



Sarveshwar Foods Limited

[CIN : L15312JK2004PLC002444]

Regd. Office : Sarveshwar House Below Gumat, Jammu, Jammu & Kashmir, 180001

| Tel: 01923-220962 |

| Web : www.sarveshwarfoods.com |

E-mail: investorrelations@sarveshwarrice.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

To

All Members,

SARVESHWAR FOODS LIMITED

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 [“Act”] including Rules made there under [“Rules”], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”], Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India [“SS-2”] read with the guidelines prescribed by the Ministry of Corporate Affairs [“MCA”] for holding general meetings / conducting postal ballot process through e-voting vide various general circulars issued by MCA [“Circulars”], including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations. The Resolution, as appended below, is proposed to be passed by the Members via Postal Ballot [through remote e-voting] and is followed by its Explanatory Statement(s) in terms of the provisions of Section 102(1) and 110 of the Act, setting out details relating to special business to be transacted.

The Board of Directors has appointed Mr. Suresh Kumar Pillay, a Practicing Company secretary (C.P NO – 21089) as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final. The Company has engaged the services of Bigshare Services Private Limited (“Big share” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	9:00 a.m. (IST) on Thursday, January 8, 2026
End of e-voting:	5:00 p.m. (IST) on Friday, February 6, 2026

The Scrutinizer will submit his report to the chairman of the Company (the “Chairman”) or any other duly authorized person of the Company after the receipt of assent or dissent of the Members. The result of the Postal Ballot (including E-voting) shall be declared by the Chairman or any other duly authorized person of the Company on or before 10th February, 2026. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company’s website <https://sarveshwarfoods.com/> and also of share transfer agent and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited and Bombay Stock Exchange Limited in accordance with the provisions of SEBI Listing Regulations.

Special Business:

1. REGULARISATION OF APPOINTMENT OF MR. HARBANS LAL AS EXECUTIVE DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder read with Schedule V and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of the Articles of Association of the Company, Mr. Harbans lal (DIN: 08571117), who was appointed by the Board of Directors as an Additional Director and also designated as Executive Director of the Company with effect from November 10, 2025, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from November 10, 2025, as per the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper or expedient to give effect to this resolution.”

2. REGULARISATION OF APPOINTMENT OF MR. GAGANDEEP SINGH TUTEJA (DIN: 02816913) AS NON-EXECUTIVE 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, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) read with the Rules framed thereunder, and applicable provisions of

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR Regulations) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors by circular resolution dated 1st January, 2026, Mr. Gagandeep Singh Tuteja (DIN: 02816913), who was appointed as an Additional Director in the capacity of an Independent Director with effect from January, 01 2026, who has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing him candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient and desirable for the purpose of giving effect to this resolution."

Registered Office:

Sarveshwar House, below Gumat, Jammu & Kashmir India -180001

CIN: L15312JK2004PLC002444

Tel. No. 01923-220962

Website: <https://sarveshwarfoods.com/>

E-mail: cs@sarveshwarice.com

Date: 31-12-2025

Place: Jammu

By the Order of Board of Directors

For Sarveshwar Foods Limited

Sd/-

Sadhvi Sharma

Company Secretary and Compliance Officer

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013(Act), setting out the material facts concerning the resolution mentioned in this Postal Ballot Notice, is annexed hereto.
2. The Board has appointed Suresh Kumar Pillay, Practicing Company Secretary C.PNO– 21089) as, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **2nd January, 2026** . 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 Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appearing the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on **2nd January, 2026** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 , General Circular No. 19/2021 and General Circular No. 20/2021.
5. Members may note that this Postal Ballot Notice will also be available on the Company’s website i.e. <https://sarveshwarfoods.com/>
6. Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the members.
7. In compliance with the provisions of Sections 108, 110 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with relevant SEBI Circulars, the Company is pleased to provide to its members, facility to exercise their right to vote on the proposed resolution(s) by electronic means and the business may be transacted through remote e-voting services by Bigshare Services Private limited. The detailed instructions for remote e-voting are given in this Postal Ballot Notice.
8. To facilitate members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
 - a) For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company’s Share Transfer Agent at charmi@bigshareonline.com
Member(s) may also intimate the same to the Company by writing an email at cs@sarveshwarrice.com.

The members shall provide the following information in the email–

Full Name:

No of shares held:

Folio Number (if shares held in physical) and PAN

Share certificate number (if shares held in physical) and PAN DP ID & Client ID (if shares are held in demat)

Email id to be registered and Mobile No.:

- b) Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to charmi@bigshareonline.com or cs@sarveshwarrice.com.
- c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with the concerned Depository Participants and in respect of their physical holdings, with the Company's Share Transfer Agent that is charmi@bigshareonline.com
- d) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.

9. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid- up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on **2nd January, 2026**.

10. In compliance with Sections 108 and 110 of the Act and the rules made there under, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolutions through the e-voting service facility arranged by Bigshare. The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.

11. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any director of the Company duly authorized, on or before 10th February, 2026 and will also be displayed on the Company website <https://sarveshwarrice.com/> and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited in accordance with the provisions of SEBI Listing Regulations.

12. Members can also contact to concerned person of Secretarial and Compliance Department of the company to resolve any grievances with regard to voting by Postal Ballot., Email Id: cs@sarveshwarrice.com.

13. This Postal Ballot Notice is also placed on the website of the company <https://sarveshwarrice.com/>

14. All the 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 Postal Ballot / e-voting.
15. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. 6th February, 2026 in terms of Secretarial Standard – 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
16. A member cannot exercise his vote by proxy on Postal Ballot.
17. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
18. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper having wide circulation in the district where the Registered Address of the Company is situated (in English language) and one regional daily newspaper circulating in Jammu.
19. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by Bigshare. The instructions for electronic voting are given in this Notice. E-Voting will commence on **8th January, 2026 at 9:00 a.m.** and will end on **6th February, 2026 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
20. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail ids with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with Bigshare to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **8th January, 2026(9:00 A.M IST)** and ends on **6th February, 2026(5:00 P.M IST)**. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **2nd January, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

- Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cDSLindia.com/myeasitoken/home/login or visit CDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at https://web.cDSLindia.com/myeasitoken/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cDSLindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services 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-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
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.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**

- Enter “User ID” and “Registered email ID” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘Reset’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “User ID” and “Registered email ID” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.

- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No –1 : REGULARISATION OF APPOINTMENT OF MR. HARBANS LAL AS EXECUTIVE DIRECTOR OF THE COMPANY.

The Board of Directors of the Company (“Board”), based on the recommendation of the **Nomination and Remuneration Committee**, appointed **Mr. Harbans Lal (DIN: 08571117)** as an **Additional Director** in the capacity of **Executive Director** of the Company with effect from **10th November, 2025**, pursuant to the provisions of Sections **149, 152, 161** and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company and **Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** (“SEBI Listing Regulations”).

In terms of Regulation 17(1C) of the Act, Mr. Harbans Lal holds office as an Additional Director up to the date of the next General Meeting or or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Harbans Lal for appointment as an **Executive Director**, liable to retire by rotation.

Mr. Harbans Lal has significant experience, expertise and knowledge in the business and operations of the Company. The Board is of the view that his continued association as an Executive Director will be beneficial to the Company and will strengthen its management and governance structure.

Mr. Harbans Lal has submitted:

- consent to act as Director in **Form DIR-2**;
- a declaration confirming that he is **not disqualified** from being appointed as a Director under Section 164 of the Act; and
- confirmation of compliance with the applicable provisions of the **SEBI Listing Regulations**.

The proposed appointment of Mr. Harbans Lal as Executive Director is in compliance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The terms and conditions of his appointment have been approved by the Board upon recommendation of the Nomination and Remuneration Committee.

Accordingly, approval of the Members is sought by way of an **Ordinary Resolution** for regularisation of the appointment of Mr. Harbans Lal as **Executive Director**, liable to retire by rotation.

The Board recommends the resolution set out at **Item No. 1** of the Postal Ballot Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, except Mr. Harbans Lal, to the extent of his appointment, is concerned or interested, financially or otherwise, in the said resolution. The profile of Mr. Harbans Lal and other disclosures as required under SEBI (LODR) and Secretarial Standards on General Meeting (“SS-2”), issued by the institute of the Company Secretaries of India , has been provided in Annexure – 1.

ANNEXURE – 1

Name	Harbans Lal
Date of Birth	11-11-1968
DIN	08571117
Nationality	Indian
Date of first appointment on the Board	10/11/2025
Qualification	Intermediate
Experience and Expertise	Mr. Harbans Lal, 57 years old is an Additional Executive Director on the Board of the Company. He has over three decades of rich experience in agri-commodity procurement, trading and operations, with proven expertise in supply chain management, market strategy and leadership, making him a valuable addition to the Board as Executive Director.
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	Sarveshwar Overseas Limited Himalayan Bio Organic Foods Limited
Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	Nil
Relationship with other directors, manager and other key managerial personnel of the Company	Mr. Harbans Lal is not related with other directors, manager and other Key Managerial Personnel of the company
No. of shares held	Nil
Number of meetings attended during the Financial year 2025-2026 (till the date of Postal Ballot Notice)	2 out of 2 meetings.
Terms & conditions of appointment/ re-appointment	As per Item No.1 of the Notice of this Postal Ballot read with explanatory statement, he is appointed as Executive Director of the Company for a period of 5 (five) years commencing from November 10, 2025.
Remuneration sought to be paid and remuneration last drawn	As Approved by Board from Time to time.

Item No – 2: REGULARISATION OF APPOINTMENT OF MR. GAGANDEEP SINGH TUTEJA (DIN: 02816913) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors of the Company had appointed Mr. Gagandeep Singh Tuteja as an Additional Director in the capacity of Independent Director of the Company with effect from 1st January, 2026 by circular resolution. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Gagandeep Singh Tuteja shall hold office up to the date of the forthcoming Annual General Meeting. In terms of Regulation 17(1C) of the SEBI (LODR), Regulations, 2015, a listed entity shall ensure that the approval of the shareholders for the appointment/re appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment/re appointment, whichever is earlier.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re appointment on passing of a special resolution by the Company. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company Through Circular Resolution dated 1st January, 2026 approved the appointment of Mr. Gagandeep Singh Tuteja as an Independent Director with effect from 1st January , 2026 subject to the approval of the shareholders, based on his skills, experience, knowledge and positive outcome of performance evaluation. The Company has received a declaration from Mr. Gagandeep Singh Tuteja confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the Company has also received consent from Mr. Gagandeep Singh Tuteja to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Gagandeep Singh Tuteja fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his Appointment as an Independent Director of the Company and is independent of the Management.

None of the Directors or Key Managerial Personnel of the Company is in any way, concerned or interested, financially or otherwise, in the resolution. The profile of Mr. Gagandeep Singh Tuteja and other disclosures as required under SEBI (LODR) and Secretarial Standards on General Meeting ("SS-2"), issued by the institute of the Company Secretaries of India , has been provided in Annexure – 2.

ANNEXURE – 2

Name	Gagandeep Singh Tuteja
Date of Birth	13-09-1973
DIN	02816913
Nationality	Indian
Date of first appointment on the Board	01/01/2026
Qualification	Masters
Experience and Expertise	Mr. Gagandeep Singh Tuteja is a highly accomplished technocrat, entrepreneur, and industry expert with more than 25 years of rich experience in agro-processing, rice milling technology, food engineering, and sustainable agricultural solutions. He holds a Bachelor of Technology (Honours) in Agricultural & Food Engineering from the Indian Institute of Technology (IIT), Kharagpur (1995 batch), one of India's premier engineering institutions. To complement his technical expertise with managerial acumen, he pursued a Post Graduate Diploma in Business Management from the Institute of Management Technology (IMT), Ghaziabad (2000 batch). He

	<p>has further strengthened his entrepreneurial capabilities through an Entrepreneurship Development Program at IIM Kashipur in 2018.</p> <p>Mr. Tuteja has been associated with several prestigious national and international assignments. He has served as a Consultant to the Government of Sri Lanka under the Industrial Development Scheme for upgradation of the rice milling industry, and has also worked with the Small Scale Industrial Development Board of India on various industrial development initiatives.</p> <p>A strong proponent of innovation, Mr. Tuteja has led and contributed to multiple research and development initiatives, including the design of a Seamless Vertical Bucket Elevator (patent applied), development of natural tempering techniques for rice grains that significantly reduce breakage, and the design of advanced rice length graders with frequency-controlled speed systems. He has also designed and manufactured Microwave Seed Dryers and Heat Pump-Based Seed Dryers under Government of India projects, along with rotary drum dryers and grain storage silos for international agricultural institutions such as YAU-IARI, Myanmar.</p> <p>With a unique blend of technical excellence, entrepreneurial vision, and industry leadership, Mr. Gagandeep Singh Tuteja continues to play a pivotal role in advancing agro-processing technologies and sustainable agricultural practices in India and globally.</p>
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	KLA FOODS (INDIA) LIMITED
Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	NIL
Relationship with other directors, manager and other key managerial personnel of the Company	Mr. Gagandeep Singh Tuteja is not related with other directors, manager and other Key Managerial Personnel of the company
No. of shares held	NIL
Number of meetings attended during the year	-
Terms & conditions of appointment/ re-appointment	As per Item No.2 of the Notice of this Postal Ballot read with explanatory statement, he is appointed as Independent Director of the Company for a period of 5 (five) years commencing from January 01, 2026.
Remuneration sought to be paid and remuneration last drawn	Sitting fees only