



TDSL/CS/BSE/BM/03-2020-21

September 04, 2020

To,
Corporate Relationship Department,
Bombay Stock Exchange Limited
PhirozeJeejeebhoy Towers
Dalal Street,
Mumbai- 400001

Scrip Code- 540955, ISIN: INE773Y01014

Subject: Outcome of Board Meeting held on 04th September,2020

Dear Sir,

We would like to inform you that the Board of Directors of Tasty Dairy Specialities Ltd. (TDSL) at its Board meeting held on today 04th September,2020 at the Administrative office of the company, **has inter alia considered and approved the following:**

1. The Notice of 28th Annual General Meeting ("AGM") of the Members of the Company will be held on Wednesday, September 30, 2020 at 02.30 P.M. through Video Conferencing / Other Audio Visual Means ("VC"/"OAVM")
2. The Directors' Report and annexures thereof for the year ended 31st March, 2020.
3. The appointment of Scrutinizer for the purpose of AGM.

This is for your information and record

Time of commencement of Board meeting -04:00 p.m.

Time of conclusion of Board meeting- 07:15p.m.

Yours faithfully,

for TASTY DAIRY SPECIALITIES LIMITED


Nishi
Company Secretary & Compliance Officer



Date: 04 September, 2020

Place: Kanpur



TASTY DAIRY SPECIALITIES LIMITED

CIN: L15202UP1992PLC014593

Registered Office: D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat-209 311, U.P.

Administrative Office (TDSL House): 117/H-1/365, Pandu Nagar, Kanpur-208 005, U. P.

Tele No.: +91 512 4003999, **Fax no.** 0512 2551643 **Website:** www.tastydairy.com

E-Mail ID: info@tastydairy.com

NOTICE OF AGM

Dear Members,

NOTICE is hereby given that **28th Annual General Meeting ("AGM")** of the Members of the Company will be held on: **Day - Wednesday, Date- September 30, 2020 , Time - at 02.30 P.M.** through **Video Conferencing / Other Audio Visual Means ("VC"/"OAVM")**, in terms of circular dated 05.05.2020 read with circular dated 08.04.2020 and 13.04.2020 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), to transact the business, as set out in the Notice of the Annual General Meeting. Members can attend and participate in the AGM through VC / OAVM facility only by following the instructions provided in the Notice of AGM.

ORDINARY BUSINESS

- 1.** To consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended on March 31, 2020 together with the Report of the Board of Directors and report of the Auditor thereon and other reports.
- 2.** To re-appoint a director Mr. Mahendra Kumar Singh (DIN: 02727150) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS

- 3. RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE YEAR 2020-21.**

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

"RESOLVED THAT pursuant to the provision of Section 148 and other applicable provision of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to **Rakesh Misra & Co**, Cost Accountants having *Firm Registration*

No. 000249, appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2020-21, being Rs.40,000/- (Rupees Forty Thousand only) plus applicable taxes and out of pocket expenses incurred by him in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

4. RE-APPOINTMENT OF SHRI ATUL MEHRA (DIN-00811607) AS A WHOLE TIME DIRECTOR OF THE COMPANY AND AS A WHOLE TIME KMP AND CHAIRMAN OF THE COMPANY

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

“RESOLVED THAT Pursuant to the provision of Section 196, 197 and 203 read with Schedule V to 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 Statutory Modifications, Amendment or re-enactment thereof for the time being in force) the consent of the members of the company be and is hereby accorded to the re- appointment of Mr. Atul Mehra (DIN: 00811607), as the whole time Director of the Company with effect from 01st day of April,2020 on the Following terms and Conditions as approved by the Nomination and Remuneration committee.

Period of Appointment: 5(five) years from the beginning from April 1, 2020.

Mr. Atul Mehra shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of the Board.

Remuneration per month: 5,00,000/- (Rupees five lakh only) p.m.

Other Benefits: payment/Reimbursement of telephone and/or mobile phone(s) Bill, Conveyance, Fuels, Expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid Remuneration

RESOLVED FURTHER THAT in the event of there being inadequacy or absence of profit in any financial year, during the currency of the tenure of him as a whole time Director, he will be paid remuneration, in terms of part II of section II of schedule V to the Companies Act, 2013 (Including any statutory Modifications, Amendment or re- enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby

authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. RE-APPOINTMENT OF MR. NARENDRA SHANKAR SATHE (DIN- 07195257) AS AN INDEPENDENT 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Narendra Shankar Sathe (DIN: 07195257), who holds office of Independent Director up to 28th May,2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Sathe’s candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 28th May,2020 upto 28th May,2025.”

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

7. RE-APPOINTMENT OF MR. NEERAJ KANODIA (DIN- 07195262) AS AN INDEPENDENT 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination &

Remuneration Committee and the Board of Directors, Mr. Neeraj Kanoida (DIN: 07195262), who holds office of Independent Director up to 28th May,2020 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, signifying his intention to propose Mr. Kanodia's candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 28th May,2020 upto 28th May,2025."

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

**For and on behalf of the Board
for Tasty Dairy Specialities Limited**

Date : September 04, 2020

Place : Kanpur

CS Nishi Sheikh
Company Secretary & Compliance Officer
ACS-50043

NOTES:

- (a) In view of the situation arising due to Covid-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 20 dated May 5, 2020 read with Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as “MCA Circulars”) permitted the holding of **Annual General Meeting through VC or OAVM** without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM.
- (b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing **facility of remote e-voting to its Members** in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency**. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
- (c) The Members can join the AGM in the VC/OAVM mode on or till 30 minutes after the scheduled time of the commencement of the Meeting i.e.2 02:30P.M. by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all the shareholders as on cut-off date. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Chairperson of the Nomination and Remuneration Committee and Chairperson of the Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (d) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with**. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- (e) The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- (f) Information regarding appointment/re-appointment of Directors pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of ordinary /special businesses to be transacted at the Annual General Meeting in respect of business under item No. 3 to 6 is annexed hereto.
- (g) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, 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. Members seeking to inspect such documents can send an email to cs@tastydairy.com .
- (h) All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting shall also be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect such documents can send an email to cs@tastydairy.com.
- (i) 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.
- (j) 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 Exchanges where the shares of the Company are listed.

(k) Registration of email ID and Bank Account details:

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

All the Shares are in demat mode; unregistered members are requested to follow this:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, **log in details for e-voting are being sent on the registered email address.**

- (l) **The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories** in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.tastydairy.com ; websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. **MEMBERS CAN ATTEND AND PARTICIPATE IN THE ANNUAL GENERAL MEETING THROUGH VC/OAVM FACILITY ONLY.**

(m) Instructions for e-voting and joining the Annual General Meeting are as follows:

- The voting period begins on 27th September, 2020 (09:00 a.m.) and will end on 29th September, 2020 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- Further, members (as on cut-off date i.e. 23rd Sept,2020), who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting, shall also be eligible to vote through e-voting system available during the AGM.
- Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23rd September,2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
- The Members who have cast their vote by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again during the AGM.
- The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members **who have not registered their email addresses** is provided in the instructions for e-voting section which forms part of this Notice (Below mentioned).
- The Board of Directors of the Company has appointed **Mr. Saket Sharma** (Membership No. FCS: 4229, COP: 2565), Partner, GSK & Associates, Practicing

Company Secretaries, having its office at 14-Ratan Mahal, 15/197 Civil Lines, 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.

- The Members, whose names appear in the Register of Members / List of Beneficial Owners as on 23rd September, 2020 (cut – off date), are entitled to vote on the resolutions set forth in this Notice.

n. PROCEDURE FOR E-VOTING:

Voting Process using NSDL e-Voting system

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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**

“The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut-off Date are requested to register their e-mail Ids with respective Depositories with name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the email address they wish to register to enable them to exercise their vote on all businesses as set out in the Notice and to cast their vote through remote e-voting facility provided by NSDL. **NSDL has been engaged in the services of registering email ids of shareholders whose email id not registered through SMS Facility**”

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.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

o. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by Bigshare Services Private Ltd. and After the login at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open on scheduled time and allowed to join up to 30 minutes after the time scheduled for the AGM and will be available for all Members.

3. Members who need assistance before or during the AGM, can contact RTA on AGMparticipant@bigshareonline.com.

4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at AGMparticipant@bigshareonline.com. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5. Shareholders mentioning their name, DP ID and Client ID/folio number, PAN, mobile number who wish to attend meeting and having unregistered email with the Depositories, they can mail to our Registrar and Share Transfer Agent (RTA) at AGMparticipant@bigshareonline.com on or **before 29th September, 2020** thereafter they shall be provided the link to join the meeting at scheduled time.

o. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

As per the MCA Circulars and SEBI Circular a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 and Regulations 36 (1)(b) and (c) of the SEBI (LO&DR) Regulations, 2015 are dispensed with. The notice of the AGM along with the 28th Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Members may note that the Notice and 28th Annual Report 2019- 20 will also be available on the Company's website i.e. www.tastydairy.com, websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com

For receiving all communication (including Annual Report) 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 and attaching a self-attested copy of PAN card at cs@tastydairy.com or info@tastydairy.com.
- b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant(DP).

**For and on behalf of the Board
for Tasty Dairy Specialities Limited**

Date : September 04, 2020

Place : Kanpur

CS Nishi Sheikh
Company Secretary & Compliance Officer
ACS-50043

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

Item No. 3

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE YEAR 2020-21.

The Board of Directors, at its meeting held on 08th May,2020, on recommendation of the Audit Committee meeting held on 08th May,2019, 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 2020-21 at remuneration of Rs.40,000/- (Rupees Forty 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. 3 of the accompanying Notice; accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2020-21. 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.

Item No. 4 RE-APPOINTMENT OF SHRI ATUL MEHRA (DIN-00811607) AS A WHOLE TIME DIRECTOR OF THE COMPANY AND AS A WHOLE TIME KMP AND CHAIRMAN OF THE COMPANY

Based on recommendation of “Nomination and Remuneration Committee”, the Board of Directors re- appointed Mr. Atul Mehra as Chairman and Whole time Director of the Company, liable to retire by rotation, for a term of five years i.e. with effect from 01st day of April,2020 on the Following terms and Conditions as approved by the committee, subject to the approval of the Members.

Period of Appointment: 5(five) years from the beginning from April 1, 2020.

Mr. Atul Mehra shall perform such duties as shall from time to time be entrusted to him subject to superintendence, guidance and control of the Board.

Remuneration per month: 5,00,000/- (Rupees five lakh only) p.m.

Other Benefits: payment/Reimbursement of telephone and/or mobile phone(s) Bill, Conveyance, Fuels, Expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid Remuneration

Pursuant to the provision of Sec.196,197 and 203 of the Companies Act,2013 and the Articles of Association of the Company, Mr. Atul Mehra shall hold office up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as a Whole Time Director and Chairman and whole time KMP.

The profile and specific areas of expertise of Mr. Atul Mehra (DIN-0081607) is provided as ***Annexure to this Notice.***

Mr. Atul Mehra has given his consent to the Board that he agrees and is being eligible to be re-appointed as a Whole time Director and KMP in terms of Section 196,197 and 203 of the Act. He has also given his consent to act as Whole time Director and Chairman and KMP.

In the opinion of the Board, he possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re- appointment.

The Board considers it desirable and in the interest of the Company to have Mr. Mehra on the Board of the Company and accordingly the Board recommends the re-appointment of Mr. Atul Mehra as a Chairman, Whole time Director and whole time KMP and hence proposed in the resolution set out at Item No. 4 for approval by the members by way of Special resolution.

Except for Mr. Atul Mehra and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item no. 5 and 6 RE-APPOINTMENT OF MR. NARENDRA SHANKAR SATHE (DIN- 07195257) AND MR. NEERAJ KANODIA (DIN- 07195262) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

Based on recommendation of "Nomination and Remuneration Committee", the Board of Directors re- appointed MR. NARENDRA SHANKAR SATHE (DIN- 07195257) AND MR. NEERAJ KANODIA (DIN- 07195262) as an Independent Director of the Company, not liable to retire by rotation, for a 2nd term of five years i.e. 28th May,2020 upto 28th May,2025." from subject to approval of the Members.

Pursuant to the provisions of the Companies Act,2013 and Article 102 of the Articles of Association of the Company, both MR. NARENDRA SHANKAR SATHE (DIN- 07195257) AND MR. NEERAJ KANODIA (DIN- 07195262) shall hold office up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The profile and specific areas of expertise of Mr. Narendra Shankar Sathe (DIN- 07195257) & Mr. Neeraj Kanodia (DIN- 07195262) are provided as ***Annexure to this Notice***.

Mr. Narendra Shankar Sathe (DIN- 07195257) & Mr. Neeraj Kanodia (DIN- 07195262) have given their declaration to the Board that they meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, both are person of integrity, possesses the relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given their experience and the Company's adherence to policy on Board Diversity, the Board considers it desirable and in the interest of the Company to have both on the Board of the Company and accordingly the Board recommends the appointment of Mr. Narendra Shankar Sathe (DIN- 07195257) & Mr. Neeraj Kanodia (DIN- 07195262) as an Independent Director as proposed in the resolution set out at Item No. 5 and 6 for approval by the members by way of Special resolution.

The terms and conditions of appointment of the Independent Director shall be open for inspection by the members at the Registered Office of the Company on all working days, between Monday to Friday except Saturday (Non-working days), between 10:00 a.m. (IST) to 4:00 p.m. (IST) up to the date of the meeting and also at the venue during the meeting.

Except for Mr. Narendra Shankar Sathe, and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**For and on behalf of the Board
for Tasty Dairy Specialities Limited**

Nishi Sheikh

Company Secretary & Compliance Officer

ACS-50043

Date : September 04, 2020

Place : Kanpur

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]**

| | | |
|---|--|------------------------------------|
| | Name of Director | Mr. Narendra Shankar Sathe |
| | Date of Birth | 07/06/1962 |
| | Date of Re-Appointment at Board Meeting | 08/05/2020 , for a term of 5 years |
| | Brief Profile Mr. Narendra Shankar Sathe aged 58 years, is the Non-Executive Director and Independent Director of our Company and was appointed on our Board on May 08, 2020 for a term of 5 years. He holds a Bachelor's degree in Science from Christ Church College at Kanpur University. He possesses an experience and knowledge of 28 years in one or more fields of finance, law, management, sales, marketing, administration, or other disciplines related to the company's business. As an Independent Director as he fulfils the criteria of good expertise and knowledge in the field of his work and also fulfils the criteria of independency. | |
| Brief Resume of the Director | | |
| Nature of his expertise in specific functional Areas | Marketing Management | |
| Disclosure of relationship between directors inter-se | There is no relationship inter-se between Mr. Narendra Shankar Sathe and other members on board and Key Managerial Personnel of the company. | |
| Name of listed entities in which the person also hold directorship and the membership of Committees of the Board | NIL | |
| Shareholding of directors | 1500 shares | |

c)

| | | |
|---|---|------------------------------------|
| | Name of Director | Mr. Neeraj Kanodia |
| | Date of Birth | 25/02/1960 |
| | Date of Re-Appointment at Board Meeting | 08/05/2020 , for a term of 5 years |
| | <p>Brief Profile</p> <p>Mr. Neeraj Kanodia aged 60 years, is the Non-Executive Director and Independent Director of our Company and was appointed on our Board on May 28, 2015. He holds a Bachelor's degree in Commerce from Kanpur University. He possesses appropriate skills, experience and knowledge of 36 years in one or more fields of finance, law, management, sales, marketing or other disciplines related to the company's business. As an Independent Director as he fulfils the criteria of good expertise and knowledge in the field of his work and also fulfils the criteria of independency.</p> | |
| Brief Resume of the Director | | |
| Nature of his expertise in specific functional Areas | Marketing Management | |
| Disclosure of relationship between directors inter-se | There is no relationship inter-se between Mr. Neeraj Kanodia and other members on board and Key Managerial Personnel of the company. | |
| Name of listed entities in which the person also hold directorship and the membership of Committees of the Board | NIL | |
| Shareholding of directors | NIL | |

A)

| | | |
|---|---|------------------------------------|
| Brief Resume of the Director | Name of Director | Mr. Atul Mehra |
| | Date of Birth | 06/04/1962 |
| | Date of Re-Appointment | 01/04/2020 , for a term of 5 years |
| | Brief Profile is attached in next page | |
| Nature of his expertise in specific functional Areas | Business Strategies and Planning and International tie ups | |
| Disclosure of relationship between directors inter-se | There is no relationship inter-se between Mr.Atul Mehra and other members on board and Key Managerial Personnel of the company. | |
| Name of listed entities in which the person also hold directorship and the membership of Committees of the Board | NIL | |
| Shareholding of directors | 15,03,000 shares | |

PROFILE OF MR. ATUL MEHRA

Mobile: +91 9839035230, Email: atul.mehra@hotmail.com

<https://www.facebook.com/atmehra> <https://www.linkedin.com/in/atul-mehra> <https://twitter.com/atulmehra111>

INTRODUCTION

Mr. Atul Mehra, a veteran entrepreneur with a passion for growth, perfection and excellence was born on 6th Apr 1962 at Bareilly. He is a learned scholar and acquired many qualifications like Mechanical Engineering Graduate from HBTI, an MBA from AKTU, Management Course from IIT Mumbai, Dairying Course from Liverpool University etc. he has also completed Certificate program in Corporate Governance Conferred by Indian Institute of Corporate Affairs. He travelled across the globe to speak during many international events and Workshops in countries like Netherlands, Europe, Uganda, Ethiopia etc.



PROFESSIONAL EXPERIENCE

Mr. Mehra is the founder of many companies in India and abroad working in food & dairy sector which include India based Tasty Dairy Specialities Limited (listed on BSE-SME). He is known for his immense knowledge in dairy sector which results in continual profits for the companies, he manages and consults.

His leadership led to creation of INDUCED (Indo Dutch Centre of Excellence on Dairying) which works for growth of agriculture and dairying sectors through international partnerships with organizations like PUM Netherlands Senior Experts, Dutch Greenhouse Delta, and CSA University etc. with a focus to empower our farmers with necessary knowledge & skills for doubling their income. He has also started working on creating a new eco-system for development of horticulture sector in India in association with Dutch Green House Delta which will also set-up a Centre of Excellence on Horticulture & Protective Farming in India.

Mr. Mehra has chaired many important positions in various prominent trade bodies & social platforms like CII, CIFT, FICCI, IDA, Northern Coal fields etc. He was co-chairman in the CII National Committee on allied sectors in agriculture (Dairy, Poultry & Fisheries) and CII Northern Regional Committee on Food & Agriculture. Prior to this, as Chairman of Uttar Pradesh State Council of CII, he was very successful in representing industries at various forums.

SOCIAL SERVICE

At social service front, Mr. Mehra constantly also contributes to reform the society through his foundation known as PRYAAS (Projects Requiring Your Association & Support). This foundation works in the fields like Women Empowerment, Drinking Water, and Child Education etc.

Mr. Mehra also runs many Social media campaigns, one of which was "AIRPORT FOR KANPUR" which succeeded in getting flights started from Kanpur Civil Enclave, along with a Facebook campaign titled "GROWTH FOR KANPUR" with the motive of making this city a smart one.

AWARDS & RECOGNITIONS

For his contribution in the growth of dairy & food industry and social services, he has been awarded many times with prestigious awards like National MSME Award, Leaders of Tomorrow Award, Udyog Patra Award, Business Leadership Award, CSR Leadership Award, Paul Harris Fellowship etc. In 2020 he has been awarded with "CEO of the Year" by Agriculture Today Group at Indian Dairy Award 2020.