



**TDSL/CS/BSE/ 05/2020-21**

**May 14, 2020**

**Corporate Relationship Department**  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400 001  
Email id: corp.relation@bseindia.com

Ref: Tasty Dairy Specialities Limited (TDSL) Script code- 540955

**Subj.: SUBMISSION OF POSTAL BALLOT NOTICE**

Dear Sir/Madam,

We refer to our letter dated May 08, 2020 informing the decision of Board of Directors, taken at their meeting held on 08<sup>th</sup> May,2020 to obtain approval of the members through **Postal Ballot through remote e-voting** (“Postal Ballot/ E-Voting”) pursuant to Section 110 of the Companies Act,2013 read with Rule 22 of Companies (Management and Administration ) Rules,2014 read with *General Circular No. 14/2020 dated 8 April, 2020 and General Circular No. 17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs (“General Circulars”)*, for seeking the approval of the Members of **Tasty Dairy Specialities Limited** (the “Company”) by way of special resolutions for migration of Listing/ Trading of its Equity shares of the Company from BSE-SME Platform i.e. ( SME Board) to Main Board of BSE Limited.

We hereby submit Notice of Postal Ballot dated 08<sup>th</sup> May, 2020 for your information and record.

This is in due compliance of the relevant Regulations of the SEBI (LODR)Regulations,2015.

Thanking you,

**Yours faithfully**  
**for Tasty Dairy Specialities Limited**

**NISHI**  
Digitally signed  
by NISHI  
Date: 2020.05.14  
13:30:06 +05'30'

**CS Nishi**  
**Company Secretary & Compliance Office**

Date :14/ 05/ 2020

Place: Kanpur

**Encl: As stated**



## TASTY DAIRY SPECIALITIES LIMITED

CIN: L15202UP1992PLC014593

**Registered Office:** D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat-209 311, U.P.  
**Administrative Office-1:** G-6, 12/483, Ratandham McRobert Ganj, Kanpur-208 001, Uttar Pradesh  
**Administrative Office-2:** 117/H-1/365, Pandu Nagar, near Gurudwara, Kanpur-208005, U.P.  
Tel. No.: + 91 512 4003999, Fax No.: +91 512 2551643, Website: www.tastydairy.com,  
e-mail Id: info@tastydairy.com

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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]

**Dear Member(s),**

Notice is hereby given to the members of Tasty Dairy Specialities Limited (“the Company”) pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), including any statutory modification(s), amendment(s) or re enactment(s) thereof, for the time being in force and further pursuant to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with **General Circular No. 14/2020 dated 8 April, 2020 and General Circular No. 17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs (“General Circulars”)**, for seeking the approval of the Members of TASTY DAIRY SPECIALITIES LIMITED (the “Company”) by way of special resolution for the businesses set out hereunder through Postal Ballot through remote e-voting (“Postal Ballot/ E-Voting”).

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval.

The Board of Directors of the Company has appointed

- (1) 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, for conducting the postal ballot /e-voting process in a fair and transparent manner and
- (2) National Securities Depository Limited (NSDL) to provide e-voting facility for the postal ballot.

**Members should note that due to country wide lockdown imposed by the Government of India to combat the spreading of the Novel Coronavirus (“COVID-19”) and in terms of the General Circulars, no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only.**

In accordance with 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Company is providing e-voting facility to its members**, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means.

The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before Tuesday, 23<sup>rd</sup> June, 2020 by 5:00 p.m.

The results along with the scrutinizer's report will be displayed on the Company's website under Investor Section as well as on NSDL website viz. [www.evotingindia.com](http://www.evotingindia.com) and will be communicated to stock exchange, BSE Limited (BSE) where Equity Shares of the Company are listed.

**The resolution for the purpose as stated herein below is proposed to be passed by Postal Ballot/e-voting:**

**MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM BSE-SME PLATFORM TO MAIN BOARD OF BSE LIMITED.**

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and Regulation 277 of SEBI (ICDR) Regulations 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the Listing Agreement entered into by the Company with BSE Limited (BSE) applicable to small and medium enterprise and subject to the applicable Laws and by-laws and rules and regulations of BSE Limited (BSE) and subject to the approval of any statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of 2,04,30,000 number of Equity Shares of the Company having a face value of Rs.10/- per Equity Share (which are currently listed on SME platform of BSE Limited) to the main Board of BSE Limited and upon Migration the said Equity Shares be get listed and traded on the capital segment (main Board) of BSE, from the date of approval of Migration/ getting listed and admitted to be dealt on BSE main Board.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfil all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution."

By Order of the Board  
**Tasty Dairy Specialties Limited**

**Date : May 08, 2020**

**Place: Kanpur**

**Sd/-**  
**CS Nishi**  
Company Secretary and Compliance Officer  
M.no. A50043

## NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts of the proposed special resolution is annexed to the Notice.

2. The postal ballot notice is being sent to all the members, whose names appear in the register of members and list of beneficial owners, received from the National Securities Depository Limited (NSDL) & the Central Depository Services (India) Limited (CDSL) as on May 01,2020.

3. The Postal Ballot Notice is being sent by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent or with the Company.

**“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 by sending an e-mail citing subject line as “TDSL-Postal Ballot-Registration of e-mail Ids” to Registrar and Transfer Agent of the Company, i.e., Bigshare Services Private Limited at [vinayak@bigshareonline.com](mailto:vinayak@bigshareonline.com) or to the Company at [cs@tastydairy.com](mailto:cs@tastydairy.com) 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 special businesses as set out in the Postal Ballot Notice through remote e-voting facility provided by NSDL.”**

4. Members cannot exercise their vote by proxy on Postal Ballot.

5. Only a Member holding Shares as on the cut-off date i.e. 01<sup>st</sup> May, 2020 is entitled to exercise his vote through e-voting.

6. **Institutional shareholders (i.e. other than individuals, HUF, NRI, Companies, Trust, etc.)** are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with **attested specimen signature of the duly authorized signatory(ies)** who are authorized to vote, to the **Scrutinizer by e-mail to [saketfcs@gmail.com](mailto:saketfcs@gmail.com)** with a copy marked to **[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)**.

7. Members can cast their vote online from May 20, 2020 (9:00 am onwards) till June 18, 2020 (upto 5:00 pm) as the e-voting module shall be disabled for voting by NSDL thereafter. No voting shall be allowed beyond 5:00 p.m. on June 18, 2020. **Kindly note that the Members can opt for only through e- voting.**

9. Documents related to the above mentioned Special Resolution are open for inspection at the Registered Office of the Company on all working days (except Saturday & Sunday) between 2:00 pm to 5:00 pm till June 18, 2020.

## 10. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 & Section 110 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable provisions, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice shall be transacted through such electronic voting as per General Circular 17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs (“General Circulars”). The facility of casting

the votes by the Members using remote e-voting is provided by National Securities Depository Limited.

**The instructions for members for voting electronically are as under:**

**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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

### **General Guidelines for shareholders**

- 1 **Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [saketfcs@gmail.com](mailto:saketfcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).**
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

11. The Board of Directors has appointed Miss. Nishi, Company Secretary & Compliance Officer as the person responsible for the entire postal ballot process. **The Scrutinizer shall within a period not exceeding 7 (seven) days from conclusion of the e-voting period make a Scrutinizer's Report** of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The resolution will be deemed to be passed on the date of declaration of result subject to receipt of the requisite number of votes in favor of the resolution. The result declared along with the Scrutinizer's Report will be available on company's website ([www.tastydairy.com](http://www.tastydairy.com)) under Investor Section and shall also be communicated to BSE Limited (BSE).

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT**

**(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)**

**Item No. 1**

The Company has been listed and traded on the SME Platform for more than Two years and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI and as per the procedures laid down under SEBI ICDR Regulations, 2018. Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company.

The members are, therefore, requested to accord their approval for Migration of Company's Equity Shares from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Pursuant to Proviso to Regulation 277 of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public Shareholders against the proposal. The Company would approach BSE with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of BSE and hence Board of directors recommends the passing of said resolution and seeks your approval.

The Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

By Order of the Board  
**Tasty Dairy Specialties Limited**

**Date : May 08, 2020**

**Place: Kanpur**

**Sd/-**  
**CS Nishi**  
Company Secretary and Compliance Officer