

Registered office:

**Annapurna Swadisht Limited**

Chatterjee International Building, 13th Floor, Unit No. A01, and

AO2, 33A, Jawaharlal Nehru Road, Kolkata – 700071

Call: 033-4603 2805 || Email: info@annapurnasnacks.in

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**POSTAL BALLOT NOTICE**

[Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time]

**To**

**The Members**

**Annapurna Swadisht Limited**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), seeking approval of the shareholders of Annapurna Swadisht Limited (the Company) to the appended special businesses by passing Ordinary resolutions through Postal Ballot. The explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is also annexed hereto.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (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, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

**1. To appoint M/s. Agarwal Khetan & Co. as Statutory Auditor to fill casual vacancy caused by the Resignation of M/s. A M R K & Co (FRN: 327630E) Chartered Accountants.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof, M/s. Agarwal Khetan & Co., Chartered Accountants (Firm Regn. No. - 330054E) Kolkata, upon the recommendation of Board, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. A M R K & Co (FRN: 327630E), Chartered Accounts, Kolkata.

**RESOLVED FURTHER THAT** M/s. Agarwal Khetan & Co., Chartered Accountants, Kolkata, shall hold the office of Statutory Auditors of the Company until the conclusion of the ensuing annual general meeting and that they shall conduct the Statutory Audit for the financial year beginning from April 1, 2022 to March 31, 2023, at a remuneration mentioned in the statement annexed herewith pursuant to Section 102 of the Act”

**RESOLVED FURTHER** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

**Asansol unit:**

Girmint road Majiara, Plot J.L 43, Asansol,  
Paschim Bardhaman, West Bengal 713 301

**CIN: L15133WB2022PLC251553 | GST: 19AAWCA5249E1Z8**

**Siliguri Unit:**

P.S Bhaktinagar, Mouza Dabgram, Plot No. RS 471/894, J.L No 2,  
Sahudangi Hat, Binnaguri, Jalpaiguri, West Bengal, 735135

North Shantinagar, Plot No. RS 471/894, Jalpaiguri,  
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## 2. Increase in authorized share capital of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, including any statutory modification or re-enactment thereof, for the time being in force, and pursuant to the provisions of Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the increase in Authorized Share Capital of the Company from existing Rs. 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 1,80,00,000/- (One Crore Eighty Lakh only) equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.27,00,00,000/- (Rupees Twenty Seven Crores Only) divided into 2,70,00,000/- (Two Crore Seventy Lakhs only) equity shares of Rs.10/- (Rupee Ten only) each by creation of 90,00,000 equity shares of Rs 10/- each.

**RESOLVED FURTHER THAT** in terms of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and consequent upon the increase in the Authorized Share Capital as mentioned aforesaid, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

“V) The Authorised Share Capital of the Company is Rs. 27,00,00,000/- (Rupees Twenty Seven Crores Only) comprising of 2,70,00,000 (Two Crores Seventy Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital into the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being.”

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and is hereby authorized to undertake all such acts, deeds and things as may be necessary and to take such steps as may be required to give effect to the above resolutions.”

Regd. Office  
Chatterjee International Building  
13<sup>th</sup> Floor, Unit No A01 and A02,  
33A, Jawaharlal Nehru Road, Kolkata – 700071

Kolkata – 700071  
Dated: February 21, 2023

By order of the Board  
Annapurna Swadisht Limited

Sd-  
Shakeel Ahmed  
Company Secretary  
M No. A46966

### Asansol unit:

Girmint road Majiara, Plot J.L 43, Asansol,  
Paschim Bardhaman, West Bengal 713 301

CIN: L15133WB2022PLC251553 | GST: 19AAWCA5249E1Z8

### Siliguri Unit:

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**NOTES:**

- 1) The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
- 2) The Statement pursuant to Section 102(1) of the Act setting out the material facts concerning the item of business to be transacted is annexed hereto.
- 3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members as on February 24, 2022. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
- 4) The Notice of Postal Ballot is being sent to the members only in electronic form to the e-mail addresses registered with the Company as on cut-off date.
- 5) 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 only take place through the e-voting system.
- 6) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-voting facility. Instructions for the process to be followed for voting through electronic means are annexed to the Notice.
- 7) Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at an extra- ordinary general meeting of the members convened in that behalf.
- 8) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on February 24, 2023.
- 9) Facility to exercise vote through electronic means will be available during the period commencing from 09.00 a.m. (IST) on March 12, 2023 and ending at 5.00 p.m. (IST) on April 10, 2023.
- 10) The Board of Directors has appointed CS Md. Shahnawaz, proprietor of M/s M Shahnawaz & Associates, Practicing Company Secretaries, Kolkata, as a Scrutinizer to conduct the voting process in a fair and transparent manner.
- 11) The Scrutinizer will submit his report to the Director after the completion of scrutiny, and the results of voting will be declared by placing the results along with the Scrutinizer's report on the Company's website: www.annapurnasnacks.in and communicated to the Stock Exchanges.
- 12) The resolution, if approved, shall be deemed to have been passed on the last date specified for receipt of the postal ballot or e-voting, i.e., April 10, 2023.
- 13) In case of any query/grievance with respect to voting through electronic means, please visit Help & FAQ's section and e-voting manual available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 14) All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to cs@annapurnasnacks.in or info@skylinerta.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- 15) Members who have not registered their e-mail addresses are requested to register the same with the Company for sending future communication(s) in electronic form.
- 16) Instructions for process to be followed by members opting to vote through electronic means.

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**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

**Item No. 1**

M/s. A M R K & Co, Chartered Accounts, Kolkata, have resigned from the office of Statutory Auditors of the Company w.e.f. January 25, 2023, due to disagreement over increase in fees, increased operations & compliances resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

The Audit Committee and the Board of Directors in their respective meetings held on February 13, 2023 have considered and recommended appointment of M/s. Agarwal Khetan & Co., Chartered Accounts, Kolkata, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. A M R K & Co, Chartered Accounts, Kolkata. M/s. Agarwal Khetan & Co., Chartered Accounts, Kolkata, if appointed in the Extraordinary General Meeting, will be holding office of Statutory Auditors until the conclusion of the next annual general meeting.

Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. Agarwal Khetan & Co. towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for the financial year 2022-23 shall be Rs. 2.00 lakh.
Terms of appointment	<ul style="list-style-type: none"><li>To hold the office of Statutory Auditors of the Company from the conclusion of this Postal Ballot until the conclusion of the ensuing annual general meeting</li><li>To conduct the Statutory Audit for the financial year beginning from April 1, 2022 to March 31, 2023.</li></ul>

M/s. M K Surana & Co., Chartered Accounts, Kolkata, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they satisfy the criteria provided in Section 141 of the Act.

Accordingly, the Ordinary Resolution as embodied in the Notice is proposed by the Board of Directors for consideration and approval of the shareholders.

None of the Directors or Key Managerial Personnel or their relatives is, directly or indirectly, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their shareholding.

The Board accordingly recommend the Ordinary Resolution set forth in the Notice for approval of the Members.

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**Item No. 2**

The present Authorised Share Capital of the Company is Rs.18,00,00,000 (Rupees Eighteen Crores only) comprising of 1,80,00,000 (One Crore Eighty Lakhs only) Equity Shares of Rs.10/- each.

Considering the increased long term fund requirements of the Company for the operation in future, the Board at its Meeting held on March 3, 2023, approved increase in the Authorised Share Capital of the Company from Rs.18,00,00,000/- (Rupees Eighteen Crores Only) to Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores Only) by creation of 90,00,000 (Eighty Lakh only) equity shares of Rs 10/- each subject to shareholders approval.

It is proposed to increase the additional 90,00,000 equity share of Re.10/- each shall rank pari-passu with the existing Equity Shares in all respects and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the increased Authorised Share Capital of the Company.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection at the registered office of the Company.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution

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Dated: February 21, 2023

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Sd-  
Shakeel Ahmed  
Company Secretary  
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