SHAH FOODS LIMITED

Registered Office Address: 301, Sarthik Square, Nr. Shapath – 3, S. G. Highway, Bodakdev, Ahmedabad – 380054, Gujarat, India
CIN L27200GJ1982PLC005071
Telephone No: +91-6355582651 | Email: shahfoods.ahmedabad@gmail.com | Website Address: www.shahfoods.co.in

Date: 18.07.2026

To,
The Chief General Manager Listing Operation,
BSE Limited,
P. J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 519031, ISIN: INE455D01012

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in continuation to our intimation dated 15th July 2026, we are enclosing herewith, the Postal Ballot Notice together with Explanatory Statement, seeking approval of Members of Shah Foods Limited ("the Company"), through remote e-voting for the following Resolutions:

Sr No.	**Agenda Items**
1.	Appointment of Mr. Anuj Jalan (DIN: 02525506) as Chairman and Managing Director of the Company for a term of 3 (three) years with effect from 08th July 2026.
2.	Appointment of Mr. Raj Kumar Jalan (DIN: 07875364) as Executive Director of the Company with effect from 08th July 2026.
3.	Appointment of Mr. Daivik Jalan (DIN: 10808174) as Non-Independent Non-Executive Director of the Company with effect from 08th July 2026.
4.	Appointment of Ms. Pragati Goel (DIN: 10447667) as Independent Non-Executive Women Director of the Company for a term of 5 (five) years with effect from 08th July 2026.
5.	Appointment of Mr. Giri Raj Parashar (DIN: 10491076) as Independent Non-Executive Director of the Company for a term of 5 (five) years with effect from 08th July 2026.
6.	Appointment of Mr. Shivam Gupta (DIN: 07690975) as Independent Non-Executive Director of the Company for a term of 5 (five) years with effect from 08th July 2026.
7.	Approval under Section 185 of the Companies Act, 2013 for advancing loans, giving guarantees, or providing security and authorization to Directors to execute related documents.
8.	Approval for Material Related Party Transaction(s) under section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 and IND AS 24.
9.	Approval for Change of Name of the Company

10.	Approval for Shifting of Registered Office of the Company from the State of Gujarat to the State of West Bengal.

The Postal Ballot Notice along with the Explanatory Statement, has been electronically 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") and whose email address is registered with the Company / depository participant(s), as on 10th July, 2026 ("Cut-off Date") and who have registered their email addresses with the Company or the Registrar & Share Transfer Agent or with the Depositories / Depository Participants, in accordance with the various Circulars issued by Ministry of Corporate Affairs (MCA), including the latest General Circular No. 03/2025 dated 22nd September, 2025 ("MCA Circulars") and the Circulars issued from time to time by the Securities and Exchange Board of India ("SEBI") (the "SEBI Circulars"). In terms of the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the e-voting system only.

The Company has engaged the services of Bigshare Services Private Limited for providing E-voting facility to the Members. The procedure / instructions for e-voting is / are given in the Postal Ballot Notice. The E-voting facility will be available from Sunday, 19th July, 2026 9:00 A.M. (IST) and ends on Monday, 17th August, 2026 5:00 P.M. (IST). The e-voting module shall be disabled by the Bigshare thereafter.

The Notice is being made available on the website of the Company, viz., www.shahfoods.co.in, on the websites of Bombay Stock Exchange, viz., www.bseindia.com, and on the website of Bigshare Services Pvt. Ltd. at www.bigshareonline.com.

The voting results of Postal Ballot will be declared within 2 (two) working days from the conclusion of the remote e-Voting period. The Result along with scrutinizer Report, will also be hosted at the company's website i.e. www.shahfoods.co.in and on the website of Bighare at www.ivote.bigshareonline.com. The result will also be intimated to the Stock Exchanges i.e., Bombay Stock Exchange (BSE).

The said Notice of Postal Ballot is also available on the Company's website.

We request you to take the above on record.

For and on behalf of ***Shah Foods Limited***
Sd/-
Vishal Jha
Company Secretary and Compliance Officer
Membership No.: A80210

Encl:

To
All the Members of
Shah Foods Limited

NOTICE OF POSTAL BALLOT

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time ("the Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as amended from time to time, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024 and subsequent circulars, the latest being Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the resolutions appended below are proposed to be passed by the Members of Shah Foods Limited ("the Company") by way of Special/Ordinary Resolution, as applicable to each Item through Postal Ballot by voting only through electronic means ("remote e-Voting").

In compliance with the aforesaid MCA Circulars and Regulation 44 of the SEBI Listing Regulations, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members whose e-mail addresses are not registered are requested to follow the process provided in the Notes to this Notice for registration of their e-mail addresses and for obtaining login credentials for remote e-Voting.

The communication of assent or dissent of the Members shall take place only through the remote e-Voting system. Accordingly, no physical Postal Ballot forms or pre-paid business reply envelopes are being sent to the Members.

An Explanatory Statement pursuant to Sections 102 and 110 of the Act, setting out the material facts and reasons for the proposed Special/Ordinary Resolution, as applicable to each Item of Resolution(s), forms part of this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on 13th July, 2026, has appointed Mr. Mohan Ram Goenka, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot process through remote e-Voting in a fair and transparent manner.

The remote e-Voting period shall commence from Sunday, 19th July, 2026 9:00 A.M. (IST) and ends on Monday, 17th August, 2026 5:00 P.M. (IST). Members are requested to cast their votes electronically within the aforesaid period by following the instructions provided in the Notes to this Notice. Remote e-Voting shall be blocked thereafter and voting shall not be allowed beyond the said date and time.

The Company has engaged the services of Bigshare Services Private Limited for providing the remote e-Voting facility to its Members.

The Scrutinizer shall submit his report to the Chairman or Managing Director or the Company Secretary of the Company upon completion of the scrutiny of votes cast through remote e-Voting.

The results of the Postal Ballot shall be declared within two (2) working days from the conclusion of the remote e-Voting period and shall be placed on:
• the website of the Company: www.shahfoods.co.in;
• the website of Bigshare Services Private Limited: www.ivote.bigshareonline.com;
• the website of the Stock Exchange: www.bseindia.com.

SPECIAL BUSINESS:

ITEM NUMBER 1:

APPOINTMENT OF MR. ANUJ JALAN (DIN: 02525506) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF 3 (THREE) YEARS WITH EFFECT FROM 08TH JULY 2026

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"**RESOLVED THAT** pursuant to the provisions of Section 2(54), 152, 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or reenactment(s) thereof, for the time being in force), if any, the Articles of Association of the Company, the Nomination and Remuneration Policy and on the recommendations of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and subject to such other approvals, permissions and sanctions as may be required, the consent of the members of the company be and is hereby accorded to appoint Mr. Anuj Jalan (DIN: 02525506), as Chairman and Managing Director of the Company for a period of 3 (Three) Years with effect from 08th July 2026, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Anuj Jalan (DIN:02525506), Chairman and Managing Director of the Company be paid salary, which may exceed the limits specified in section 197 read with Schedule V of the Companies Act, 2013, rules framed there under and Regulations 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or reenactment(s) thereof, for the time being in

force), but upto and not exceeding a maximum amount of Rs. 2,00,00,000/- per year in case company has profits, company has no profits, company has loss or its profit are inadequate, for a period of 3 (Three) Years with effect from 08th July 2026 and on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including Remuneration in such manner as may be agreed to between the Board and Mr. Anuj Jalan.
RESOLVED FURTHER THAT in addition to the maximum limit of salary as set out above, Mr. Anuj Jalan shall be entitled to the other allowances, perquisites, benefits, incentives and amenities, etc. as briefed in explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

ITEM NUMBER 2:

APPOINTMENT OF MR. RAJ KUMAR JALAN (DIN: 07875364) AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 08TH JULY 2026

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"**RESOLVED THAT** pursuant to subject to provisions of Section 2(94), 152, 161(1), 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modifications or re-enactment(s) thereof for the time being) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, and the approval of the Board of Directors of the Company and subject to such other approvals, permissions and sanctions as may be required, the consent of the members of the company be and is hereby accorded to appoint Mr. Raj Kumar Jalan (DIN: 07875364), as Additional Executive Director of the Company, with effect from 08th July 2026, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Raj Kumar Jalan (DIN: 07875364), Executive Director of the Company be paid salary, which may exceed the limits specified in section 197 read with Schedule V of the Companies Act, 2013, rules framed there under and Regulations 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), but upto and not exceeding a maximum amount of Rs. 1,50,00,000/- per year in case company has profits, company has no profits, company has loss or its profit are inadequate, with effect from 08th July 2026 as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the Letter of appointment and explanatory statement attached with the Notice for Shareholders meeting, which is hereby approved and sanctioned with authority of the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or agreement in such manner as may be agreed to between the Board of Directors and Mr. Raj Kumar Jalan.

RESOLVED FURTHER THAT in addition to the maximum limit of salary as set out above, Mr. Raj Kumar Jalan shall be entitled to the other allowances, perquisites, benefits, incentives and amenities, etc. as briefed in explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

ITEM NUMBER 3:

APPOINTMENT OF MR. DAIVIK JALAN (DIN: 10808174) AS NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 08TH JULY 2026

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"**RESOLVED THAT** pursuant to the provisions of Section 150, 152, 197, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or reenactment(s) thereof, for the time being in force), if any, the Articles of Association of the Company, the Nomination and Remuneration Policy and on the recommendations of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company and subject to such other approvals, permissions and sanctions as may be required, the consent of the members of the company be and is hereby accorded to appoint Mr. Daivik Jalan (DIN: 10808174), as Non-Independent Non-Executive Director of the Company, with effect from 08th July 2026, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Daivik Jalan (DIN: 10808174), Non-Independent Non-Executive Director of the Company be paid salary, which may exceed the limits specified in section 197 read with Schedule V of the Companies Act, 2013, rules framed there under and Regulations 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or reenactment(s) thereof, for the time being in force), but upto and not exceeding a maximum amount of Rs. 90,00,000/- per year in case company has profits, company has no profits, company has loss or its profit are inadequate, and on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including Remuneration in such manner as may be agreed to between the Board and Mr. Daivik Jalan.

RESOLVED FURTHER THAT in addition to the maximum limit of salary as set out above, Mr. Daivik Jalan shall be entitled to the other allowances, perquisites, benefits, incentives and amenities, etc. as briefed in explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

ITEM NUMBER 4:

APPOINTMENT OF MS. PRAGATI GOEL (DIN: 10447667) AS INDEPENDENT NON-EXECUTIVE WOMEN DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS WITH EFFECT FROM 08TH JULY 2026

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 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 16, 17, 25(2A) and all other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (in each case including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the Nomination & Remuneration Policy of the Company, on the recommendations of the Nomination & Remuneration Committee of the company and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for the appointment of Mrs. Pragati Goel (DIN: 10447667), as a Non-Executive Independent Woman Director (NE-IWD) of the Company, for a term of five (5) consecutive years with effect from 08th July 2026 and whose office shall not be liable to retire by rotation during her tenure as NE-IWD, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

RESOLVED FURTHER THAT any Directors, or any Key Managerial Personnel of the Company be and are hereby severally authorized, to do all such acts, deeds, matters as may in their absolute discretion deem necessary, desirable or expedient for giving effect to this resolution."

ITEM NUMBER 5:

APPOINTMENT OF MR. GIRI RAJ PARASHAR (DIN: 10491076) AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS WITH EFFECT FROM 08TH JULY 2026

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 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 16, 17, 25(2A) and all other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (in each case including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the Nomination & Remuneration Policy of the Company, on the recommendations of the Nomination & Remuneration Committee of the company and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Giri Raj Parashar (DIN: 10491076), as a Non-Executive Independent Director (NE-ID) of the Company, for a term of five (5) consecutive years with effect from 08th July 2026 and whose office shall not be liable to retire by rotation during his tenure as NE-ID, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

RESOLVED FURTHER THAT any Directors, or any Key Managerial Personnel of the Company be and are hereby severally authorized, to do all such acts, deeds, matters as may in their absolute discretion deem necessary, desirable or expedient for giving effect to this resolution."

ITEM NUMBER 6:

APPOINTMENT OF MR. SHIVAM GUPTA (DIN: 07690975) AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS WITH EFFECT FROM 08TH JULY 2026

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 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 16, 17, 25(2A) and all other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (in each case including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, the Nomination & Remuneration Policy of the Company, on the recommendations of the Nomination & Remuneration Committee of the company and approval of the Board of Directors of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Shivam Gupta (DIN: 07690975), as a Non-Executive Independent Director (NE-ID) of the Company, for a term of five (5) consecutive years with effect from 08th July 2026 and whose office shall not be liable to retire by rotation during his tenure as NE-ID, and in respect of whom the Company has received a notice in writing from a shareholder under Section 160 of the Act, 2013, and to receive remuneration by way of profit related commission, if any, within the permissible limit in terms of Section 197 of the Act, 2013, as determined by the Board, from time to time, reimbursement of expenses and fees for participation in the meetings of the Board and / or Committees in terms of applicable provisions of the Act, 2013.

RESOLVED FURTHER THAT any Directors, or any Key Managerial Personnel of the Company be and are hereby severally authorized, to do all such acts, deeds, matters as may in their absolute discretion deem necessary, desirable or expedient for giving effect to this resolution."

ITEM NUMBER 7:

APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013 FOR ADVANCING LOANS, GIVING GUARANTEES, OR PROVIDING SECURITY AND AUTHORIZATION TO DIRECTORS TO EXECUTE RELATED DOCUMENTS

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"RESOLVED THAT Pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to advance any loan in one or more tranches including any loan represented by a book debt, and/or give any guarantee and/or provide any security in connection with any loan taken/ to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), upto an aggregate sum of 500 crores (Rupees Five Hundred Crores only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, and any director be and is hereby severally authorized to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any Directors of the Company be and are severally hereby authorized to make applications, file forms etc. and further authorised to do all such acts, deeds, and things as may be required or deemed expedient to implement this resolution and to take all necessary steps for giving effect to this resolution.”

ITEM NUMBER 8:

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH TANDHAN POWER TECHNOLOGIES PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24

TO CONSIDER AND, IF THOUGHT FIT, APPROVE THE MATERIAL RELATED PARTY TRANSACTION(S) PROPOSED TO BE ENTERED INTO BY THE COMPANY AND TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the Company’s policy on Related Party Transactions, and subject to such other approvals, consent(s), permission(s) and sanctions of other authorities as may be necessary from time to time basis the approval and based on the recommendation of Audit Committee and the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing Material Related Transaction(s)/contracts / arrangements/ transactions or modification(s), alteration or amendments of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Tandhan Power Technologies Private Limited, a wholly owned Subsidiary and related party of the Company falling within the definition of "Related Party" under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2026-27, for a period of 1 (one) year as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as specified in Regulations of the SEBI Listing Regulations,2015 as applicable from time to time but upto the value of Rs. 500 Crore (Rupees Five Hundred Crores only) per transaction, as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business of the company and at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors (Including any committee thereof) or Chief Financial Officer or officials (powers conferred by authority letter or Power of Attorney) of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

ITEM NUMBER 9:

APPROVAL FOR CHANGE OF NAME 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 4, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to the approval of the Central Government, Registrar of Companies, Ministry of Corporate Affairs, the Stock Exchange(s) where the shares of the Company are listed, and such other authorities as may be necessary, and subject to such terms, conditions, amendments or modifications as may be prescribed or suggested by any of the statutory authorities, consent of the Members of the Company be and is hereby accorded to change the name of the Company from Shah Foods Limited to Tandhan Energies Limited, or such other name as may be approved and made available by the Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 14 and 15 and other applicable provisions, if any, of the Companies Act, 2013, the name 'Shah Foods Limited' wherever appearing in the Memorandum of Association and Articles of Association of the Company or in any other documents, records or instruments, be substituted with the new name 'Tandhan Energies Limited', or such other name as may be approved by the Central Registration Centre, Ministry of Corporate Affairs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and all matters connected therewith or incidental thereto, the Board of Directors of the Company be and is hereby authorised, on behalf of the Company, to take all such actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or desirable, including filing of necessary applications, forms and documents with the Registrar of Companies, Stock Exchange(s) and other regulatory authorities, and to settle any questions, difficulties or doubts that may arise in this regard, without being required to seek any further approval of the Members.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any Committee or Sub-Committee of Directors or to the Chairman, any Director or Officer(s) of the Company, with power to further delegate, for the purpose of giving effect to this resolution."

ITEM NUMBER 10:

APPROVAL FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GUJARAT TO THE STATE OF WEST BENGAL

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 13(4) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or reenactment(s) thereof for the time being in force, and subject to the approval of the Central Government acting through the Regional Director, the Registrar of Companies and such other authorities as may be required from time to time, and subject to such terms, conditions and modifications as may be prescribed or suggested by any of the concerned authorities, consent of the Members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of

Gujarat to the State of West Bengal, at such place therein as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13(4) and other applicable provisions, if any, of the Companies Act, 2013 and upon receipt of approval/confirmation from the Regional Director or such other competent authority, Clause II of the Memorandum of Association of the Company be and is hereby altered and substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of West Bengal.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised, jointly and severally, to prepare, sign, execute and file applications, petitions, a8idavits, declarations and such other documents as may be required, to issue notices and advertisements to the general public and creditors, to serve copies of the application to the Chief Secretary, Government of Gujarat, the Registrar of Companies concerned and other statutory authorities, to appoint professional(s) or authorised representative(s) to appear before the Central Government, Regional Director or any other authority, and to do all such acts, deeds, matters and things as may be necessary, expedient or incidental to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any Committee or Sub-Committee of Directors, or to the Chairman, any Director or Officer(s) of the Company, with power to further delegate, for the purpose of giving e8ect to this resolution.”

For and on behalf of **Shah Foods Limited**
Sd/-
Vishal Jha
Company Secretary
Membership No.: A80210

Date: 15.07.2026
Place: Ahemdabad

NOTES TO THE NOTICE OF POSTAL BALLOT:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business Items forms part of this Postal Ballot Notice.

2. 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") and whose email address is registered with the Company / depository participant(s), as on 10th July, 2026 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the e-voting system only.

3. The Postal Ballot Notice is hosted on Company's website at www.shahfoods.co.in and also on website of the stock exchange i.e. www.bseindia.com

4. The Board of Directors of the Company ("the Board") has appointed M/s. MR & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

5. In case of joint holders, a shareholder whose name appears as first holder in the order of their names as per Register of Members will be entitled to cast vote.

6. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the company in physical form are requested to consider converting their holdings to dematerialised form.

7. Shareholders may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of amount of such transactions. Shareholders may please note that SEBI has also made it mandatory for submission of PAN in the following cases:
   i) Deletion of name of the deceased shareholder(s)
   ii) Transmission of shares to the legal heir(s) and
   iii) Transposition of shares

   Further the shareholders are requested to kindly note that SEBI has mandated the shareholders holding shares in physical form to register their PAN, KYC details, Bank particulars, contact details and nomination against their folio number. PAN is also required to be linked to AADHAR Number by the shareholders to be considered as a valid PAN.

   Shareholders are requested to provide hard copy of the following self-attested documents to Registrar and Share Transfer Agent i.e. Bigshare Services Pvt. Ltd. for registration against their respective folio(s):

   Identity proof: Copy of PAN Card/ AADHAR Card
   Address proof: Copy of AADHAR Card/ Passport/ Client master list/ Utility bill not over 3 months old.
   Bank details: Copy of the cancelled cheque stating the name of the shareholder as an account holder.
   Contact details: Mobile number, email id
   Nominations: Please provide form SH 13 duly filled and signed.

   In absence of any of the above information registered against your folio number, your folio number will be frozen for any updation / dividend payment in direction with the aforesaid circular.

8. Shareholders are requested to intimate changes, if any pertaining to their name, postal address, email address, mobile/phone numbers, PAN, mandates, nominations and bank details etc. to their DP in case shares are held by them in electronic form and to Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company, in case of shares are held by them in physical form.

9. To support "Green Initiative", the shareholders who have not registered their email ids are requested to register the same with their DPs in case share are held in electronic form and with Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email id registration

facility to its shareholders through Bigshare Services Pvt. Ltd., for the purpose of receiving all the communication including notice of meetings and annual reports etc. in electronic mode.

10. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the cut-off date for e - voting i.e. 10th July, 2026. Any person or entity acquires shares of the Company and becomes a shareholder after sending Postal Ballot Notice and holding shares of the Company as on cut-off date for e - voting i.e. 10th July, 2026, can refer to this Notice and other relevant communication including remote e - voting instructions, hosted on Company's website at www.shahfoods.co.in.

11. The e-voting period commences on Sunday, 19th July, 2026 9:00 A.M. (IST) and ends on Monday, 17th August, 2026 5:00 P.M. (IST). Shareholders desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.

12. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Monday, 17th August, 2026, i.e., the last date specified for receipt of votes through the e-voting process.

14. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Bigshare Services Private Limited.

15. The Scrutinizer shall submit his report to the Chairman or Managing Director or the Company Secretary after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or Managing Director or the Company Secretary of the Company duly authorised, on or before 18th August, 2026 and will also be hosted on website of the Company besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.

16. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 had 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/ DP. Demat account holders would be able to cast their

vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participation in e-voting process.

Therefore, to support the above initiative undertaken by SEBI shareholders are requested to intimate or update changes if any, pertaining to their email address and mobile numbers with their respective depositories/DP.

Shareholders holding shares in physical form and want to avail the above initiatives of SEBI are requested to convert their physical holdings into demat form. Shareholders can contact Bigshare Services Pvt. Ltd. for any assistance in this regard.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

i. The remote e-voting period begins on Sunday, 19th July 2026 and ends on Monday, 17th August 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 10th July 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare Services Pvt. Ltd. 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.

1. 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**	1) 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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.

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.
  - o Shareholders holding shares in CDSL demat account should enter 16 Digit Beneficiary ID as user id.
  - o Shareholders holding shares in NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID as user id.
  - o 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.
  - o Click on "DOCUMENT TYPE" dropdown option and select document type power of attorney (POA).

o 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.)
o 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(1) OF THE COMPANIES ACT, 2013

ITEM NUMBER 1:

Appointment of Mr. Anuj Jalan (DIN: 02525506) as Chairman and Managing Director of the Company for a term of 3 (three) years with effect from 08th July 2026

The Board of Directors of the Company vide resolution passed on 08th July, 2026 and on the basis of recommendation of Nomination and Remuneration Committee, accorded their consent to appoint Mr. Anuj Jalan (**DIN: 02525506**) as Chairman and Additional Managing Director of the Company subject to further approval of the Shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from 01st January 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The details of terms of appointment and remuneration payable to Mr. Anuj Jalan are given below:

Particulars	Details
Name	Mr. Anuj Jalan
Tenure of appointment & Remuneration	3 years w.e.f. 08th July 2026
Salary	Salary which may exceed the limits specified in section 197 read with Schedule V of the Companies Act, 2013, rules framed there under and Regulations 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), but upto and not exceeding a maximum amount of Rs. 2,00,00,000/- per year in case company has profits, company has no profits, company has loss or its profit are inadequate. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
Perquisites and allowances in addition to salary	**Leave Travel Concession:** Leave Travel Concession for self and family in accordance with the rules of the company. **Personal Medical/ Accident Insurance etc.:** Coverage for Personal Medical/Accident Insurance/ Key man Insurance or any other

	coverage as per rules of the Company and annual premium for the same to be paid by the Company. Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes. <u>Notes:</u> For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee. Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost
Retirement Benefits in addition to salary	Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961. Gratuity payable shall be in accordance with the rule of the company. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other Benefits in addition to salary	Provision of car with Driver for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company. The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company
Minimum Remuneration	Where in any financial year during the currency of tenure of the managing director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified in this resolution.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

<table>
<tr><td colspan="5">I. General information:</td></tr>
<tr><td>(1) Nature of industry</td><td colspan="4">The Company was engaged in Manufacture of batteries and accumulators, Manufacture of primary cells and primary batteries and rechargable batteries, cells containing manganese oxide, mercuric oxide silver oxide or other material.</td></tr>
<tr><td>(2) Date or expected date of commencement of commercial production</td><td colspan="4">Currently company has had change of ownership, and currently exploring business’s to conduct and revive the company.</td></tr>
<tr><td>(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="4">Not Applicable</td></tr>
<tr><td rowspan="3">(4) Financial performance based on given indicators Amount in Rs.</td><td>Particulars
Amount in millions</td><td>31st March 2024</td><td>31st March 2025</td><td>31st March 2026</td></tr>
<tr><td>PBT</td><td>-0.22</td><td>0.11</td><td>-0.21</td></tr>
<tr><td>PAT</td><td>-0.22</td><td>0.11</td><td>-0.21</td></tr>
<tr><td>(5) Foreign investments or collaborations, if any.</td><td colspan="4">(a) Foreign Investment: NIL
(b) Foreign Collaboration: NIL
(c) Investment in Foreign Bonds: NIL</td></tr>
<tr><td colspan="5">II. Information about the appointee:</td></tr>
<tr><td>(1) Background details</td><td colspan="4">He has experienced Director with 8+ Years of experience in operations, sales, finance, and project management. Industry, Production Planning, Financing and Networking. Proven track record of making informed decisions, understanding industry trends and effective</td></tr>
</table>

	managing company's operation and strategy for company's growth and profitability. His key expertise includes: • Strategic Decision making • Building Networking • Industry Expertise
(2) Past remuneration	Nil
(3) Recognition or awards	NA
(4) Job profile and his suitability	He possesses more than 8 Years of experience in operations, sales, finance, and project management. Industry, Production Planning, Financing and Networking. Proven track record of making informed decisions, understanding industry trends and effective managing company's operation and strategy for company's growth and profitability. His key expertise includes: • Strategic Decision making • Building Networking • Industry Expertise
(5) Remuneration proposed	Upto and not exceeding a maximum amount of Rs. 200,00,000/- per annum along with other perquisites, benefits, incentives, amenities and other allowances as details given in Item Number 1 of this Notice. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The appointment and remuneration of Mr. Anuj Jalan was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders.

	In comparison, the overall remuneration paid to Mr. Anuj Jalan is comparable to the remuneration being paid in our industry.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Anuj Jalan has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 1 of this Notice.
III. Other information:	
(1) Reasons of loss or inadequate profits	The factory was closed on 30th June, 2019. After 30th June, 2019 there is no business transacted by the Company. The Company expects to grow in terms of turnover and profitability, as there were change of ownership, and currently exploring businesses to conduct and revive the company. However, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act.
(2) Steps taken or proposed to be taken for improvement.	The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken numerous initiatives to improve its financial position, and will continue endeavour although it is difficult to quantify the same in this regard at this juncture. The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.

Except Mr. Anuj Jalan, Mr. Raj Kumar Jalan, and Mr. Daivik Jalan and their relatives for Item Number 1, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Mr. Anuj Jalan in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as "**Annexure A**".

However, in the event of inadequacy of profits, during the tenure of Mr. Anuj Jalan, the referred remuneration as set out in this explanatory statement shall be allowed and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors recommends the Special Resolution set out at Item Number 1 of the Notice for approval of the Members.

ITEM NUMBER 2:

APPOINTMENT OF MR. RAJ KUMAR JALAN (DIN: 07875364) AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 08TH JULY 2026

The Board of Directors of the Company vide resolution passed on 08th July, 2026 and on the basis of recommendation of Nomination and Remuneration Committee, accorded their consent to appoint Mr. Raj Kumar Jalan (**DIN: 07875364**) as Executive Director of the Company subject to further approval of the Shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from 01st January 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The details of terms of appointment and remuneration payable to Mr. Raj Kumar Jalan are given below:

Particulars	**Details**
Name	Mr. Raj Kumar Jalan
Tenure of appointment & Remuneration	Not Applicable
Salary	Salary which may exceed the limits specified in section 197 read with Schedule V of the Companies Act, 2013, rules framed there under and Regulations 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), but upto and not exceeding a maximum amount of Rs. 1,50,00,000/- per year in case company has profits, company has no profits, company has loss or its profit are inadequate. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine

Perquisites and allowances in addition to salary	**Leave Travel Concession:** Leave Travel Concession for self and family in accordance with the rules of the company. **Personal Medical/ Accident Insurance etc.:** Coverage for Personal Medical/Accident Insurance/ Key man Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the Company. Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes. <u>Notes:</u> For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee. Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost
Retirement Benefits in addition to salary	Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961. Gratuity payable shall be in accordance with the rule of the company. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other Benefits in addition to salary	Provision of car with Driver for use in Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company. The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company
Minimum Remuneration	Where in any financial year during the currency of tenure of the managing director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified in this resolution.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:				
(1) Nature of industry	The Company was engaged in Manufacture of batteries and accumulators, Manufacture of primary cells and primary batteries and rechargable batteries, cells containing manganese oxide, mercuric oxide silver oxide or other material			
(2) Date or expected date of commencement of commercial production	Currently company has had change of ownership, and currently exploring business's to conduct and revive the company.			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4) Financial performance based on given indicators Amount in Rs.	Particulars Amount in millions	31st March 2023	31st March 2024	31st March 2025
	PBT	-0.22	0.11	-0.21
	PAT	-0.22	0.11	-0.21
(5) Foreign investments or collaborations, if any.	(a) Foreign Investment: NIL (b) Foreign Collaboration: NIL (c) Investment in Foreign Bonds: NIL			
II. Information about the appointee:				
(1) Background details	Mr. Raj Kumar Jalan has completed his Bachelor of Commerce from University of Calcutta, Kolkata in year 1978. He has an experience of 44 years in marketing operations.			
(2) Past remuneration	Nil			
(3) Recognition or awards	NA			
(4) Job profile and his suitability	Mr. Raj Kumar Jalan has completed his Bachelor of Commerce from University of Calcutta, Kolkata in year			

	1978. He has an experience of 44 years in marketing operations.
(5) Remuneration proposed	Upto and not exceeding a maximum amount of Rs. 1,50,00,000/- per annum along with other perquisites, benefits, incentives, amenities and other allowances as details given in Item Number 1 of this Notice. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The appointment and remuneration of Mr. Raj Kumar Jalan was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders. In comparison, the overall remuneration paid to Mr. Raj Kumar Jalan is comparable to the remuneration being paid in our industry.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Raj Kumar Jalan has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 2 of this Notice.
III. Other information:	
(1) Reasons of loss or inadequate profits	The factory was closed on 30th June, 2019. After 30th June, 2019 there is no business transacted by the Company. The Company expects to grow in terms of turnover and profitability, as there were change of ownership, and currently exploring businesses to conduct and revive the company. However, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act.
(2) Steps taken or proposed to be taken for improvement.	The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken numerous initiatives to improve its financial position, and will continue endeavour although it is difficult to quantify the same in this regard at this juncture.

	The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.

Except Mr. Anuj Jalan, Mr. Raj Kumar Jalan, and Mr. Daivik Jalan and their relatives for Item Number 2, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Mr. Raj Kumar Jalan in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as "**Annexure A**".

However, in the event of inadequacy of profits, during the tenure of Mr. Raj Kumar Jalan, the referred remuneration as set out in this explanatory statement shall be allowed and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors recommends the Special Resolution set out at Item Number 2 of the Notice for approval of the Members.

ITEM NUMBER 3:

APPOINTMENT OF MR. DAIVIK JALAN (DIN: 10808174) AS NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 08TH JULY 2026

The Board of Directors of the Company vide resolution passed on 08th July, 2026 and on the basis of recommendation of Nomination and Remuneration Committee, accorded their consent to appoint Mr. Daivik Jalan (**DIN: 10808174**) as Non-Independent Non-Executive Director of the Company subject to further approval of the Shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from 01st January 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The details of terms of appointment and remuneration payable to Mr. Daivik Jalan are given below:

Particulars	**Details**
Name	Mr. Daivik Jalan

Tenure of appointment & Remuneration	Not Applicable
Salary	Salary which may exceed the limits specified in section 197 read with Schedule V of the Companies Act, 2013, rules framed there under and Regulations 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), but upto and not exceeding a maximum amount of Rs. 90,00,000/- per year in case company has profits, company has no profits, company has loss or its profit are inadequate. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
Perquisites and allowances in addition to salary	**Leave Travel Concession:** Leave Travel Concession for self and family in accordance with the rules of the company. **Personal Medical/ Accident Insurance etc.:** Coverage for Personal Medical/Accident Insurance/ Key man Insurance or any other coverage as per rules of the Company and annual premium for the same to be paid by the Company. Any other benefits, facilities, allowance and expenses as may be allowed under Company rules/schemes. Notes: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee. Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule. Perquisites shall be evaluated at actual cost
Retirement Benefits in addition to salary	Company's Contribution towards Provident Fund, Super-annuation fund or Annuity Fund shall be as per the Rules of the Company and this amount shall not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961. Gratuity payable shall be in accordance with the rule of the company. Earned Leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable of Leave at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.
Other Benefits in addition to salary	Provision of car with Driver for use in Company's business and telephone at residence will not be considered as perquisites. Personal

	long distance calls on telephone and use of car for private purpose shall be billed by the company. The appointee shall be entitled to reimbursement of entertainment expenses actually and properly incurred during the course of legitimate business of the company. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company
Minimum Remuneration	Where in any financial year during the currency of tenure of the managing director, the company has no profits or its profits are inadequate, the company will pay remuneration by way of salary and perquisites not exceeding the limits as specified in this resolution.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

<table>
<tr><td colspan="5">I. General information:</td></tr>
<tr><td>(1) Nature of industry</td><td colspan="4">The Company was engaged in Manufacture of batteries and accumulators, Manufacture of primary cells and primary batteries and rechargable batteries, cells containing manganese oxide, mercuric oxide silver oxide or other material.</td></tr>
<tr><td>(2) Date or expected date of commencement of commercial production</td><td colspan="4">Currently company has had change of ownership, and currently exploring business’s to conduct and revive the company.</td></tr>
<tr><td>(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="4">Not Applicable</td></tr>
<tr><td rowspan="3">(4) Financial performance based on given indicators

Amount in Rs.</td><td>Particulars

Amount in millions</td><td>31st March 2023</td><td>31st March 2024</td><td>31st March 2025</td></tr>
<tr><td>PBT</td><td>-0.22</td><td>0.11</td><td>-0.21</td></tr>
<tr><td>PAT</td><td>-0.22</td><td>0.11</td><td>-0.21</td></tr>
</table>

(5) Foreign investments or collaborations, if any.	(a) Foreign Investment: NIL (b) Foreign Collaboration: NIL (c) Investment in Foreign Bonds: NIL
II. Information about the appointee:	
(1) Background details	Mr. Daivik Jalan pursuing a Bachelor's degree in commerce (Accounting and Finance) from St. Xavier's College (Autonomous) affiliated with the University of Calcutta. He possesses more than 1 year of industry expertise, including expertise in areas such as operational facets, finance health, administrative efficiency and networking. His key competencies include: • Strategic planning • Budgeting • Decision making.
(2) Past remuneration	Nil
(3) Recognition or awards	NA
(4) Job profile and his suitability	Mr. Daivik Jalan pursuing a Bachelor's degree in commerce (Accounting and Finance) from St. Xavier's College (Autonomous) affiliated with the University of Calcutta. He possesses more than 1 year of industry expertise, including expertise in areas such as operational facets, finance health, administrative efficiency and networking. His key competencies include: • Strategic planning • Budgeting • Decision making.
(5) Remuneration proposed	Upto and not exceeding a maximum amount of Rs. 90,00,000/- per annum along with other perquisites, benefits, incentives, amenities and other allowances as details given in Item Number 3 of this Notice. The Director shall be entitled to such increment from time to time as the

	Board (including Committee(s)) may by its discretion determine
(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The appointment and remuneration of Mr. Daivik Jalan was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders. In comparison, the overall remuneration paid to Mr. Daivik Jalan is comparable to the remuneration being paid in our industry.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Daivik Jalan has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 3 of this Notice.
III. Other information:	
(1) Reasons of loss or inadequate profits	The factory was closed on 30th June, 2019. After 30th June, 2019 there is no business transacted by the Company. The Company expects to grow in terms of turnover and profitability, as there were change of ownership, and currently exploring businesses to conduct and revive the company. However, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act.
(2) Steps taken or proposed to be taken for improvement.	The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken numerous initiatives to improve its financial position, and will continue endeavour although it is difficult to quantify the same in this regard at this juncture. The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.

Except Mr. Anuj Jalan, Mr. Raj Kumar Jalan, and Mr. Daivik Jalan and their relatives for Item Number 3, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Mr. Daivik Jalan in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as "**Annexure A**".

However, in the event of inadequacy of profits, during the tenure of Mr. Daivik Jalan, the referred remuneration as set out in this explanatory statement shall be allowed and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors recommends the Special Resolution set out at Item Number 3 of the Notice for approval of the Members.

ITEM NUMBER 4, 5 & 6:

APPOINTMENT OF MS. PRAGATI GOEL (DIN: 10447667), MR. GIRI RAJ PARASHAR (DIN: 10491076) & MR. SHIVAM GUPTA (DIN: 07690975) AS INDEPENDENT NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR A TERM OF 5 (FIVE) YEARS WITH EFFECT FROM 08TH JULY 2026

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on 08th July 2026 had appointed Ms. Pragati Goel (DIN: 10447667), Mr. Giri Raj Parashar (DIN: 10491076) and Mr. Shivam Gupta (DIN: 07690975) as Additional Non-Executive Independent Director of the Company for a first term of three (5) years effective from 08th July 2026, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Ms. Pragati Goel (DIN: 10447667), Mr. Giri Raj Parashar (DIN: 10491076) and Mr. Shivam Gupta (DIN: 07690975);

(i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,

(ii) disclosure of interest in Form MBP-1 in terms of Companies (Meetings of Board and its Powers) Rules, 2014.

(iii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and

(iv) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations.

(v) a valid certificate of inclusion in the Independent Director Databank under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014,

They do not hold any equity shares of the Company. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Pragati Goel, Mr. Giri Raj Parashar and Mr. Shivam Gupta for the office of Directors of the Company.

The brief profile of Ms. Pragati Goel (DIN: 10447667), Mr. Giri Raj Parashar (DIN: 10491076) and Mr. Shivam Gupta (DIN: 07690975) in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as "**Annexure A**".

The Board of Directors recommends the Special Resolution set out at Item Number 4, 5 & 6 of the Notice for approval of the Members.

None of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

ITEM NUMBER 7:

APPROVAL UNDER SECTION 185 OF THE COMPANIES ACT, 2013 FOR ADVANCING LOANS, GIVING GUARANTEES, OR PROVIDING SECURITY AND AUTHORIZATION TO DIRECTORS TO EXECUTE RELATED DOCUMENTS

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Deep Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan in one or more tranches including any loan represented by a book debt, and/or give any guarantee and/or provide any security in connection with any loan taken/ to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), upto an aggregate sum of 500 crores (Rupees Five Hundred Crores only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

The list of Company in which existing Directors are interested and which require loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken/to be taken by any entity also includes Subsidiary or Associate or Joint Venture or group entity of the Company (in which any director is deemed to be interested).

Terms and Condition of loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity:

Tenure: Payable on Demand or as per agreed terms between both parties.

Rate of Interest: As per Prevailing Market Rate.

Terms & Conditions: As per agreed terms between both parties.

Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures /associates/ other Companies in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors recommends the proposed resolutions as set out at Item No. 7 for approval of the shareholders by way of Special resolution.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that besides, Mr. Anuj Jalan (DIN: 02525506), Mr. Raj Kumar Jalan (DIN: 07875364) and Mr. Daivik Jalan (DIN: 10808174) and their relatives, none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

ITEM NUMBER 8:

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015 AND IND AS 24

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amended Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 w.e.f. 19.12.2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or along/through its subsidiary(ies), exceed(s) the threshold limits specified in Regulation 23 (1) read with Schedule XII of Listing Regulations, 2015 and such material related party transactions exceeding the limits, would require prior approval of Shareholders by means of an Ordinary Resolution.

Based on current applicable threshold for determining the related party transactions that require prior Shareholders approval and to facilitate seamless contracting and rendering/availing of product and services between the Company and "related parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution.

Further pursuant to the provisions of Section 188 of The Companies Act, 2013 ("the Act"), read with The Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), the Company is required to obtain consent of the Audit Committee, Board of Directors and also prior approval of the Shareholders by way of Ordinary Resolution, in case certain transactions with related parties exceeds such sum as specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and also on arm's length basis.

The Audit Committee and Board of Directors at its meeting on the basis of relevant details provided by the management, as required by the law, at its meeting held on 15th July, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Moreover, the estimated value of the transaction(s) with Tandhan Power Technologies Private Limited relating to sale, purchase or supply of any good(s) or material(s), selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any service(s), appointment of agent for purchase or sale of good(s), material(s), service(s) or property or otherwise disposing of any goods, materials or property or availing or rendering of any services, borrowings/lending of loans and advances, to give premises on rent, to give donation, to give inter corporate deposits, transfer of any resources, services or obligations on such term(s) and condition(s) as the Board of Directors may deem fit or appointment of such related party to any office or place of profit in the Company or any related party transactions for an amount during the financial year 2026-27 are likely to exceed the threshold prescribed under Section 188 of The Companies Act, 2013, read with the rules made there and under Regulation 2 (zc) & 23 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Indian Accounting Standard (IND AS) 24 and will be considered material and therefore would require the approval of shareholders of the Company by an Ordinary Resolution.

The definition of related party is in pursuance with section 2(76), 2(77) of The Companies Act, 2013 read with rules made thereunder and Regulation 2(zb), 2(zd) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Shareholders' approval sought for the Material Related Party Transactions to be entered during FY 2026-27 as given in Item No. 8 shall be valid for a period of 1 (one) year.

The Shareholders may note that as per the provisions of the SEBI Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 8.

Pursuant to Section 102 of the Companies Act, 2013, The Board of Directors of the Company do hereby confirm that besides, Mr. Anuj Jalan (DIN: 02525506), Mr. Raj Kumar Jalan (DIN: 07875364) and Mr. Daivik Jalan (DIN: 10808174) and their relatives, none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in resolution no. 8 of this Notice.

As per the SEBI Listing Regulations, all related parties of the Company, whether a party to the proposed transaction(s) or not, shall abstain from voting on the said resolution. Further, in accordance with the Section 188 of the Companies Act, 2013, no members of the company shall vote on such resolutions, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The consent of the Shareholders is sought for passing an Ordinary Resolution as set out at Item No. 8 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company as an Ordinary Resolution.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

S. No.	Particulars of the information	Information provided by the management
A. Details of the related party and transactions with the related party		
A(1)	**Basic details of the Related Party Transaction**	
1.	Name of the related party	Tandhan Power Technologies Private Limited
2.	Country of incorporation of the related party	India

3.	Nature of business of the related party	Manufacturers, buyers, sellers, dealers, importers, exporters, contractors, factors, agents and suppliers of Batteries.
A(2)	**Relationship and ownership of the related party**	
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Listed Entity holds 100% stake in Tandhan Power Technologies Private Limited, the Subsidiary company. Nature of Concern: Financial
	a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NA
	b. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	NA
	c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation***: *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	NIL
A (3)	**Details of previous transactions with the related party**	

<table>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table><tr><td>Year Nature of</td><td>Nature of
Transaction</td><td>Amount</td></tr><tr><td>2025-26</td><td>-</td><td>-</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>NA</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years</td><td>NA</td></tr>
<tr><td>A(4)</td><td colspan="2">Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Rs. 500 Crore per transaction proposed for FY 26-27</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>NA (NIL Turnover)</td></tr>
</table>

<table>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>NA (NIL Turnover)</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year (2025-26)

Explanations:

The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td><table><tr><td>Particulars</td><td>Amount in Millions</td></tr><tr><td>Turnover</td><td>0</td></tr><tr><td>Net Worth</td><td>1733.796</td></tr><tr><td>Net Profits</td><td>-2.05</td></tr></table></td></tr>
<tr><td>A (5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>1. Sale, purchase or supply of goods or services or any other similar business transaction and trade advances.

2. Guarantee, surety, indemnity or comfort letter, made or given.

3. Borrowings by the listed entity or its subsidiary</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>1. Sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td></tr>
</table>

		from Tandhan Power Technologies Private Limited amounting upto 500 crores. 2. Guarantee, surety, indemnity or comfort letter, made or given from Tandhan Power Technologies Private Limited amounting upto 500 crores. 3. Borrowings by the listed entity or its subsidiary from Tandhan Power Technologies Private Limited amounting upto 500 crores.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 year
4.	Whether Omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	500 Crores for each transaction
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions ("RPTs") are in the interest of the Company as they are essential for the smooth functioning, continuity, and sustainability of its business operations.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	1. Mr. Anuj Jalan, Chairman and Additional Managing Director (DIN: 02525506) 2. Mr. Raj Kumar Jalan, Executive Director (DIN: 07875364)

		3. Mr. Daivik Jalan, Non-Independent Non-Executive Director (DIN: 10808174)
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A Copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9.	Other information relevant for decision making.	Nil
B	**Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A**	
B (1)	**Sale, Purchase or Supply of Goods or Services or any other similar business transaction and trade advance**	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price	Arm length
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	a. Amount of Trade Advance	Not Applicable

	b. Tenure	Not Applicable
	c. Whether same is self-liquidating?	Not Applicable
B (4).	**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.**	
1.	Rationale for giving guarantee, surety, indemnity or comfort letter	To enhance creditworthiness of the subsidiary and to enable access to loans or better terms (lower interest, higher limits).
2.	Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	(i) commission- NA (ii) contractual provisions- the beneficiary shall repay the guaranteed amount to the guarantor as per the guarantee agreement to be executed between the parties.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	value of obligations shall be decided as per the guarantee agreement.
4.	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is	credit rating - BBB-

<table>
<tr><td></td><td>given in connection with the borrowing by a related party</td><td colspan="5"></td></tr>
<tr><td rowspan="4">6.</td><td rowspan="4">Details of solvency status and going concern status of the related party during the last three financial years:

Subsidiary's status</td><td>FY</td><td>Solvency Indicators</td><td>Net Worth (in millions)</td><td>Debt-Equity Ratio</td><td>Going Concern Status</td></tr>
<tr><td>25-26</td><td>Solvent</td><td>1728.48</td><td>0.34</td><td>Yes</td></tr>
<tr><td>24-25</td><td>Solvent</td><td>518.47</td><td>0.85</td><td>Yes</td></tr>
<tr><td>23-24</td><td>Solvent</td><td>378.24</td><td>0.20</td><td>Yes</td></tr>
<tr><td></td><td>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</td><td colspan="5">NA</td></tr>
<tr><td>B(5)</td><td colspan="6">Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</td></tr>
<tr><td>1.</td><td>Material covenants of the proposed transaction</td><td colspan="5">As per the loan agreement to be executed between the parties</td></tr>
<tr><td>2.</td><td>Interest rate (in terms of numerical value or base rate and applicable spread)</td><td colspan="5">As per the loan agreement to be executed between the parties</td></tr>
<tr><td>3.</td><td>Cost of borrowing (This shall include all costs associated with the borrowing)</td><td colspan="5">As per the loan agreement to be executed between the parties</td></tr>
<tr><td>4.</td><td>Maturity / due date</td><td colspan="5">As per the loan agreement to be executed between the parties</td></tr>
<tr><td>5.</td><td>Repayment schedule & terms</td><td colspan="5">As per the loan agreement to be executed between the parties</td></tr>
<tr><td>6.</td><td>Whether secured or unsecured?</td><td colspan="5">Unsecured</td></tr>
<tr><td>7.</td><td>If secured, the nature of security & security coverage ratio</td><td colspan="5">NA</td></tr>
<tr><td>8.</td><td>The purpose for which the funds will be utilized by the listed entity / subsidiary</td><td colspan="5">For listed entity principal business activities and day to day transactions</td></tr>
</table>

9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	NA
	a. Before transaction	
	b. After transaction	
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	NA
	a. Before transaction	
	b. After transaction	
C	**Information to be provided only if a specific type of RPT mentioned below proposed to be undertaken is a material RPT and is in addition to Part A and B**	
C(3)	**Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary**	
1.	If guarantee, performance guarantee (in nature of security/ contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.	credit rating - BBB-

	b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	
2.	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2023-24	Solvent, and Going Concern
	FY 2024-25	Solvent, and Going Concern
	FY 2025-26	Solvent, and Going Concern
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)- surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Not Applicable
4.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not Applicable
	In addition, state the following:	NO

	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. *Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.*	
	FY 2023-24	Not Applicable
	FY 2024-25	Not Applicable
	FY 2025-26	Not Applicable
C(4)	**Disclosure only in case of transaction relating to borrowings by the listed entity or its subsidiary**	
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/ NBFC/ Insurance Companies/ housing finance companies*	
	a. Before transaction	0% (Nil Debt)

	b. After transaction	Not Ascertainable at this stage
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements *Note: This shall not be applicable to listed banks/ NBFC/ Insurance Companies/ housing finance companies*	
	a. Before transaction	Not Applicable
	b. After transaction	Not Ascertainable at this stage

ITEM NUMBER 9:

APPROVAL FOR CHANGE OF NAME OF THE COMPANY

Pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rule 8(b)(ii) of the Companies (Incorporation) Rules, 2014, the name of a company shall be in consonance with its principal objects as stated in its Memorandum of Association.

The Company is in the process of transitioning into a new line of business, which is different from its existing business activities. Accordingly, the revenue generated during the preceding one-year period does not reflect the proposed new business activity, and therefore, the condition prescribed under Regulation 45(1)(b) is not applicable in the present case. Also, The Company has invested in a new activity/project, namely Tandhan Power Technologies Private Limited (a wholly owned subsidiary of the Company), and the amount so invested is more than fifty percent of the total assets of the Company.

The Board is of the view that the proposed new name more appropriately reflects the business activities of the Company. The proposed change of name will not result in any change in the legal status or constitution of the Company, nor will it a8ect any rights or obligations of the Company or its members and other stakeholders.

The Company has complied with the provisions of Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable. A certificate from a Practicing Chartered Accountant confirming compliance with the conditions specified under the said regulation has been attached as an Annexure B to the Notice for reference of the members.

Pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the proposed change of name and alteration of the Memorandum of Association requires the approval of the members by way of a Special Resolution.

The Board of Directors recommends the resolution set out under Item No. 9 of the Notice for approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

ITEM NUMBER 10:

APPROVAL FOR SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF GUJARAT TO THE STATE OF WEST BENGAL

The Registered Office of the Company is presently situated in the State of Gujarat. Shifting of registered office from the State of Gujarat to the State of West Bengal, is the part of the future business planning of the Company, to expand its operation in the State of West Bengal.

The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of West Bengal, the set targets and objectives, which would be in the interest of the Company and its members.

The Board is further of the view that the proposed shifting of the registered office would improve the access to new resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently.

It was therefore felt prudently that the operations of the company can be better managed if the registered office of the company is shifted from the State of Gujarat to the State of West Bengal. Further there is better growth for the business of the Company in the State of West Bengal and has therefore propose to shift the registered office of the Company to the State of West Bengal.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to another state subject to the approval of the members, Central Government or the Regional Director or any other relevant authorities.

The proposed change is not prejudicial to the interest of the Members, public at large, employees and other business associates of the company.

The Board of Directors recommends the resolution set out under Item No. 10 of the Notice for approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

For and on behalf of ***Shah Foods Limited***
Sd/-
Vishal Jha
Company Secretary and Compliance Officer
Membership No.: A80210

Date: 15.07.2026
Place: Ahemdabad

Annexure A

Name	Anuj Jalan	Raj Kumar Jalan	Daivik Jalan	Pragati Goel	Giri Raj Parashar	Shivam Gupta
DIN	02525506	07875364	10808174	10447667	10491076	07690975
Designation	Chairman & Managing Director	Executive Director	Non-Independent Non-Executive Director	Non-Executive Independent Women Director	Non-Executive Independent Director	Non-Executive Independent Director
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Age	35	69	19	35	40	29
Qualification & Experience/ Expertise in specific General Functional area	Mr. Anuj Jalan holds Master of Business Administration S.P. Jain Institute of Management & Research. He has Experienced Director with 8+ Years of experience in operations, sales, finance,	Mr. Raj Kumar Jalan has completed his Bachelor of Commerce from University of Calcutta, Kolkata in year 1978. He has an experience of 44 years in marketing operations.	Mr. Daivik Jalan persuing a Bachelor's degree in commerce (Accounting and Finance) from St. Xavier's College (Autonomous) affiliated with the University of Calcutta. He possesses more	Mrs. Pragati Goel holds an MBA degree in Marketing from IMT Hyderabad and also a Bachelor's degree in commerce (Accounting and Finance) from J. D. Birla Institute (Affiliated to Jadavpur University. She possesses more than 8 year of industry expertise, including expertise in areas such as Strategic Leadership in	Mr. Giri Raj Parashar holds a Master degree in Physiotherapy from Hemwati Nandan Bahuguna Garhwal University- 2012 He possesses more than 12 year of experience in preventing bone disease,	Mr. Shivam Gupta holds a degree of Masters in Management from London Business School. He possesses 11 years of vast experience in managing business projects, is also a Director of many companies including

	and project management. Industry, Production Planning, Financing and Networking. Proven track record of making informed decisions, understanding industry trends and effective managing company's operation and strategy for company's growth and profitability. His key expertise includes: • Strategic Decision making		than 1 year of industry expertise, including expertise in areas such as operational facets, finance health, administrative efficiency and networking. His key competencies include: Strategic planning, Budgeting, Decision making	Procurement, Production Planning, Sales & Marketing. Her key competencies include: Creating sales plans and processes, Strong Leadership, Deal Strategy, Creating sales plans and processes, Time management, Production Planning Budgeting	spine and nervous problems. He has contributed significantly in areas such as: Healthcare governance and regulatory compliance, Risk management and ethical practices, Strategic planning in healthcare delivery, Public health initiatives and patient safety systems. He also possesses strong analytical skills, domain expertise	Techflow (India & UAE) and brings deep expertise in strategic leadership, corporate governance, financial oversight, and risk management. His key competencies include: Business transformation, regulatory compliance, sustainable growth initiatives. ensuring transparency, accountability, and protection of stakeholders' interests

	• Building Networking • Industry Expertise				in healthcare, high integrity, and sound judgment, which will add significant value to the Company's governance framework and risk oversight mechanisms	
Terms and conditions of appointment / re-appointment	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement	As mentioned in the explanatory statement
Details of Remuneration Sought to be paid	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution	As mentioned in the resolution
Last Remuneration Drawn	Nil	Nil	Nil	Nil	Nil	Nil

Date of First Appointment on the Board	08.07.2026	08.07.2026	08.07.2026	08.07.2026	08.07.2026	08.07.2026
Shareholding in the Company	4132474	Nil	1519091	Nil	Nil	Nil
Relationship with other Directors / Managers and Key Managerial Personnel	Mr. Anuj Jalan is a nephew of Mr. Raj Kumar Jalan and Mr. Daivik Jalan is a nephew of Mr. Anuj Jalan	Mr. Anuj Jalan is a nephew of Mr. Raj Kumar Jalan and Mr. Daivik Jalan is a grandson of Mr. Raj Kumar Jalan	Mr. Daivik Jalan is a nephew of Mr. Anuj Jalan and Grandson of Mr. Raj Kumar Jalan	None	None	None
No. of Board meetings attended during financial year 2026-2027.	1 (One)	1 (One)	1 (One)	1 (One)	1 (One)	1 (One)
Other Directorship	Tandhan Biofuels Private Limited, Scorn Trade Link LLP, Ersa Pharma Traders	NX Hotels Private Limited, Jalan Sarees Private Limited, Tandhan	Tandhan India Private Limited, Tandhan Exim Private Limited, Tandhan Polyplast	Tandhan Polyplast Limited, Tandhan Industries Limited	Tandhan Polyplast Limited, Tandhan Industries Limited	Lithium Indmak Limited, Trancemarine And Confreight Logistics Private Limited, Techflow

	LLP, Maa Tarini Dealtrade LLP, Tandhan Cotton Mills Private Limited, Tandhan Power Technologies Private Limited, Tandhan India Private Limited, NX Hotels Private Limited, Jalan Sarees Private Limited	Polyplast Limited, Tandhan Cotton Mills Private Limited, Tandhan Power Technologies Private Limited	Limited, Tandhan Industries Limited, Scorn Trade Link LLP, Ersa Pharma Traders LLP, Maa Tarini Dealtrade LLP			Refurb Private Limited, Sumash Developers Private Limited, Venules Trading Private Limited, Sanay Mineral & Mining Private Limited, Daniry Traders Private Limited, BBA Construction LLP , Swarnim Vyapaar LLP, Dum Dum Enclave LLP, Bemith Merchants LLP, Bhumiratna Minerals LLP, Tandhan Industries Limited
Chairman/ Member of the Committ	Tandhan Power Technolog	Tandhan Power Technolog	Tandhan Power Technologies	Tandhan Polyplast Limited, Tandhan Power	Tandhan Polyplast Limited, Tandhan Power	None

ee of the Board of Directors of the other Company	ies Private Limited **Member-** Audit Committee, Stakeholder Relationship Committee **Chairman** - CSR Committee	ies Private Limited **Member-** CSR Committee	Private Limited **Member-** Nomination Remuneration Committee	Technologies Private Limited **Chairman-** Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee **Member-** CSR Committee	Technologies Private Limited **Member-** Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee	

CERTIFICATE

To,

The Board of Directors

Shah Foods Limited

Registered Office: 301, Sarthik Square

NR Shapath-3 S.G. Highway, Bodakdev

Ahmedabad, Ahmadabad City, Gujarat- 380054

Subject: Certificate under Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Bifurcation of Total Assets in respect of investment in new activity/project.

With reference to the application made by **Shah Foods Limited** ("the Company") for approval regarding change of name of the Company from **"Shah Foods Limited"** to "**Tandhan Energies Limited**".

We have examined the relevant records of the Company and the information and explanations provided by the management in connection with the proposed change of name of the Company to Tandhan Energies Limited.

Based on our examination of the records and according to the information and explanations given to us, and pursuant to the requirements of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm as under:

Regulation 45(1)(a) – a time period of at least one year has elapsed from the last name change:

The Company has not changed its name in the last one year. Accordingly, the condition prescribed under Regulation 45(1)(a) is duly complied with.

Regulation 45(1)(b) – at least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name:

The Company is in the process of transitioning into a new line of business, which is different from its existing business activities. Accordingly, the revenue generated during the preceding one-year period does not reflect the proposed new business activity, and therefore, the condition prescribed under Regulation 45(1)(b) is not applicable in the present case.

OR

Regulation 45(1)(c) – the amount invested in the new activity/project is at least fifty percent of the assets of the

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listed entity:

The Company has invested in a new activity/project, namely Tandhan Power Technologies Private Limited (a wholly owned subsidiary of the Company), and the amount so invested is more than fifty percent of the total assets of the Company.

The bifurcation of the total assets of the Company as on 31st March 2026, evidencing compliance with Regulation 45(1)(c), is set out below:

Particulars	Amount (INR)
Non-Current Assets	
Tangible Assets at WDV as on 31st March 2026	0.00
Investment in listed shares (net of provision for dimunition)	0.00
Investment in Unlisted Company	0.00
Investment and funds for new activity/project of the Company	1,73,58,14,789.50
Long Term Loans & Advances	0.00
Asset Held For sale	8,89,970.00
Current Assets	
Inventories	0.00
Cash & Cash Equivalents	3,61,45,599.31
Short Term Loans & Advances	1,00,56,930.00
Advance to Suppliers	0.00
Balances with GST	45,83,132.16
Income Tax	0.00
Other Current Assets	0.00
Total Assets (A)	1,78,74,66,124.97
Investment and funds for new activity/project of the Company (B)	1,73,58,14,789.50
Investment in new activity/project as a percentage of Total Assets (B/A)	97.11%

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+91 79037 63110
CA Nisha Garg FCA, B.Com (Hons.)
+91 88844 12609

From the above, it is evident that the amount invested by the Company in the new activity/project (i.e. Tandhan Power Technologies Private Limited – Wholly Owned Subsidiary) is INR 1,73,58,14,789.50/-, which constitutes 97.11% of the total assets of the listed entity, being more than fifty percent of the assets of the Company.

Accordingly, the condition prescribed under Regulation 45(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is duly complied with.

This Certificate is issued at the request of the Company for the purpose of submission to BSE Limited in connection with the application for change of name of the Company and shall not be used for any other purpose without our prior written consent.

For N G R M & Co
Chartered Accountants
FRN: 031899C

ROHAN MAKHIJA
Digitally signed by ROHAN MAKHIJA
Date: 2026.07.15 17:28:30 +05'30'

CA Rohan Makhija
Partner
Membership No: 451279
UDIN: 26451279VSAIAH5780

Date: 15-07-2026
Place: Kolkata

N G R M AND CO. CA :: FRN :: 031899C Gulabbagh, Purnea

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Purnea (Bihar)
ngrmandco@gmail.com