



ADITYA CONSUMER MARKETING LIMITED

CIN: L52190BR2002PLC009872

Registered Office: Ground Floor, M-19, Road No. 02,

S. K. Nagar, Patna-800001, Bihar

Tel No.+91-612-2520874/54, Email: cs@adityaconsumer.com

Website: www.adityaconsumer.com

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (MCA Circulars) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing 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 resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant(s). The details of the procedure to cast the vote form part of the Notes to this Notice.

The e-voting period commences from 09.00 A.M. (IST) on Friday, November 14, 2025 and ends at 05.00 P.M. (IST) on Saturday, December 13, 2025. The assent or dissent received after such date and time shall be treated as if, reply from the Member has not been received.

The Board of Directors at its meeting held on Friday, November 07, 2025 has appointed "Deepak Dhir & Associates", (FCS: 11633 and COP No.: 17296), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the chairman of the Company, or any person authorized by him, and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days of the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer's Report would be intimated to BSE, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at www.adityaconsumer.com and on the website of CDSL.

The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, December 13, 2025 i.e., the last date of remote e-voting.

SPECIAL BUSINESS:

ITEM NO.1

Re-Appointment of Mr. Yashovardhan Sinha (DIN-01636599) as the Chairman and Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other statutory modification(s) or re-enactments(s) thereof for the time being in force, and in accordance with Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment(s) or modification(s) or re-enactment thereof) and on the basis of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Yashovardhan Sinha (DIN:01636599) as the Chairman & Managing Director of the Company for a period of 5 (five) years with effect from May 16, 2026 to May 15, 2031 upon such terms and conditions including the payment of remuneration maximum up to of Rs. 3,55,000/- (Rupees Three Lakhs Fifty Five Thousand) per month (same as approved in the 19th Annual General Meeting), for the aforesaid period, as set out in the Explanatory Statement setting out material facts pursuant to Section 102 of the Act and forming part of this notice with liberty to the Board or any committee thereof to alter and vary the terms & conditions of the said re-appointment and/or remunerations as it may deem fit notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and Regulation 17(6) (e) of the SEBI Listing Regulations, 2015.

RESOLVED FURTHER THAT the approval of the Members to the re-appointment of Mr. Yashovardhan Sinha in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his continuation as a Director not liable to retire by rotation for 5 (five) years upto May 15, 2031.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196(3)(a) of the Companies Act 2013, approval of the Members be and is hereby accorded for the continuation of Mr. Yashovardhan Sinha as Chairman & Managing Director of the Company even after he attains the age of seventy (70) years during the proposed term of his re-appointment, i.e., in the year 2028.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of his tenure, the Company shall pay to Mr. Yashovardhan Sinha such minimum remuneration as may be permissible under the provisions of the Companies Act, 2013 and Schedule V thereto (including any statutory modification or re-enactment thereof).

RESOLVED FURTHER THAT Board of Directors of the Company be and are severally authorized to do all such acts, deeds, matters and things, as may be necessary and expedient to give effect to the above resolution on behalf of the Company.

ITEM NO.2

Re-Appointment of Mr. Atul Sinha (DIN-08948807) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Atul Sinha (DIN-08948807) who was appointed as an Independent Director of the Company for a term of five consecutive years commencing from November 16, 2020 to November 15, 2025 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e. November 16, 2025 up to November 15, 2030.

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

**By Order of the Board of Directors
For Aditya Consumer Marketing Limited**

**Place: Patna
Date: 07-11-2025**

**Hridaya Narayan Tiwari
Company Secretary
Membership No.: A41214**

**Registered office- Ground Floor, M- 19, Road No. 02
S K Nagar, Patna-800001, Bihar**

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 of the Act setting out material facts are appended herein below.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (Depositories) as on Friday, 07th November, 2025 (Cut-off Date) and whose e-mail IDs are registered with the Company/ Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 8.
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Friday, 07th November, 2025, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 07th November, 2025, being the cut-off date fixed for the purpose.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members for voting on the resolution set forth in the Notice. For this purpose, the Company has availed the service of Central Depository Services (India) Limited (CDSL).
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.adityaconsumer.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of Cameo Corporate Services Limited at www.cameoindia.com.
7. All the material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Friday, 14th November, 2025 to Saturday, 13th December 2025, basis the request being sent on cs@adityaconsumer.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. Those Members who have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA at the below mentioned address or by e-mail to cameo@cameoindia.com from their registered email address:

CAMEO CORPORATE SERVICES LIMITED**Subramanian Building, No.1 Club House Road, Chennai Tamil Nadu 600002**

9. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Monday, 15th December, 2025. The Resolution, if passed by requisite majority shall be deemed to have been passed on Saturday, 13th December 2025 being the last date specified by the Company for e-voting.

The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e., www.adityaconsumer.com and website of Cameo Corporate Services Limited at www.cameoindia.com

10. The instructions for Members for e-voting are as under:
- Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
 - Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
 - Method of login for Individual Members holding the securities in demat mode:

Step 1:

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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL, 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/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on 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.
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 and you will be re-directed to e-Voting service provider website for casting your e-vote. 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 and you will be redirected to e-Voting service provider 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	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

their Depository Participants	provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 022- 23058738 and 22-23058542-43.
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <**Aditya Consumer Marketing Limited**> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@adityaconsumer.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@adityaconsumer.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP) or please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN(self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to cs@adityaconsumer.com.
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 and 110 OF THE COMPANIES ACT,
2013 FORMING PART OF THE NOTICE OF POSTAL BALLOT**

Item No. 1- Re-Appointment of Mr. Yashovardhan Sinha (DIN-01636599) as the Chairman and Managing Director of the Company.

The Board of Directors of the Company in its meeting held on November 07, 2025 and on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mr. Yashovardhan Sinha (DIN-01636599) as the Chairman and Managing Director of the Company for a period of five years with effect from May 16, 2026 to May 15, 2031. The Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Yashovardhan Sinha for the office of Managing Director of the Company, to be re-appointed as such under the provisions of Section 196 of the Act.

The office of directorship of Mr. Yashovardhan Sinha, shall not be liable to retire by rotation. He will not be entitled for sitting fee for attending the meetings of the Board or Committees thereof.

Mr. Yashovardhan Sinha is not disqualified from being re-appointed as Managing Director in terms of Section 164 of the Companies Act, 2013 (the Act"). He has confirmed that he is not debarred from holding the office of a director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such authority and has given his consent to act as Managing Director of the Company in Form DIR-2.

A Brief Profile of Mr. Yashovardhan Sinha is given below:-

Mr. Yashovardhan Sinha is the Promoter and Managing director of the company. He has completed his graduation in the field of Arts from the University of Ranchi. He had joined Punjab National Bank in 1981 as management trainee and took voluntary retirement from bank service from the post of Senior Manager in the year 2008, he possesses rich and diverse experience, including in a public sector bank, where he gained extensive exposure to financial management, operations, and strategic decision-making. After retirement he joined the Company. He is an Associate Member of Indian Institute of Bankers. He has more than 23 years of experience in trading, retail and restaurant industry. He is responsible for the overall growth and development of the Company and for taking all key decisions in consultation with the Board. He joined the Company on 31st March 2009.

His dynamic leadership, foresight, and ability to anticipate market trends have been instrumental in steering the Company's expansion and sustained profitability.

Mr. Sinha assumed the role of Managing Director on May 16, 2016, and continues to serve as Chairman and Managing Director. He has been pivotal in developing customer-centric strategies, enhancing operational efficiency, and strengthening the Company's brand equity.

Known for his integrity, strategic insight, and commitment to excellence, Mr. Sinha commands deep respect across the industry and among stakeholders. His continued guidance and

leadership are expected to further propel the Company toward greater achievements in the years ahead.

Justification for Re-appointment of Mr. Yashovardhan Sinha as Chairman & Managing Director beyond the age of 70 Years-

Mr. Sinha will attain the age of seventy years on 04th October 2025. He has been associated with our Company since March 2009, and from the time of his joining the management till date, he has consistently contributed to shaping and advancing the Company's vision.

The company was incorporated in 2002 and initially established its presence in the Patna district with a modest setup comprising three supermarket outlets, one *Yo! China* restaurant, two *Take Away Express* restaurants, and four salons. Under visionary leadership, the company has successfully expanded its operations beyond Patna into other districts of Bihar. Today, the company proudly operates **33 outlets across all three business segments**, marking a significant milestone in its growth journey.

"Over the last five years, the company has successfully navigated the challenges of the COVID-19 pandemic, and even after the crisis, it expanded by opening new outlets Super Market, Restaurant and Salon in Muzaffarpur and a restaurant in Darbhanga under his leadership."

Mr. Sinha's deep knowledge of the industry and his exceptional managerial skills have been highly appreciated by the Board. The Board has recommended his re-appointment for a further period of five (5) years, notwithstanding that he will attain the age of seventy years during his tenure.

Accordingly, in terms of section 196(3) of the Companies Act, 2013, approval of the Members is sought by way of a Special Resolution to continue the appointment of Mr. Yashovardhan Sinha as Chairman & Managing Director even after attain age of seventy years.

Mr. Sinha satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his re-appointment.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Yashovardhan Sinha under Section 190 of the Act.

As per Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") provides that in such cases, the condition of the Director shall be subject to the approval by the members in a general meeting once in every five years. Accordingly, approval of the members to be appointment of Mr. Yashovardhan Sinha in terms of the resolution at Item No. 1 shall be deemed to be their approval in terms of Regulation 17(1D) of the Listing Regulations for his continuation as Director not liable to retire by rotation for 5 (five) years upto May 15, 2031.

Approval of members is sought for the re-appointment of Mr. Yashovardhan Sinha as a Managing Director of the Company and his continuation as Director not liable to retire by rotation in terms of the applicable provisions of the Act and the Listing Regulations.

Remuneration-

Pursuant to Section II of Part II of Schedule V to the Act, the remuneration payable to Mr. Yashovardhan Sinha has been recommended and approved by the Nomination and Remuneration Committee and by the Board of Directors at its Meeting held on November 07, 2025. The approval of the Members pursuant to Section 197(1) of the Act, (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), is sought for the remuneration payable to Mr. Yashovardhan Sinha as the Managing Director of the Company. The details of the remuneration are set out below:

1. **Salary:** Maximum Up to Rs. 3,55,000/- (Rupees Three Lakhs Fifty-Five Thousand) per month, same as approved in the 19th Annual General Meeting of the Company. Salary will be subject to the deduction of Income tax at the applicable rates, under the Income Tax Act, 1961.
2. **Minimum Remuneration** in the event of absence or inadequacy of profits in any financial year, during the currency of the term of the Managing Director, the Company will pay minimum Remuneration comprising salary, perquisites and benefits, etc.

Pursuant to the amended Section 197 of the Act, companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the company given by way of a special resolution.

It is proposed to seek shareholders' approval for the re-appointment of and remuneration payable to Mr. Yashovardhan Sinha as Managing Director, in terms of the applicable provisions of the Act and the rules made thereunder.

Further in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") which has come into force from April 01, 2019, fees or compensation payable to executive directors who are promoters or members of the promoter group, would require the approval of the Members of the Company by way of a special resolution if the annual remuneration payable to such executive director exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 % of the net profits of the Company.

The Resolution set out at Item No. 1 shall be considered as sufficient compliance for the purpose of Regulation 17(6)(e) of the Listing Regulations as amended from time to time.

Relevant details relating to re-appointment of Mr. Yashovardhan Sinha as required by the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure-1 to this Notice.

The statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolution at Item No. 1 is annexed hereto as Annexure - 2.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mrs. Sunita Sinha, Whole Time Director of the Company, is in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 1 of the Postal Ballot Notice.

The Board recommends the Special Resolution as set out in Item No. 1 of this Notice for the approval of the Members.

ITEM No.- 2 Re-Appointment of Mr. Atul Sinha (DIN-08948807) as an Independent Director of the Company.

The members through postal ballot had appointed Mr. Atul Sinha as an Independent Director of the Company for first term of five consecutive years from November 16, 2020 up to November 15, 2025 pursuant to the provisions of Companies Act, 2013 ('the Act') and SEBI Listing Regulations.

Pursuant to the performance evaluation of Mr. Atul Sinha and considering that his continued association as a Member of the Board would be beneficial to the Company, based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to approval of the Members, had re-appointed Mr. Atul Sinha (DIN: 08948807) as an Independent Director, not liable to retire by rotation, for the second term of five consecutive years, commencing from November 16, 2025 to November 15, 2030.

In accordance with the provisions of Section 149(10) of the Act and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Independent Director will be subject to the approval of Members by way of a special resolution.

The Company has also received declaration from Mr. Atul Sinha that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

The Board, considers that, Mr. Atul Sinha experience and contributions made by him during his tenure, the continued association of Mr. Sinha would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it

is proposed to re-appoint Mr. Atul Sinha as an Independent Director of the Company, not liable to retire by rotation, for a second term which will be of 5 (five) consecutive years.

Mr. Atul Sinha is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ("the Act"). He has confirmed that he is not debarred from holding the office of director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

Mr. Atul Sinha confirms that is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties, with an objective independent judgment and without any external influence. He has also given his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Appointment Rules.

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

In connection with the above, a notice in writing in the prescribed manner as required by section 160 of the Act and Rules made thereunder, has been received by the Company, regarding candidature of Mr. Atul Sinha the office of the director.

The copy of draft letter of appointment setting out the terms and conditions of his appointment is available electronically for inspection by the Members.

The Board of Directors based on the recommendation of Nomination and Remuneration Committee considers the re-appointment of Mr. Atul Sinha as an Independent Director in the interest of the Company.

A Brief Profile of Mr. Atul Sinha is given below:-

Mr. Atul Sinha has joined "UCO Bank" in November, 1983. Over the years, he rose to the rank of General Manager and worked across the Country in various leadership roles, including Branch Head, Zonal Head and Circle Head in operations. He also headed IT & BRP Department at the Bank's Head Office.

In the last 3 years of service beginning from April 2017, he served as the Chief Vigilance Officer of National Housing Bank, IFCI Ltd. & Oriental Bank of Commerce for different tenures. He retired from service on 31st December, 2019.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. Atul Sinha is directly or indirectly concerned or interested, financially or otherwise, in the special resolution set out in Item No. 2 of the notice.

Relevant details relating to re-appointment of Mr. Atul Sinha under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in **Annexure - 1** to this Notice.

The Board recommends the Special Resolution as set out in Item No. 2 of the Notice for the approval of the Members.

ANNEXURE - 1

Details of Directors seeking appointment/re-appointment/or whose terms of remuneration are being approved/revised through Postal Ballot.

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards -2 on General Meetings issued by ICSI]

Name of the Director	Yashovardhan Sinha	Atul Sinha
Date of Birth	04.10.1958	20.12.1959
Age (in years)	67	66
DIN	01636599	08948807
Nationality	Indian	Indian
Date of Appointment on Board	31.03.2009	16.11.2020
Qualification(s)	Bachelor in Arts	Bachelor in Arts
Brief Resume	Please refer Explanatory Statement to this Notice	Please refer Explanatory Statement to this Notice
Experience in specific functional areas	Retail Trade, F&B, Salon & banking and finance	Banking & Finance
Shareholding in the Company as on the date of notice	39,33,086	Nil
Terms and conditions of appointment/re-appointment	Not liable to retire by rotation	Not liable to retire by rotation
Remuneration last drawn	Rs. 3,55,000/- per month	NA

Remuneration proposed to be paid	Rs. 3,55,000/- per month	Sitting Fees
Number of meetings of the Board attended during the financial year (2024-25)	6 out of 6	6 out of 6
Disclosure of relationships between directors inter-se	Spouse- Sunita Sinha, Whole Time Director	None
Directorships of other Listed Companies	Aditya Vision Limited	Aditya Vision Limited
Listed entities from which the Director has resigned from Directorship in the past three years	None	None
Memberships/Chairmans hips of committees in other Listed Companies	None	03

ANNEXURE - 2

Statement of Information as required under Section II, Part II of the Schedule V of the Companies Act, 2013 for Item No. 1

I. General Information:

- (i) Nature of Industry: –Retail Business of Super Market, F&B & Salon
- (ii) Date or expected date of commencement of commercial production –Not Applicable
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not applicable
- (iv) Financial performance based on given indicators:

	Rs. (In crore)	
	Year Ended 31.03.2025	Half Year Ended 30.09.2025
Revenue (Net)	97.41	45.19
Other Income	0.76	0.12
Total Income	98.17	45.31
Less: Expenditure	99.79	46.60
Earning before financial charges, depreciation & amortization and taxes (EBITDA)	-1.62	-1.29
Less: Depreciation & Amortization	1.61	0.70
Financial Charges	0.59	0.18
Provision for taxes	-	
Earnings/Profit after taxes (PAT)	-3.82	-2.17

- (v) Foreign investments or collaborators if any: Not applicable

II. Information about the appointee:

- (i) Background Details, Job Profile and his suitability:

Refer Profile of Mr. Yashovardhan Sinha

- (ii) Past Remuneration: Rs. 42,60,000/- per annum
- (iii) Recognition or awards: Not Applicable
- (iv) Remuneration proposed: As mentioned in the Resolution stated above

- (v) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:

The remuneration paid was much below the prevailing remuneration in the industry of similar size for similarly placed persons. The remuneration was determined by the Nomination and remuneration committee, taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.

- (vi) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Besides the shareholding and remuneration paid to Mr. Yashovardhan Sinha, Chairman & Managing Director does not have any other pecuniary relationship with the Company. Further, Mrs. Sunita Sinha is wife of Mr. Yashovardhan Sinha, Managing Director

Other Information:

- (i) Reasons of loss or inadequate profits

The proposed remuneration is not falling within the limits specified under section 197 of the Companies Act, 2013. However, the same is in line within the industry standards for managerial remuneration personnel falling under the same cadre.

- (ii) Steps taken or proposed to be taken for improvement- NA

- (iii) Expected increase in productivity and profits in measurable terms:

In the competitive environment, it is difficult to estimate the revenue/profits in measurable terms. As the Company is taking numerous initiatives to improve its financial position and the management is confident of increase in revenue and profits in coming years.