed hereto.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

SPECIAL BUSINESS

1. Appointment of Mr. Gajanan Prasad Sah Kalwar as Joint Managing Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereof for the time being in force), as amended from time to time and as approved by the Nomination and Remuneration Committee and based upon the recommendation of Board, the consent of the members be and is hereby accorded to the appointment of Mr. Gajanan Prasad Sah Kalwar (DIN - 10266704) as Joint Managing-Director of the Company for a period of 3 years with effect from September 22, 2023 up to September 21, 2026, upon the following terms and conditions and remuneration and that he shall be liable to retire by rotation:

- 1. SALARY: Rs.8,00,000/- per month
- 2. PERQUISITES:

Category A:

- a. Medical Reimbursement for self and family as per the rules of the Company.
- b. Leave Travel Reimbursement of domestic & foreign along with family as per the rules of the Company.

Asansol unit:

Girmint road Majiara, Plot J.L 43, Asansol, Paschim Bardhaman, West Bengal 713 301

CIN: L15133WB2022PLC251553 | GST: 19AAWCA5249E1Z8

Siliguri Unit:

P.S Bhaktinagar, Mouza Dabgram, Plot No. RS 471/894, J.L No 2, Sahudangi Hat, Binnaguri, Jalpaiguri, West Bengal, 735135

Annapurna Swadisht Limited

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Category B:

- 1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
- 2. Encashment of leave as per the rules of the Company.

Category C:

1. Car, telephone at residence and mobile phone for use on Company's business.

RESOLVED FURTHER THAT the above terms and conditions may be altered, modified or varied including the remuneration as approved above, in such manner as may be agreed to between the Board.

RESOLVED FURTHER THAT during the tenure of Mr. Gajanan Prasad Sah Kalwar, the remunerations as approved hereby shall be paid to him as a minimum remuneration in compliance with the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013, as may be applicable for the time being in force.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution including filing of requisite form with the Registrar of Companies, West Bengal."

2. Revision in remuneration of Mr. Shreeram Bagla, Managing Director, from Rs. 3,00,000 to Rs. 6,00,000 Per month.

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Section II of Part II of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment, modification or re-enactment thereof from time to time, and as approved by the Nomination and Remuneration Committee and based on the recommendation of Board, the consent of the members be and is hereby accorded for the revision and payment of following remuneration as minimum remuneration to Mr. Shreeram Bagla (holding DIN: 01895499) Managing Director of the Company, for the remaining tenure of his service, i.e. from July 28, 2022 till June 27, 2025.

- (A) SALARY: Rs 6,00,000 lac per month
- (B) PERQUISITES:

Category A:

- 1. Medical Reimbursement for self and family as per the rules of the Company.
- 2. Leave Travel Assistance as per the rules of the Company.

Category B:

- 1. Contribution to Provident Fund, Superannuation Fund, Annuity Fund or Gratuity as per the rules of the Company.
- **2.** Encashment of leave as per the rules of the Company.

Category C:

Car, telephone at residence and mobile phone for use on Company's business.

Asansol unit:

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CIN: L15133WB2022PLC251553 | GST: 19AAWCA5249E1Z8

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RESOLVED FURTHER THAT the above terms and conditions may be altered, modified or varied including the remuneration as approved above, in such manner as may be agreed to between the Board.

RESOLVED FURTHER THAT during the tenure of Mr. Shreeram Bagla, the remunerations as approved hereby shall be paid to him as a minimum remuneration in compliance with the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013, as may be applicable for the time being in force.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution including filing of requisite form with the Registrar of Companies, West Bengal."

3. Appointment of Mr. Harish Ramanna Navarathna (DIN- 10265499) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Harish Ramanna Navarathna (DIN-10265499), who was appointed by the Board of Directors as an Additional Director (in the capacity of an Independent Director) of the Company with effect from February 3, 2024 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years i.e., from February 3, 2024 upto February 2, 2029, and that he shall not liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all steps as may be necessary, proper and expedient to give effect to the resolution."

Regd. Office Chatterjee International Building 13th Floor, Unit No A01 and A02, 33A, Jawaharlal Nehru Road, Kolkata – 700071

Kolkata – 700071 Dated: February 3, 2024 By order of the Board Annapurna Swadisht Limited

> Sd-Shakeel Ahmed Company Secretary M No. A46966

NOTES:

- 1) The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
- 2) The Statement pursuant to Section 102(1) of the Act setting out the material facts concerning the item of business to be transacted is annexed hereto.
- 3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members as on February 2, 2024. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
- 4) The Notice of Postal Ballot is being sent to the members only in electronic form to the e-mail addresses registered with the Company as on cut-off date.
- 5) In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the

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Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

- 6) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are annexed to the Notice.
- 7) Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at an extra- ordinary general meeting of the members convened in that behalf.
- 8) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on February 2, 2024
- 9) Facility to exercise vote through electronic means will be available during the period commencing from 09.00 a.m. (IST) on February 11, 2024 and ending at 5.00 p.m. (IST) on March 11, 2024.
- 10) The Board of Directors has appointed CS Md. Shahnawaz, proprietor of M/s M Shahnawaz & Associates, Practicing Company Secretaries, Kolkata, as a Scrutinizer to conduct the voting process in a fair and transparent manner.
- 11) The Scrutinizer will submit his report to the Director after the completion of scrutiny, and the results of voting will be declared by placing the results along with the Scrutinizer's report on the Company's website: www.annapurnasnacks.in and communicated to the Stock Exchanges.
- 12) The resolution, if approved, shall be deemed to have been passed on the last date specified for receipt of the postal ballot or e-voting, i.e., March 11, 2024.
- 13) In case of any query/grievance with respect to voting through electronic means, please visit Help & FAQ's section and evoting manual available at www.evoting.nsdl.com.
- 14) All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by evoting. Alternately, Members may also send their requests to cs@annapurnasnacks.in or info@skylinerta.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- 15) Members who have not registered their e-mail addresses are requested to register the same with the Company for sending future communication(s) in electronic form.
- 16) Instructions for process to be followed by members opting to vote through electronic means.

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Kolkata – 700071 Dated: February 3, 2024 Sd-Shakeel Ahmed Company Secretary M No. A46966

Asansol unit:

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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

Mr. Gajanan Prasad Sah Kalwar aged 56 years, carry proven track record in turning around business, driving growth, international expansion, brand building, raising operational efficiencies, cost innovations, organization development, and team building. Consistent in year-on-year delivery of revenue, profit and remarkable addition in enterprise value – comprehensively higher than prevailing market trends in FMCG segments in respective countries of presence.

As part of the initiative to create enduring guidance for the Company, the Board of Directors of the Company at their meeting held on September 22, 2023, has appointed Mr. Gajanan Prasad Sah Kalwar, joint Managing Director of the Company subject to approval of members of the Company at the ensuing EGM for a period of 3 years commencing September 2, 2023 on the terms and conditions and remuneration as set out in Resolution No. 1 of the accompanying notice.

Mr. Gajanan Prasad Sah Kalwar, does not any shares in the Company.

The members are informed that the aggregate of the remuneration as stated in the resolution are payable to Mr. Gajanan Prasad Sah Kalwar as minimum remuneration in case, the Company's profits are inadequate in any financial year during currency of the term of Mr. Gajanan Prasad Sah Kalwar.

Further, the Board may alter, modify or vary the terms and conditions including the remuneration as approved hereby, in such manner as may be agreed to between the Board and Mr. Gajanan Prasad Sah Kalwar, subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which lays down the following limits for payment of managerial remuneration:

Where the effective Capital is

Maximum Yearly Permissible Limit of Managerial Remuneration Per Person:

Rs.5 crores and above but less than Rs.100 crores

Rs.84 lakhs *

The remuneration in excess of the above limit can be paid if the same is approved by special resolution.

Accordingly, it is proposed to pass a special resolution to pay remuneration, including any enhanced remuneration, in excess of aforesaid limit.

The Board of Directors of your Company is of the opinion that it is in the interest of the Company to appoint Mr. Gajanan Prasad Sah Kalwar, as joint Managing Director of the Company.

The terms and conditions of Mr. Gajanan Prasad Sah Kalwar's appointment as joint Managing Director as stated in the resolution in form of a memorandum will be available for inspection by the members of the Company at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 3.00 p.m. up to the date of the Meeting.

A brief resume of Mr. Gajanan Prasad Sah Kalwar and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, is attached herewith and marked as annexure A.

The Board of Directors, accordingly, recommends the special resolution set out at Item No. 1 of the Notice for the approval of the Members.

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

Asansol unit:

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Item No. 2

Mr. Shreeram Bagla, is a Promoter and Managing Director of the Company. He was named as first Director in the Articles of Association of the Company upon the conversion of the firm into the Company on February 11, 2022 and designated as managing Director of the Company with effect from June 28, 2022.

Mr. Shreeram Bagla, aged 44 years, holds bachelor degree in commerce. He has an experience of around 10 years in our Industry. He is responsible for the expansion and overall management of the business of our Company. His abilities have been instrumental in leading the business of the Company.

Taking into consideration the increased business activities of the Company coupled with the higher responsibilities cast on him the Board of Directors based on the recommendation of Nomination and Remuneration Committee of the Company at its meeting held on September 22, 2023 has approved the proposal to revised the Remuneration of Mr. Bagla, Managing Director, subject to the approval of members of the Company at the ensuing EGM for the remaining of his tenure i.e. upto June 27, 2025.

Mr. Shreeram Bagla, holds 10,00,000 (5.75%) equity shares in the Company.

The members are informed that the aggregate of the remuneration as stated in the resolution are payable to Mr. Bagla as minimum remuneration in case, the Company's profits are inadequate in any financial year during currency of the term of Mr. Bagla.

Further, the Board may alter, modify or vary the terms and conditions including the remuneration as approved hereby, in such manner as may be agreed to between the Board and Mr. Shreeram Bagla, subject to the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which lays down the following limits for payment of managerial remuneration:

Where the effective Capital is

Maximum Yearly Permissible Limit of Managerial **Remuneration Per Person:**

Rs.5 crores and above but less than Rs.100 crores

Rs.84 lakhs *

The remuneration in excess of the above limit can be paid if the same is approved by special resolution.

The proposed revision in remuneration is in conformity with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act, and except for the aforesaid revision in salary all other terms and conditions of his appointment as a managing Director of the Company as approved by the members shall remain unchanged.

Accordingly, it is proposed to pass a special resolution to revise the Remuneration payable to Mr. Bagla.

A brief resume of Mr. Shreeram Bagla and a statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013, is attached herewith and marked as annexure A.

The Board of Directors, accordingly, recommends the special resolution set out at Item No. 2 of the Notice for the approval of the Members.

Mr. Shreeram Bagla, Director, and their relatives are interested in the resolution set forth in Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except as stated above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 3

Members may note that Mr. Harish Ramanna Navarathna was appointed by the Board of Directors as an Additional Director (in the capacity of an Independent Director) of the Company with effect from February 3, 2024 and is entitled to hold office as such upto the date of the ensuing Annual General Meeting.

Siliguri Unit:

Asansol unit:

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Mr. Harish Ramanna Navarathna aged 59 years having Overall 38 years of work experience: 20 Year in Unilever across Accounts, Planning and IT, 6 Years in Cappemini managing delivery across P2P, O2C, R2R and Controls, 10 Years at Britannia leading IT across Application, Infrastructure, Network and Security. Mr. Harish Ramanna Navarathna Lead the implementation of S4 HANA along with Dealer management system ensuring smooth change management across 30K users

The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Harish Ramanna Navarathna, as a candidate for the office of Independent Director.

The Company has received from Mr. Harish Ramanna Navarathna (i) consent in writing to act as director 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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Mr. Harish Ramanna Navarathna, does not hold any shares in the Company.

The resolution seeks the approval of members for the appointment of Mr. Harish Ramanna Navarathna as an Independent Director of the Company to hold office up to February 2, 2029, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She shall not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Harish Ramanna Navarathna, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent in the Management. Copy of the letter of appointment of Mr. Harish Ramanna Navarathna as Independent Director setting out the terms and conditions shall be available for inspection without any fee by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 3.00 p.m. up to the date of the Meeting.

The Board of Directors, accordingly, recommends the resolution set out at Item No. 3 of the Notice for the approval of the Members.

Except Mr. Harish Ramanna Navarathna, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in resolutions set out at Item No. 3 of the Natice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]

| Name of the Director | Mr. Gajanan Prasad Sah Kalwar | Mr. Harish Ramanna Navarathna | |
|--------------------------|---|---------------------------------------|--|
| DIN | 10266704 | 10265499 | |
| Date of Birth | 08/05/1967 | 08/01/1965 | |
| Age | 57 | 59 | |
| Date of Appointment | 22/09/2023 | 03/02/2024 | |
| Qualification | B.E. (Chemical Engineering) with | B.Com | |
| | Distinction, NIT Durgapur, India 1994 | Distinction, NIT Durgapur, India 1994 | |
| Experience and Expertise | Mr. Gajanan Prasad Sah Kalwar aged 56 years carry proven track record in turning around business, driving growth, international expansion, brand building, raising operational efficiencies, cost innovations, in Capgemini managing deliving Mr. Harish Ramanna Navarat aged 59 years having overall years of work experience as und 20 Years in Unilever ac Accounts, Planning and IT, 6 Y in Capgemini managing deliving | | |
| ınit: | organization development and team | | |

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| | building. Mr. Kalwar have held several positions in functions like production, engineering, product development, operations, projects, sales (local as well as international), marketing, international expansion, and M&A with extensive business environment exposure in more than 35 countries. | Controls, 10 Years at Britannia leading IT across Application, Infrastructure, Network and Security. Mr. Harish Ramanna Navarathna Lead the implementation of S4 HANA along with Dealer management system ensuring smooth change management across 30K users. |
|---|--|---|
| Number of Meetings of the Board attended during the financial year (2022-23) | NIL | NIL |
| List of Directorship/ Membership | Directorship of other Board- | Directorship of other Board- |
| /Chairmanship of Committees of other Board | Glocal Hub of De Mie Private | Aveenya Solutions Private |
| Боаги | Limited. | Limited. |
| | Membership /Chairmanship of Committees of other Board - NIL | Membership /Chairmanship of Committees of other Board - NIL |
| Membership / Chairmanship of Committees of Other Board: | NIL | NIL |
| Shareholding in the Company | NIL | NIL |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | None | None |
| Terms and Conditions of appointment | Please refer to the explanatory | Please refer to the explanatory |
| or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn | statement item No-1 | statement item No-3 |
| Justification for choosing the appointees for appointment as Independent Directors | - | |

Regd. Office Chatterjee International Building 13th Floor, Unit No A01 and A02, 33A, Jawaharlal Nehru Road, Kolkata – 700071 Kolkata – 700071 Dated: February 3, 2024 By order of the Board Annapurna Swadisht Limited

Sd-Shakeel Ahmed Company Secretary M No. A4696

Asansol unit:

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Annexure - A

STATEMENT PURSUANT TO THE PROVISIONS OF PART II SECTION II (B)(iv) OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT TO ITEM NOS. 1 and 2 OF THE NOTICE

I. General Information:

- 1. Nature of Industry: Food Processing
- Date or expected date of commencement of commercial production: The Company was originally incorporated on February 11, 2022 upon conversion of the partnership firm namely Annapurna Agro Industries, under part 1 of Chapter XXI of the Companies Act, 2013. The Firm has commenced its operations in the year 2015.
- 3. In case of new companies, expected date of commencement of activities as per project approval by financial institution appearing in the prospectus: Not Applicable
- 4. Financial performance based on given indicators:

(Rs. In Lacs)

| Sl. No. | Particulars | 2022-23 | 2021-22 | 2019-20* |
|---------|-----------------------------|----------|---------|----------|
| 1. | Turnover | 16063.90 | 1183.40 | - |
| 2. | Profit/(Loss)before tax | 998.15 | 74.02 | - |
| 3. | Net Profit/(Loss) after tax | 714.44 | 55.39 | - |
| 4. | Paid-up share capital | 1642.20 | 10.00 | - |
| 5. | Reserves & Surplus | 4334.12 | 55.39 | - |

^{*} As the company was incorporated on 11-02-2022, the same is not applicable.

5. Foreign Investments or collaborations, if any- (Rs. In Lacs)

| Particulars | 2022-23 | 2021-22 | 2019-20* |
|--------------------------|---------|---------|----------|
| Foreign Exchange Earning | Nil | Nil | - |
| Foreign Exchange Outgo | Nil | Nil | - |

^{*} As the company was incorporated on 11-02-2022, the same is not applicable.

The Company did not have any foreign investments or collaborations.

II. Information about the appointees:

Background details:

Mr. Shreeram Bagla

Mr. Shreeram Bagla, aged 43 years, is Promoter cum Managing Director of our Company. He holds bachelor degree in commerce. He was named as first Director in the Articles of Association of the Company upon the conversion of the firm into the Company on February 11, 2022. Further, Mr. Shreeram Bagla was further designated as the Managing Director of the Company on 28/06/2022. He has an experience of around 10 years in our Industry. He is responsible for the expansion and overall management of the business of our Company. His abilities have been instrumental in leading the business of the Company.

Mr. Gajanan Prasad Sah Kalwar

Mr. Gajanan Prasad Sah Kalwar aged 56 years, carry proven track record in turning around business, driving growth, international expansion, brand building, raising operational efficiencies, cost innovations, organization development, and team building. Consistent in year-on-year delivery of revenue, profit and remarkable addition in enterprise value – comprehensively higher than prevailing market trends in FMCG segments in respective countries of presence.

Asansol unit:

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North Shantinagar, Plot No. RS 471/894, Jalpaiguri,

West Bengal 735135

Annapurna Swadisht Limited

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He was appointed as Additional Director and redesignated as joint managing Director of the Company vide Board resolution dated September 22, 2023 subject to the approvals of Members of the Company at the ensuing EGM.

- Past remuneration: 3 Lakh per month
- 3) Recognition and awards: NIL
- 4) Job Profile and suitability:

Mr. Shreeram Bagla

Mr. Shreeram Bagla, is Managing Director of the Company. He is entrusted with the responsibility of overall management of the affairs of the Company. He exercises substantial powers under the supervision and superintendence of the Board of the Company. He has more than 11 years of experience in the field of food processing. The company has been substantially benefited by his vision and profession knowledge. He plays a major role in providing through leadership and strategic inputs to the Company.

Mr. Gajanan Prasad Sah Kalwar

Mr. Gajanan Prasad Sah Kalwar, is the Joint Managing Director of the Company. Presently, he is responsible for the production process of the Company. He has over 28 years of experience in the field of manufacturing/processing. He has played a key role in growth and development of the Company.

Remuneration proposed:

As stated in the proposed Special Resolutions at Item Nos. 1 & 2 in the Notice.

- The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the 6) managerial position and the credentials of Mr. Shreeram Bagla, Managing Director and Mr. Gajanan Prasad Sah Kalwar, Joint Managing Director.
- Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if 7)

Mr. Shreeram Bagla, Managing Director of the Company, is part of the promoter and promoters' group of the Company. The promoter and promoters' group holds 10,00,000 (5.75%) in the Company.

Mr. Gajanan Prasad Sah Kalwar does not hold any shares in the Company.

III. Other Information

Reason of Loss or inadequate profit:

The company is regularly making profit. However, presently we are volume of operations are limited to North East Indian States only. We are having less volume of operation, thus, our profits are in adequate.

Step taken or proposed to be taken for improvement: The Company is in phase of expansion and is stabilizing its position in other regions. The Company has also developed a strong dealers' network and Company's brands are now well accepted in the region it operates. Accordingly, the Company is taking significant step to increase its

volume and to fully use the production facilities for operations. The increase in own production and sales will result in increase in profitability.

Expected increased in productivity and profits in measurable terms: The increase in sales volume are showing signs of Company's growth and expansion in new geographies. We, therefore, are reasonably confident of achieving the

Asansol unit: better profit in comparison with the previous years. Girmint road Majiara, Plot J.L 43, Asansol, Asansol unit: Paschim Bardhaman, West Bengal 713 301

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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

<u>A) Login method for e-Voting for Individual shareholders holding securities in demat mode</u>

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 |
|---|--|
| Type of shareholders Individual Shareholders holding securities in dematmode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 2. If you are not registered for IDeAS e-Services, optionto register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS Portal" or clickat https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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 |

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CIN: L15133WB2022PLC251553 | GST: 19AAWCA5249E1Z8

Siliguri Unit:

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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 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.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 3. If the user is not registered for Easi/Easiest, option to CDSL register is available at website www.cdslindia.com and click on login & New System

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| II a CKS.III | |
|-------------------------------|---|
| | Myeasi Tab and then click on registration option. |
| | 4. Alternatively, the user can directly access e-Voting |
| | page by providing Demat Account Number and PAN |
| | No. from a e-Voting link available on |
| | 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 able to |
| | see the e-Voting option where the evoting is in |
| | progress and also able to directly access the system of |
| | all e-Voting Service Providers. |
| Individual Shareholders | You can also login using the login credentials of your demat |
| (holding securities in | account through your Depository Participant registered with |
| demat mode) login through | NSDL/CDSL for e-Voting facility. upon logging in, you will |
| their depository participants | be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after |
| participants | 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. |

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 | |
| 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 toll free no. 1800 22 55 33 |

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B) Login Method 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" whichis available under 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTPand 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 user your existing passord 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 Siliquri Unit:

Asansol unit:
Girmint road Majjara, Plot J.L 43, Asansol,
Paschim Bardhaman, West Bengal 713 301

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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

- (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 selectingon 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.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically 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.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e- Voting period.
- 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

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General Guidelines for shareholders

- 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 email to msassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 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 Amit Vishal at evoting@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 (selfattested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@annapurnasnacks.in.
- 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@annapurnasnacks.in. 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 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.

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