



ADDENDUM TO THE NOTICE OF 31st ANNUAL GENERAL MEETING

This Addendum is being issued by Tasty Dairy Specialities Limited (“the Company”) in continuation of Notice dated September 02, 2023 convening the 31st Annual General Meeting (“AGM”) of the members of the Company scheduled to be held on Saturday, September 30, 2023 at 02:30 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The same is being issued regarding changes in the Notice convening 31st AGM and Explanatory Statement by replacing in Item No. 3 the word “an Appointment” should be read as “Re-appointment” and adding Item No. 5 as a Special Business dealing with the appointment of Statutory Auditor of the Company to fill casual vacancy.

This Addendum is to be read in conjunction with the AGM Notice dated September 02, 2023 and Annual Report for 2022-23 as available on the website of the Company and BSE Limited, where the shares of the Company are listed. The Notice of the AGM was dispatched to all the members of the Company in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

The members of the Company are requested to note the developments/ amendments with respect to and in connection with the AGM are as under:

ORDINARY BUSINESS:

ITEM NO. 3: TO APPROVE RE-APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

“**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 other applicable provisions, if any, M/s. AKGSR & Co., Chartered Accountants (Firm Registration No.027579N), be and are hereby re-appointed as Statutory Auditors of the Company, to hold the office from the conclusion of 31st Annual General Meeting, for a term of 5 (five) year, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Mahendra Kumar, Director or Mr. Shamshad Alam, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable and to execute all such deeds, documents, agreements, letters, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”



SPECIAL BUSINESS:

ITEM NO. 5: TO APPROVE APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 other applicable provisions, if any, M/s. AKGSR & Co., Chartered Accountants (Firm Registration No. 027579N), be and are hereby appointed as Statutory Auditors of the Company, to fill casual vacancy caused by the resignation of M/s. Gupta Agarwal & Sultania, Chartered Accountants.

RESOLVED FURTHER THAT M/s. AKGSR & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from September 2, 2023, until the conclusion of 31st Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

EXPLANATORY STATEMENT

(Pursuant To Section 102(1) and (2) Of the Companies Act, 2013)

Item to the Special Business

Item No. 5 To Approve Appointment Of Statutory Auditor To Fill Casual Vacancy:

M/s. Gupta Agarwal & Sultania, Chartered Accountants, Kanpur (FRN- 018782C), Statutory Auditors of the Company were appointed as Statutory Auditors of the Company for a period of five years at the 29th Annual General Meeting of the Company held on 30th September, 2021 for the term of Five Years till the conclusion of 34th Annual General Meeting of the Company pursuant to provisions of Section 139(1) of the Companies Act, 2013. The statutory auditor has resigned from his office before expiring of the tenure of five years, due to Health issue of engagement partner and pre occupation in other assignments of the firm.

The Board of Director in their meeting held on September 2, 2023, as per recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013 has appointed M/s. AKGSR & Co., Chartered Accountant (Firm Registration No. 027579N), to hold office as the Statutory Auditor of the Company till the Conclusion of 31st Annual General Meeting and to fill casual vacancy caused by the resignation of M/s. Gupta Agarwal & Sultania, Chartered Accountants, subject to the approval of the Members at the 31st Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.



The Company has received consent letter and eligibility certificate from M/s. AKGSR & Co., Chartered Accountant to act as Statutory Auditor of the Company in place of M/s. Gupta Agarwal & Sultania, Chartered Accountants along with confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

M/s. AKGSR & Co., Chartered Accountants, will be paid an annual remuneration / fees of Rs.3,00,000 (Rupees Three Lakhs Only) plus out of pocket expenses and taxes as applicable from time to time, for the purpose of audit of the Company's accounts. The power may be granted to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

The terms of appointment include quarterly audit of Standalone Financial Results and Annual Audit of Standalone Financial statements in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time along with the issuance of certificates in accordance with requirements of the Act, SEBI and RBI.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Your Board of Directors, therefore, recommends passing of the ordinary resolution as set out in Item No. 5 of the accompanying Notice.

By the order of the Board of Directors
Tasty Dairy Specialities Limited

Sd/-
SHAMSHAD ALAM
Company Secretary & Compliance Officer

Date: 11 September, 2023

Place: Kanpur