



SRIVARI SPICES AND FOODS LIMITED

(Formerly Known as 'Srivari Spices and Foods Private Limited')

CIN: L15494TG2019PLC130131

Registered Office: Shed No. 5-105/4/A, SY No.234/A Sriram Industrial Area, Kattedan,
Jalpally, Hyderabad - 500077, Telangana, India

Corporate Office: 4-1-875, 876, 877, and 877/1, RDB Blue Hope, Tilak Road, Abids,
Hyderabad G.P.O., Hyderabad, Telangana, India, 500001

Tele No.: +91 90552 34567, **Web:** www.srivarispices.com, **Email Id:** info@srivarispices.com

NOTICE

Notice is hereby given that the **05th Annual General Meeting (AGM)** of the Members of **Srivari Spices and Foods Limited** (Formerly Known as 'Srivari Spices and Foods Private Limited') will be held on Monday, the 30th September 2024 at 12:30 P.M. at the corporate office of the Company situated at 4-1-875, 876, 877, and 877/1, RDB Blue Hope, Tilak Road, Abids, Hyderabad G.P.O., Hyderabad, Telangana, India, 500001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Auditors and Board of Directors thereon;**
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the reports of the Auditors thereon.**

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

"RESOLVED THAT the audited **standalone** financial statements of the Company for the financial year ended 31 March 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered, and adopted."

"RESOLVED FURTHER THAT the audited **consolidated** financial statements of the Company for the financial year ended 31 March 2024, and the report of the Auditors thereon, as circulated to the members, be and are hereby received, considered, and adopted."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions, and in connection with any matter incidental thereto.”

- 2. To appoint a director in place of Mr. Narayan Das Rathi (DIN: 09065949), who retires by rotation and is eligible, offers himself for re-appointment.**

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 152 of the Companies Act, 2013, **Mr. Narayan Das Rathi (DIN: 09065949)**, who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, is re-appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution, and in connection with any matter incidental thereto.”

SPECIAL BUSINESS:

- 3. To consider and appoint Mr. Venkata Srinivasan Kodakalla (DIN: 10254552) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Mr. Venkata Srinivasan Kodakalla (DIN: 10254552)**, a registered Member of Independent Director’s Data Bank with Registration No –IDDB-DI-202401-054989 maintained by Indian Institute of Corporate Affairs, an Institute notified by the Central Government, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, who was appointed as an Additional Independent Director with effect from May 28, 2024, by the Board of Directors of the Company and who holds office up to the date of this 05th Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the company as Non-executive Independent Director of the company, be and is hereby appointed as an Independent Director of the Company, for a term of 5 (Five) years commencing from May 28, 2024 to May 27, 2029 and he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For Srivari Spices and Foods Limited
(Formerly known as “Srivari Spices and Foods Private Limited)**

**Sd/-
Ms. Sushma Barla
Company Secretary & Compliance Officer
ICSI M. No. A51275**

**Place: Hyderabad
Date: 04.09.2024**

CIN: L15494TG2019PLC130131

Registered Office:

Shed No. 5-105/4/A, SY No.234/A Sriram Industrial Area,
Kattedan, Jalpally, Hyderabad - 500077, Telangana, India

Tele No.: +91 90552 34567

Email: info@srivarispices.com

Website: www.srivarispices.com

NOTES FOR MEMBERS:

1. Explanatory Statement and Additional Information:

- (i) The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
- (ii) Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India (“ICSI”) pertaining to the Directors proposed to be appointed/re-appointed as mentioned in the Notice is provided in **“Annexure A”** to this Notice. Director(s) have furnished the requisite consents/ declarations for their appointment / re-appointment.
- (iii) The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the depository participants with whom they are maintaining their demat accounts.
- (iv) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified

2. Proxy/Authorized Representative:

- (i) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the Company, not less than 48 (Forty-Eight) hours before the commencement of the AGM. Proxy Form is enclosed with the Notice.

Members are requested to note that a person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 (three) days of notice in writing is to be given to the Company.

- 3. Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips and Annual Reports. Members are requested to come to the venue of the meeting well in advance for registration. No registration will be entertained after fifteen minutes from the scheduled time of the commencement of the meeting. The Proxy Form and the Attendance slip are enclosed with this notice.**

- (i) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote in their behalf at the Meeting.**
- (ii) In case of joint holders attending the AGM, only such joint holders who is higher in the order of names will be entitled to vote.**
- (iii) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.**

4. Cut Off Dates:

- (i) This Notice is being sent to all the Members whose names appear as on **Friday, 30th August, 2024**, in the Register of Members/in the Register of beneficial owners as received from M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company.**
- (ii) A person whose name is recorded in the Register of Members/in the Register of beneficial owners maintained by the depositories as on **Monday, 23rd September 2024, (the "Cut-Off Date")** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date.**

5. Treatment of Unclaimed Dividends & Shares:

Since no dividend is declared by the company this clause is not applicable to the company.

6. Disclosures with respect to demat suspense account/ unclaimed suspense account:

Since no shares of the Company have been transferred to Demat Suspense Account/ Unclaimed suspense Account in accordance with Regulation 39 of the SEBI (LODR) Regulations, 2015 read with Schedule VI thereto, disclosures w.r.t. the same are not applicable to the Company.

7. Communication to Members:

(i) In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their Members through electronic mode.

(ii) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of Annual Report is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s) and also to the Auditors and Directors of the Company. For the Members who have not registered their email addresses, physical copies of the annual report along with the aforesaid documents are being sent by the permitted mode.

(iii) Members may note that the Notice and the Annual Report will also be available on the Company's website at www.srivarispices.com, website of the National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited (CDSL) at <https://ivote.bigshareonline.com/landing>.

(iv) Members who have still not registered their e-mail IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their e-mail IDs with the Company or the RTA (M/s. Bigshare Services Pvt. Ltd.), for receiving the Notice and Annual Report. Requests can be e-mailed to info@srivarispices.com or investor@bigshareonline.com. We urge members to support this environment friendly effort of the Company and get their e-mail IDs registered.

(v) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, are open for inspection at the corporate office of the Company which is also the venue for the ensuing AGM, on all working days except Saturdays and Sunday, between 11.00 AM to 1.00 PM up to the date of AGM. The aforesaid documents along with documents referred to in the Notice will also be available for inspection at the corporate office of the Company by the members, without payment of any fees, from the date of circulation of this Notice up to the **date of AGM, i.e. Monday, 30th September, 2024.**

(vi) In case you have any query related to the enclosed annual accounts you are requested to send the same to the corporate office of the Company or on email Id info@srivarispices.com, at least 10 (ten) days before the date of AGM so as to enable the management to collect the relevant information and redress the queries.

8. Voting by Members:

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period as mentioned below in Para 8.1.
- (ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the Members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If Member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

8.1 VOTING THROUGH ELECTRONIC MEANS:

Details of E-Voting:

The business as set out in the Notice may be transacted through an electronic voting system and the Company is providing the facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 05th Annual General Meeting.

The Company has engaged the services of Bigshare Services Private Limited ('Bigshare') to provide the E-voting facility.

The e-voting period will commence on Friday, 27th September, 2024 at 09:00 a.m. (IST) and will end on Sunday, 29th September, 2024 at 05:00 p.m. (IST). During this period, members of the company, holding shares either in Physical form or in Dematerialized form, as on the **Cut-Off Date** i.e., **Monday, 23rd September, 2024**, may cast their vote electronically. The Remote E-Voting shall not be allowed beyond **29th September, 2024 at 05:00 p.m. (IST)** and the e-voting module shall be disabled by CDSL for voting thereafter.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Friday, 27th September, 2024 at 09:00 a.m. (IST)** and ends on **Sunday, 29th September, 2024 at 05:00 p.m. (IST)**. 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 **Monday, 23rd September, 2024** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii. 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.

- iv. 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.
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

their Depository Participants	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.
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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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

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

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

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

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

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

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

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

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

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

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

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

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

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

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

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

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

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
- Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
- Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

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

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

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

8.2 VOTING THROUGH BALLOT PAPER:

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Paper/s will be issued to the Shareholders / Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (v) against **“FOR”** or **“AGAINST”** as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

Please note that the Members who have cast their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- (i) The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through remote e-voting will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.srivarispices.com, and on the website of <https://ivote.bigshareonline.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- (ii) The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two days of the AGM.

9. Scrutinizer:

- (i) Mr. M Ramana Reddy, (M. No. F11891, CP No. 18415) Practicing Company Secretary from P.S. Rao & Associates, Hyderabad having consented to act as a scrutinizer has been appointed as "Scrutinizer" for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- (ii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "**Ballot Paper**" for all those Members who are present at the AGM but have not cast their votes by availing the Remote E-voting facility.
- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than **2 (Two) working days** from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

10. Declaration of Results:

The result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared not later than **2 (Two) working days** from the date of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.srivarispices.com, and on the website of <https://ivote.bigshareonline.com>. The results shall simultaneously be communicated to the Stock Exchange at www.nseindia.com.

11. Nomination:

Members holding shares in the physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed Form SH-13 to the RTA. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nominations in respect of their shares.

12. Dematerialization:

Pursuant to SEBI (LODR) (Fourth Amendment) Regulations, 2018 issued on 08th June, 2018 and effective from 05th December, 2018, SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized form.

13. Other Information:

- (i) Route Map for the AGM is also enclosed with the Notice for easy location of the Venue, Copy of the AGM Notice along with the route map will also be available on the website of the Company at www.srivarispices.com, in the Investor Relations section.
- (ii) As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, “No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting”.
- (iii) Shareholders are requested to immediately notify any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and to the Registrar and Share Transfer Agent of the Company viz. **Bigshare Services Pvt. Ltd.**, 306, Right Wing, Amrutha Ville, Opp. Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500082, having email Id bsshyd@bigshareonline.com to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.
- (iv) The annual report for the financial year 2023-24 is being sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The members will be entitled to physical copy of the annual report for the financial year 2023-24, free of cost, upon sending a request to the corporate office of the Company situated at 4-1-875, 876, 877, and 877/1, RDB Blue Hope, Tilak Road, Abids, Hyderabad G.P.O., Hyderabad, Telangana, India, 500001 For any Communication, the shareholders may also send request to the Company's E-Mail Id: info@srivarispices.com.

**By order of the Board of Directors
For Srivari Spices and Foods Limited
(Formerly known as “Srivari Spices and Foods Private Limited)**

**Place: Hyderabad
Date: 04.09.2024**

**Sd/-
Ms. Sushma Barla
Company Secretary & Compliance Officer
ICSI M. No. A51275**

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item No.3:**To consider and appoint Mr. Venkata Srinivasan Kodakalla (DIN: 10254552) as an Independent Director of the Company**

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 28th May, 2024, appointed Mr. Venkata Srinivasan Kodakalla (DIN: 10254552) as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. May 28, 2024 who shall hold office till the next General Meeting of the Company.

The Board further in its meeting held on 04th September 2024 recommended his appointment, for a term of five (5) years with effect from 28th May, 2024 till 27th May, 2029 (both days inclusive), to the shareholders through the special resolution.

The Company has received:

- (i) Consent in writing from Mr. Venkata Srinivasan Kodakalla to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Venkata Srinivasan Kodakalla to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Listing Regulations;
- (iv) A declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority;
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Mr. Venkata Srinivasan Kodakalla holds an MBA in Marketing from Acharya Nagarjuna University, an MA in Public Personnel Management (PPM) from Osmania University, and a BSc in Botany, Zoology, and Chemistry (BZC) from Andhra University. With a robust background in sales and marketing, he has acquired experience with esteemed organizations including Magna Sound India Private Limited, Melody Makers, Tips Industries Limited, Saregama India Limited, Reliance Big Entertainment Private Limited, Sumangalam Aluminum Extrusions Private Ltd, and Psycoremedies Ltd. Currently, he serves as the Finance Manager at Rich N Rich Finance and Holdings Ltd.

Throughout his career, Mr. Srinivasan has achieved notable recognition, including being awarded as the best salesperson for the southern region at Tips Industries Limited and receiving two best performance awards for meeting targets at Saregama India Limited. He was also recognized as the only member to receive an award for timely excess stock liquidation from Hyderabad.

Mr. Srinivasan has also undergone specialized training in sales and business development, including training conducted by NIS Sparta and business expansion training conducted by Reliance with NIS Sparta. His extensive experience and dedication to excellence have made him a valuable asset in the finance and marketing sectors.

For the appointment of Mr. Srinivasan, the Nomination and Remuneration Committee ("NRC") took into consideration his rich experience in financial analysis, sales & marketing, strategic planning and management of overall business operations. Further, NRC recommended the candidature of Mr. Srinivasan. The Board noted that Mr. Srinivasan's skills, background and experience are aligned to the role and capabilities identified by the NRC and Mr. Srinivasan is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Srinivasan is justified due to the expertise mentioned above.

He currently holds directorship in one company:- a) Arun Power Projects Limited

Mr. Srinivasan has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further he has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Srivari Spices and Foods Limited amounting to ten percent or more of its gross turnover.

He shall be entitled to payment of sitting fees for attending the meetings of the Board or committee thereof either personally or through Video conference or other audio-visual means, as may be decided by the Board of Directors. The sittings fees payable shall be within the limits mandated under the Companies Act, 2013 and Rules made thereunder (as amended from time to time).

Further, Mr. Srinivasan has confirmed that he 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 as an Independent Director of the Company.

In the opinion of the Board, Mr. Srinivasan fulfills the conditions for independence specified in the Act, the Rules made thereunder, and the Listing Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company.

All the material documents referred to in the Notice and Explanatory Statement are available for inspection without any fee by the members as mentioned in point no. 7 of notes to the notice of AGM. The profile and specific areas of expertise and other relevant information as required under Listing Regulations and SS-2 are provided as an annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Venkata Srinivasan Kodakalla as an Independent Director of the Company, through a special resolution as set out above.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Venkata Srinivasan Kodakalla to whom the resolution relates are concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice.

The Board recommends the special resolution set out at Item No. 3 of the Notice for the approval of Member

ANNEXURE TO THE NOTICE

Additional information on the director recommended for appointment/ re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings.

To Appoint a director in place of Mr. Narayan Das Rathi (DIN: 09065949), who retires by rotation and is eligible, offers himself for re-appointment.

Name of the Director	Narayan Das Rathi
DIN	09065949
Date of first appointment on the Board	19 th day of August, 2022
Date of Birth	20.11.1977 (46 Years)
Qualification, Experience & Expertise	Mr. Narayan Das Rathi holds a bachelor's degree in commerce from Osmania University of Hyderabad, Telangana. He has experience of more than two decades in the food industry. Prior to joining our Company, he pursued his family business of trading of grains and spices and subsequently was appointed as the Marketing Head of our Company in 2019.
Directorships in other Companies	M/s. Srivari Supply Chain Private Limited
Directorships held in other listed Companies	Nil
No. & % of Shares held in the Company	2536250 equity shares i.e., 35.51%
Memberships/ Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Relations between Directors inter-se	Husband of Mrs. Neihaa Rathi, Whole Time Director of the Company.
Terms and conditions of appointment	As approved by the Members at the Extra-Ordinary General Meeting held on March 06, 2023. Mr. Narayan Das Rathi's office as a director is subject to retire by rotation
Last drawn remuneration and Remuneration proposed to be paid:	Last drawn remuneration is Rs.24,00,000/- (Rupees Twenty-Four Lakhs only) The remuneration proposed to be paid is - as approved by the Members at the Extra-Ordinary General Meeting held on March 06, 2023.
Number of Board meetings attended:	20
Listed Entities from which the director has resigned as Director in the past 3 years	Nil