

**Date: February 11, 2026**

**To,**  
Manager - Listing Compliance  
National Stock Exchange of India Limited  
'Exchange Plaza'. C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

**Dear Sir/Ma'am,**

**Subject: Notice of the 17<sup>th</sup> Annual General Meeting ('AGM') and Annual Report for the Financial Year 2024-25.**

Dear Sir/ Madam,

It is to inform you about the 17<sup>th</sup> Annual General Meeting ('AGM') of M/s Shree Ram Proteins Limited (the 'Company') scheduled to be held on Thursday, March 05<sup>th</sup>, 2026, at 2.00 p.m. (IST) through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), to transact the business as set forth in the Notice of the AGM.

Pursuant to Regulation 34 and other provisions, as applicable, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Annual Report for the financial year 2024-25, comprising Notice for the 17<sup>th</sup> AGM and Audited Financial Results of the Company for the financial year 2024-25 along with Auditor's Reports thereon, Director's Report, and other reports required to be annexed thereto, is enclosed herewith.

In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 17<sup>th</sup> AGM along with Annual Report for the financial year 2024-25 is being sent only through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

Kindly note that the facility of casting votes by a member using remote e-Voting system before the AGM as well as e-Voting during the AGM will be provided by NSDL. The remote e-Voting facility would be available during the following period:

The remote e-voting period begins on	Monday, 02 <sup>nd</sup> March, 2026 at 10:00 A.M.
The remote e-voting period ends on	Wednesday, 04 <sup>th</sup> March, 2026 at 05:00 P.M.

You are requested to take the above information and enclosed documents on your record.  
Thanking you,  
Yours faithfully,

**For and on behalf of**  
**SHREE RAM PROTEINS LIMITED**

Lalitkumar Chandulal Vasoya  
Chairman and Managing Director  
DIN: 02296254

## NOTICE

**NOTICE** is hereby given that the 17<sup>th</sup> Annual General Meeting of the members of Shree Ram Proteins Limited (the Company) will be held on 05<sup>TH</sup> March, 2026 at 2:00P.M IST through Two-Way Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility, to transact the following businesses:

### ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

*In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolutions;*

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members be and are hereby considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MR. RAVINDRA KUMAR SINGH A, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

*In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolutions;*

**"RESOLVED THAT** in accordance with the provisions of Section 152 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Mr. Ravindra Kumar Singh, who retires by rotation at this meeting and being eligible, offers himself for reappointment, be and is hereby appointed as a Director of the Company."

### SPECIAL BUSINESS:

3. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:**

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 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and rules framed thereunder

(including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the present Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores Only) Equity Shares of Rs. 1 (Rupees One Only) each to Rs. 125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) divided into 125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) Equity Shares of Rs. 1 each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) divided into 125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) Equity Shares of Rs. 1 each.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

**4. REGULARIZATION OF ADDITIONAL DIRECTOR, MS. NAAZ JAISWAL (DIN: 11025662) BY APPOINTING HER 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 Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 (including any Statutory modification(s) or re-enactment thereof for the time being in force, Companies (Appointment and Qualification of Directors) Rules, 2014 and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Articles of Association of the Company, Ms. Naaz Jaiswal who was appointed as an Additional Director designated as a Non-Executive and Independent Director by the Board of Directors of the Company with effect from 19<sup>th</sup> March, 2025 through Board meeting held on 19<sup>th</sup> March, 2025 and who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member

proposing her candidature for the office of Non-Executive -Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company, who shall not be liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 19<sup>th</sup> March, 2025 to 18<sup>th</sup> March, 2030."

**"RESOLVED FURTHER THAT** the Board of Director of the Company be and hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution."

**5. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. JAYVIR VAJUBHAI KUVADIYA (DIN: 11367155) BY APPOINTING HIM 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 Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of Companies Act, 2013 (including any Statutory modification(s) or re-enactment thereof for the time being in force, Companies (Appointment and Qualification of Directors) Rules, 2014 and the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Articles of Association of the Company, Mr. Jayvir Vajubhai Kuvadiya who was appointed as an Additional Director designated as a Non-Executive and Independent Director by the Board of Directors of the Company with effect from 05<sup>th</sup> February, 2026 through Board meeting held on 05<sup>th</sup> February, 2026 and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and whose appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Non-Executive -Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company, who shall not be liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 5<sup>th</sup> February, 2026 to 4<sup>th</sup> February, 2031."

**"RESOLVED FURTHER THAT** the Board of Director of the Company be and hereby authorised to do all such acts, deeds and matters and things as, in its absolute discretion, it may consider necessary, expedient and desirable to give effect to this resolution."

**6. APPOINTMENT OF M/S. PAYAL DHAMECHA & ASSOCIATES, COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS FROM THE FINANCIAL YEAR 2025-26 TO THE FINANCIAL YEAR 2029-30:**

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

“RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Payal Dhamecha & Associates Practicing Company Secretaries be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) consecutive years for the Financial year 2025-26 to Financial Year 2029-30 on such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT any of the Director, the Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

**7. RATIFICATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY:**

To consider and if thought fit, pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Tadhani & Co., Practicing Cost Accountants who are appointed as the Cost Auditor of the Company by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026 with remuneration not exceeding of Rs. 26700 plus applicable tax and reimbursement of out-of-pocket expenses as approved by the Board of Directors be and is hereby ratified and approved; and

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution.”

**8. TO GIVE AUTHORITY TO THE BOARD TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION:**

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

**“RESOLVED THAT** in supersession of all earlier resolution(s) passed by the Members of the Company in this regard, pursuant to the Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, and applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary the consent of the shareholders be and is hereby accorded for authorizing the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to borrow monies as and when required, from any Bank and / or other Financial Institution and / or foreign lender and / or any Body corporate / entity / entities and / or authority / authorities and / or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and / or by way of commercial borrowings from the private short term loans or any other instruments etc. and / or through credit from financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves and securities premium i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings, along with money already borrowed, shall not exceed the sum of Rs. 500 Crores (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company & Company Secretary be and are hereby severally authorized, for and on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, proper or desirable to give effect to the resolutions referred above and to settle any question, difficulty or doubt that may arise in this regard.”

**9. TO CONSIDER RESOLUTION ON THE MATTERS SPECIFIED UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and read with Companies (Meetings of Board and its Power) Rules 2014, (including any statutory modification(s) or re-enactment thereof,



for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, and applicable regulations framed by Securities Exchange Board of India, applicable provisions of Foreign Exchange Management Act, 1999 read with rules or regulations framed thereunder, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever approval and consent of the members of the Company be and is hereby granted to the Board of Directors (hereinafter referred as the "Board" which term shall be deemed to include any duly constituted Committee of the Board) to sell, dispose of, all or any of the movable/immovable properties of the Company on such terms and conditions and at such time(s) and in such form and manner and with such ranking as to priority as the Board may determine on both the present and future and/or whole or substantially whole or any part of undertaking(s) of the Company together with the power to take over the management of the Company and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee/Trustee(s) in foreign currency and/or Indian rupee currency and securities (comprising fully/partly Convertible Debentures and/or Non- Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company, from time to time, subject to the limit approved under Section 180(1) (a) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premium on prepayments, remuneration of the Agents/Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agents/Trustees, in respects of the said loans/borrowings/debentures/bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf from time to time.

**RESOLVED FURTHER THAT** the Board or Committee thereof be and is hereby authorized to finalize settle and transfer and to execute necessary documents, papers, deeds, writing, undertaking, agreements and to do all such other acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to the above resolution and resolve any questions, difficulties or doubts that may arise in this regard to sell, dispose of or creating mortgage/charge/transfer as aforesaid as they may in their absolute discretion deem fit in the interest of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to the Board of Directors or any one or more Directors, as may be deemed necessary to give effect to this resolution."

By order of the board of directors  
SHREE RAM PROTEINS LIMITED

SD/-

Lalitkumar Chandulal Vasoya  
Chairman and Managing Director  
DIN: 02296254

Date: February 05, 2026  
Place: Rajkot

**NOTES:**

1. Relevant Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, Regulations 17 and 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force (hereinafter referred to as "the Listing Regulations") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of Special Business item i.e. item no. 3 to 4 as set out above is annexed hereto.
2. In view of the global outbreak Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020, General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 11/2022, dated 28th December, 2022, and subsequent circular issued in this regard, the latest being General Circular No. 09/ 2023 dated 25th September, 2023 (collectively referred to as "MCA Circulars") has permitted the holding of the AGM through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") without the physical presence of the shareholders at a common venue upto 30th September 2024. In compliance with the provisions of the Companies Act, 2013, the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued by MCA and SEBI, the 17th AGM of the Company is being held through VC/OAVM. The deemed venue for the 17<sup>TH</sup> AGM shall be the Registered Office of the Company.

Accordingly, in compliance with the aforementioned MCA Circulars and SEBI Circulars, the 17<sup>th</sup> Annual General Meeting ("AGM") of the Company will be held on 05<sup>TH</sup> March, 2026 at 2:00 P.M (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) facility to transact the businesses as set out in the Notice of AGM and therefore no physical presence of members is required.

3. Corporate Members are entitled to appoint their authorized representatives pursuant to Sections 112 and 113 of the Companies Act, 2013, as the case may be, to attend the AGM



through VC/OAVM or to vote through e-Voting are requested to send a certified copy of the Board resolution to the Scrutinizer by e-mail at [cspayald1314@gmail.com](mailto:cspayald1314@gmail.com) with a copy marked to [info@shreeramproteins.com](mailto:info@shreeramproteins.com)

4. This AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Members of the Company as on the record date i.e. 07<sup>TH</sup> February, 2026 will receive the Annual Report along with Notice through Email whose Email IDs are registered with the Depository or Company and it's also be available on the Company's website at [www.shreeramproteins.com](http://www.shreeramproteins.com).
8. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to participate at the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 and the Register of Contracts maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, Email address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.
12. Members are requested to note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
13. The information regarding the Director(s) who is / are proposed to be re-appointed, as required to be provided under Listing Regulations and Secretarial Standard on General Meetings issued, is annexed hereto.
14. In compliance to the aforementioned circulars, the Annual Report for the Financial Year 2024-2025 of the Company will be sent through electronic mode only (i.e. Email) to those Shareholders of the Company whose Email Id are registered with the Company or the RTA.
15. The Annual Report along with the Notice of AGM will be available on Company's website on [www.shreeramproteins.com](http://www.shreeramproteins.com)
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. February 26, 2026 only, shall be entitled to avail the facility of remote e-voting/e-voting and participate in the AGM.
18. The remote e-voting period commences on March 02, 2026, Monday at 10:00 a.m. and ends on March 04, 2026, Wednesday at 5.00 p.m. 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. February 26, 2026, Friday may cast their votes electronically. Voting rights of a member shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e. February 26, 2026.

19. Payal Dhamecha, Practicing Company Secretaries, Ahmedabad has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
20. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on February 26, 2026.
21. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. [www.shreeramproteins.com](http://www.shreeramproteins.com) and on the website RTA and the same shall also be communicated to respective stock exchange where the equity shares of the Company are listed.
22. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and public holiday, during business hours up to the date of the Annual General Meeting.
23. The Companies Act, 2013 provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail of this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. The shares which are held in dematerialized form, the nomination form needs to be forwarded to your Depository Participant.
24. The detailed procedure for participation in the meeting through VC/OVAM

By order of the board of directors  
SHREE RAM PROTEINS LIMITED  
SD/-

Date: February 05, 2026  
Place: Rajkot

Lalitkumar Chandulal Vasoya  
Chairman and Managing Director

DIN: 02296254

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period commences on Monday, 02<sup>nd</sup> March, 2026 (10:00 a.m. IST) and ends on Wednesday, 04<sup>th</sup> March, 2026 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, February 26, 2026. i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday, February 26, 2026. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

		<p><b>NSDL Mobile App is available on</b></p> <p>  <b>App Store</b>  <b>Google Play</b> </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>	



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is

available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company 125002 For example, if folio number is 001*** and EVEN is then user ID is 125002001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical

- (ii) form. The .pdf file contains your 'User ID' and your 'initial password'.  
If your email ID is not registered, please follow steps mentioned below in  
process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cspayald1314@gmail.com](mailto:cspayald1314@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [info@shreeramproteins.com](mailto:info@shreeramproteins.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@shreeramproteins.com](mailto:info@shreeramproteins.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. **Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e- voting system during the AGM**
3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
4. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID

and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

5. Members are encouraged to join the Meeting through Laptops for better experience.
6. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([www.shreeramproteins.com](http://www.shreeramproteins.com)). The same will be replied by the company suitably.
9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN and mobile number on company's email id from Monday, 23<sup>rd</sup> February, 2026 (10:00 a.m. IST) to Tuesday, 24<sup>th</sup> February, 2026 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



## **EXPLANATORY STATEMENT**

### **EXPLANATORY REGULATION STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 3.**

#### **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION-ORDINARY RESOLUTION**

In order to broad base capital structure of the Company and to enable the Company to raise funds, it is proposed to increase the authorized share capital of the Company from the present Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores Only) Equity Shares of Rs. 1 (Rupees One Only) each to Rs. 125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) divided into 125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) Equity Shares of Rs. 1 each, ranking pari passu in all respect with existing equity shares of the company, aggregating to Rs. 125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only)

As a consequence of increase of authorized share capital of the Company, the existing authorised share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

#### **Item No. 4**

#### **REGULARIZATION OF ADDITIONAL DIRECTOR, MS. NAAZ JAISWAL (DIN: 11025662) BY APPOINTING HER AS AN INDEPENDENT DIRECTOR OF THE COMPANY.-SPECIAL RESOLUTION**

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, approved the appointment of Ms. Naaz Jaiswal as an Additional Director designated as a Non-Executive and Independent Director of the company by passing board resolution dated

**Corporate Identity Number (CIN) L01405GJ2008PLC054913**

19<sup>th</sup> March, 2025 with effect from 19<sup>th</sup> March, 2025 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a period of 5 (five) consecutive years commencing from 19<sup>th</sup> March, 2025 to 18<sup>th</sup> March, 2030, not liable to retire by rotation.

The Company has received a declaration from Ms. Naaz Jaiswal (DIN: 11025662) confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Naaz Jaiswal (DIN: 11025662) to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing her candidature for the office of Director.

Ms. Naaz Jaiswal She is 26-year young girl having experience of finance. She is well aware about our industry and engage in this field since last 3 year.

Based on her skills, experience, expertise in specific functional areas which are beneficial to the Company, the Nomination and Remuneration Committee and the Board has recommended the appointment of Ms. Naaz Jaiswal as a Non-Executive and Independent Director of the company pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Naaz Jaiswal is eligible to be appointed as a Non-Executive and Independent Director of the company for a term of 5 (five) consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Naaz Jaiswal has registered herself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Accordingly, it is proposed to seek approval of members of the Company by way of a Special Resolution through Annual General Meeting for appointment of Ms. Naaz Jaiswal as a Non Executive - Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from 19<sup>th</sup> March, 2025 to 18<sup>th</sup> March, 2030, not liable to retire by rotation.

Corporate Identity Number (CIN) L01405GJ2008PLC054913

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Apart from receiving Directors' remuneration by way of sitting fees as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, Ms. Naaz Jaiswal does not have any other pecuniary relationship with the Company.

Except Ms. Naaz Jaiswal, and/ or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at Item No. 4 of Notice.

Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided hereto in this as Annexure 1.

The Board of Directors recommends the resolution as set out in this Notice for approval of the Members by way of a Special Resolution.

#### Item No. 5

#### **REGULARIZATION OF ADDITIONAL DIRECTOR, MR. JAYVIR VAJUBHAI KUVADIYA (DIN: 11367155) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY.-SPECIAL RESOLUTION**

The Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Jayvir Vajubhai Kuvadiya as an Additional Director designated as a Non-Executive and Independent Director of the company by passing board resolution dated 05<sup>th</sup> February, 2026 with effect from 05<sup>th</sup> February, 2026 in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company to hold office for a period of 5 (five) consecutive years commencing from 05<sup>th</sup> February, 2026 to 04<sup>th</sup> February, 2031, not liable to retire by rotation.

The Company has received a declaration from Mr. Jayvir Vajubhai Kuvadiya confirming that he meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mr. Jayvir Vajubhai Kuvadiya to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing his candidature for the office of Director.

Mr. Jayvir V. Kuvadiya is young, enthusiastic personality is engaged in multiple family businesses as a key member. He is Production and marketing manager in Heaven Beverages a leading soft drink

brand in region. He has been associated with Chemical manufacturing and trading business for a long time. Recently he joined as a partner in M/s. Madhav Enterprise, a trading company. He has more than 10 years' experience with various family businesses. Under his able leadership company has achieved all targets in past which shows his leadership skill. His major roles include administration business strategies to streamline company growth and ensure smooth running of existing operations, and will help us in our future business.

Based on his skills, experience, expertise in specific functional areas which are beneficial to the Company, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Jayvir V. Kuvadiya as a Non-Executive and Independent Director of the company pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Jayvir Vajubhai Kuvadiya is eligible to be appointed as a Non-Executive and Independent Director of the company for a term of 5 (five) consecutive years and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Jayvir Vajubhai Kuvadiya has registered himself in the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

Accordingly, it is proposed to seek approval of members of the Company by way of a Special Resolution through Annual General Meeting for appointment of Mr. Jayvir Vajubhai Kuvadiya as a Non Executive -Independent Director on the Board of Directors of the Company to hold office for a period of 5 (five) consecutive years from 05<sup>th</sup> February, 2026 to 04<sup>th</sup> February, 2031, not liable to retire by rotation.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Apart from receiving Directors' remuneration by way of sitting fees as may be decided pursuant to the provisions of the Act and SEBI Listing Regulations, Mr. Jayvir Vajubhai Kuvadiya does not have any other pecuniary relationship with the Company.

Except Mr. Jayvir Vajubhai Kuvadiya, and/ or hisrelatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out at Item No. 5 of Notice.

**Corporate Identity Number (CIN) L01405GJ2008PLC054913**

Further details and current directorships as required under SEBI Listing Regulations and Secretarial Standard-2 for General Meetings are provided hereto in this as Annexure 1.

The Board of Directors recommends the resolution as set out in this Notice for approval of the Members by way of a Special Resolution.

#### **Item No. 6**

#### **APPOINTMENT OF M/S. PAYAL DHAMECHA & ASSOCIATES, COMPANY SECRETARIES, AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS FROM THE FINANCIAL YEAR 2025-26 TO THE FINANCIAL YEAR 2029-30-ORDINARY RESOLUTION**

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Payal Dhamecha & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company for a consecutive period of five years, commencing from FY 2025-26 to FY 2029-2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

Payal Dhamecha & Associates has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of Payal Dhamecha & Associates as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

#### **Item No. 7**

#### **RATIFICATION OF REMUNERATION OF COST AUDITOR OF THE COMPANY- ORDINARY RESOLUTION**

The Board of Directors on the recommendation of Audit Committee at their meeting held on February 05, 2026 have approved appointment and remuneration of Cost Auditors to conduct audit of cost records of the Company for financial year ending 31<sup>st</sup> March, 2026 at a remuneration of Rs. 26700 plus applicable tax in accordance with provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014. Remuneration payable to Cost Auditors has to be ratified and approved by shareholders of the Company. Accordingly, consent of members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification and approval of remuneration payable to Cost Auditors for financial year ending 31<sup>st</sup> March, 2026.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 7 of Notice.

The Board recommends Ordinary Resolution set out at Item No. 7 of Notice for your approval.

#### Item No 8

#### **TO GIVE AUTHORITY TO THE BOARD TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION:**

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration the growth in the business operations, foreseeable future plans and the existing credit facilities availed by the Company, it would be in the interest of the Company to enhance the borrowing limit. Keeping in view the existing and future financial requirements to support the business operations of the Company, it is proposed to increase the maximum borrowing limit up to Rs. 500.00 Crores (Rupees Five Hundred Crores only). For the said proposal the shareholders' approval via means of Special Resolution u/s 180(1)(c) is required.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution except to the extent of their shareholding, if any.

The Directors therefore, recommends passing of the resolution set out at item no. 8 of the notice as Special resolution.

#### Item No 9

#### **TO CONSIDER RESOLUTION ON THE MATTERS SPECIFIED UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013- SPECIAL RESOLUTION**

The Board of Directors of the Company, at its meeting held on 05<sup>th</sup> February, 2026, has approved, subject to the consent of the Members, the proposal to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertaking, in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013.

The proposed transaction is intended to enable the Company to achieve better financial restructuring, improve operational efficiency, and/or unlock value from its assets. Such disposal may involve transfer of assets, business units, or undertakings, either by way of sale, lease, or any other legally permissible mode, on such terms and conditions as may be considered appropriate by the Board.



Corporate Identity Number (CIN) L01405GJ2008PLC054913

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the Members by way of a Special Resolution is required before the Company can sell, lease or otherwise dispose of the whole or substantially the whole of its undertaking(s).

The Board believes that the proposed action is in the best interest of the Company and its Members.

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

The Board recommends the resolution for approval by the Members.

### **Annexure 1**

#### **Details of Director seeking Appointment Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings**

Name of Director	Ms. Naaz Jaiswal	Mr. Jayvir Vajubhai Kuvadiya
<b>DIN</b>	<b>11025662</b>	11367155
<b>Nationality</b>	Indian	Indian
<b>Date of Birth</b>	02/02/2002	08/10/1995
<b>AGE</b>	24	31
<b>Date of first appointment on Board</b>	February 05, 2026	February 05, 2026
<b>Experience and expertise in specific functional areas</b>	She is 26-year young girl having experience of finance. She is well aware about our industry and engage in this field since last 3 year.	Mr. Jayvir V. Kuvadiya is young, enthusiastic personality is engaged in multiple family businesses as a key member. He is Production and marketing manager in Heaven Beverages a leading soft drink brand in region. He has been associated with Chemical manufacturing and trading business for a long time. Recently he joined as a partner in M/s. Madhav Enterprise, a trading company. He has more than 10 years' experience with various family businesses. Under his able leadership company has achieved all targets in past which shows his leadership skill. His major roles include administration business strategies to streamline company growth and ensure smooth running of existing operations, and will help us in our future business.
<b>Qualification</b>	Graduate	Graduate
<b>Disclosure of Relationships between Directors inter-se</b>	No Relationship with Director	No Relationship with Director
<b>List of Directorship of other Board</b>	NIL	NIL

<b>List of Membership / Chairmanship of Committees of other Board</b>	NIL	NIL
<b>Shareholding in SHREE RAM PROTEINS LIMITED</b>	NIL	NIL
<b>Terms and Conditions of appointment or re-appointment</b>	As per item no. 04 of Notice and Explanatory Statement attached to the Notice.	As per item no. 05 of Notice and Explanatory Statement attached to the Notice.
<b>Details of remuneration last drawn in FY 2024-25</b>	N.A.	N.A.
<b>Details of remuneration sought to be paid</b>	Sitting fees in accordance with the applicable provisions of law.	Sitting fees in accordance with the applicable provisions of law.
<b>Number of Meetings of the Board attended during the F.Y. (2024-25)</b>	N.A.	N.A.
<b>Listed entities from which the Director has resigned from Directorship in last 3 (three) years</b>	N.A.	N.A.
<b>Justification for choosing the appointees for appointment as Independent Directors</b>	Refer Item No. 04 of the Explanatory Statement	Refer Item No. 05 of the Explanatory Statement