

VIJAYKANT DAIRY AND FOOD PRODUCTS LTD

Reg. office: LIG-159, M.M. Extension, Mahantesh Nagar, Belgaum-590016
Dairy: Neginhal, Tq: Bailhongal, Dist: Belgaum, Ph: 08288-252516

www.adityaamilk.com
Email: vijaykantcs@gmail.com

CIN: U51201KA2004PLC034702

NOTICE

NOTICE is hereby given that 20th Annual General Meeting of members of the M/S. VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED will be held at Hotel Sankam Residency, Airport Road, Gandhi Nagar, Belgaum, 590016 on Monday 23rd September 2024 at 11.30 AM to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024 and Statement of Profit & Loss for the year ended 31st March 2024 along with the reports of Auditors and Directors thereon.
2. To confirm interim dividend paid as the final dividend on Equity Shares for the year ended on 31st March 2024.
3. To appoint Director in the place of Mr. Rahul Uppin (DIN: 03151513), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Shashikant Kulgude (DIN: 01061184), who retires by rotation and being eligible, offers himself for reappointment.

5. To re-appoint M/s. Rajesh Kini & Co, Statutory Auditor of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), pursuant to the recommendation of the Audit Committee of the Board of Directors, The approval of the Company be and is hereby accorded for the re-appointment of M/S Rajesh Kini & Co, Chartered Accountants, Mangaluru, (Firm Registration No. 008638S) as a Statutory Auditor of the Company, from the Conclusion of this 20th Annual General Meeting(AGM) for term of consecutive 5 years till the conclusion of the 25th Annual General

Meeting to be held in the year 2029 and that the Auditors be paid such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

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

SPECIAL BUSINESS:

6. To appoint Dr. Vijay Sankeshwar as a Non-Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149,152,160 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and relevant provisions of Articles of Association of the Company, Dr. Vijay Sankeshwar (DIN:00217714), who was appointed as an Additional Director of the company with effect from 02/04/2024 , and in respect of whom the Company has received notice in writing from a member under section 160 of the Act, be and is hereby appointed as a Non- Executive Director of the Company, his appointment liable to retire by rotation.

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

7. To appoint Mrs. Deepa Sidnal as a Managing 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013, relevant provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, with the consent of the Board of Directors, the approval of the Company be and is hereby accorded for the appointment of Mrs. Deepa Sidnal (DIN: 00746206), as a Managing Director of the Company for a period of five years with effect from 12/04/2024, at a monthly remuneration of not exceeding ₹ 10,00,000/- (Rupees Ten Lakhs Only), inclusive of perquisites or any other allowances, such remuneration being affixed for an initial period of three years, on such terms and conditions as specified in the agreement, and detailed in the attached explanatory statement.

RESOLVED FURTHER THAT the aforesaid remuneration shall be construed as minimum remuneration in absence of profit/ inadequacy profit, in compliance with Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of her appointment including remuneration, and perquisites payable or to be provided, including any monetary value thereof, to her in such manner as may be agreed to between the Board of Directors and Mrs. Deepa Sinal, within the scope and in compliance with Schedule V of the Companies Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, things and deeds as may be necessary to give effect to the above resolution."

8. To appoint Mr. Mahantesh Gadavi as an Executive 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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013, relevant provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, with the consent of the Board of Directors, the approval of the Company be and is hereby accorded for appointment of Mr. Mahantesh Gadavi (DIN: 03147088), as an Executive Director of the Company for a period of five years with effect from 08/06/2024, at a monthly remuneration of not exceeding ₹ 1,00,000/- (Rupees One Lakh Only), inclusive of perquisites or any other allowances , such remuneration being affixed for an initial period of three years, on such terms and conditions as specified in the agreement, and detailed in the attached explanatory statement.

RESOLVED FURTHER THAT the aforesaid remuneration shall be construed as minimum remuneration in absence of profit/ inadequacy profit, in compliance with Schedule V of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of his appointment including remuneration, and perquisites payable or to be provided, including any monetary value thereof, to him in such manner as may be agreed to between the Board of Directors and Mr. Mahantesh Gadavi, within the scope and in compliance with Schedule V of the Companies Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, things and deeds as may be necessary to give effect to the above resolution."

9. To appoint Mr. C.Karunakara Shetty as an Independent Director of the Company

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 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) read with relevant Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and Board of Directors of the company and a notice having been received from a member U/s 160(1) of the Companies Act 2013, Mr. C.Karunakara Shetty (DIN: 01560349), be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from September 23,2024 and that his period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, things and deeds as may be necessary to give effect to the above resolution."

10. Reduction of Share Capital

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

“RESOLVED THAT pursuant to Section 66 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory amendments or re-enactments thereof read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and the applicable provisions of the National Company Law Tribunal Rules, 2016 and pursuant to Article 9 of the Articles of Association of the Company subject to confirmation of the Hon’ble National Company Law Tribunal, Bengaluru Bench, the consent of the members of the Company be and is hereby accorded, by way of a special resolution to reduce the present issued, subscribed and paid-up value of the share capital from Rs. 8,01,00,000 (Rupees Eight Crore One Lakh Only) divided into 80,10,000 (Eighty Lakh Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) to Rs. 7,83,37,290/- (Rupees Seven Crore Eighty Three Lakh Thirty Seven Thousand Two Hundred Ninety Only) divided into 78,33,729 (Seventy Eight Lakh Thirty Three Thousand Seven Hundred Twenty Nine) Equity Shares of Rs.10/- (Rupees Ten) each, by cancelling the paid up share capital to the extent of Rs. 17,62,710 (Rupees Seventeen Lakh Sixty Two Thousand Seven Hundred Ten Only) divided into 1,76,271 (One Lakh Seventy Six Thousand Two Hundred Seventy One) Equity Shares of Rs.10/- (Rupees Ten) each which shall be paid off to such non-promoter shareholders who are identified shareholders for a consideration of Rs. 225/- (Rupees Two Hundred Twenty Five Only) per share, being the value, which is 14.79% over and above the fair value (i.e., Rs.196/-) as determined in the valuation report dated August 16, 2024 by Mr. CS Venkata Subbarao Kalva, Registered Valuer, whereby

the total consideration will amount to Rs. 3,96,60,975/- (Rupees Three Crore Ninety Six Lakhs Sixty Thousand Nine Hundred Seventy Five Only) which shall be paid out of the free reserves of the Company as per the latest audited financial statements as on 31 March, 2024.

RESOLVED FURTHER THAT subject to the confirmation of the Capital Reduction by the NCLT and such Capital Reduction becoming effective and operative, without any further act or deed by the Identified Shareholders or their nominees (including but not limited to surrendering of share certificates with transfer forms and/or sending appropriate instructions to the depository participants), the equity shares held by the Identified Shareholders shall stand cancelled and rendered invalid.

RESOLVED FURTHER THAT

- a. after the Capital Reduction is confirmed by the Tribunal, the Board shall fix a record date for the purpose of determining the names of the registered holders and beneficial holders of the Non Promoter Shares (the “Record Date”);
- b. all identified Shareholders shall be paid the Offer Price by the Company within such days from the Record Date as required under and in accordance with applicable law or on such other date as may be directed by the Tribunal. All such payments will be made by cheque, demand draft, pay order, warrant, NEFT, RTGS or IMPS (or as the case may be);
- c. upon the reduction of such equity share capital, the issued, subscribed and paid-up equity share capital of the Company shall stand reduced by the number of equity shares of the shareholders so extinguished.

RESOLVED FURTHER THAT in the case of untraceable non-promoter shareholders the amount to be paid-out would be transferred to a separate escrow account where it would remain for a period of 7 (seven) years. In the event the pay-out is not claimed by these shareholders, the amount would be transferred to Investor Education and Protection Fund (IEPF).

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorised to file all applications, petitions and documents relating to the Capital Reduction or delegate such authority to another person as deemed fit and to take all necessary steps and do all such acts, deeds, matters and things, as may be necessary to give effect to the aforesaid resolutions and as it may (in its absolute discretion) deem necessary, expedient, usual or proper, in the best interest of the Company and its members in connection with and relating to the Capital Reduction, including liaising with the RTA’s/ Depositories and giving any directions for settling any question or doubt or difficulty whatsoever may arise, for the purpose of giving effect to the Capital Reduction, or to any modification thereof, and

as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

By order of the Board of Directors
For **VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED**

Place: Belagavi
Date: 16/08/2024

Ravi Hegde
Company Secretary
M.No A34058

NOTES:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.

2. Proxies, in order to be valid, duly filled and signed must be received by the Company at the registered office not less than 48 hours before the commencement of meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid.

3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

Person appointed as the proxy shall prove his/her identity at the time of attending the meeting and for the purpose such person shall carry proof of his/her identity via PAN card, Voter Id, Aadhaar Card, DL or Passport.

4. Members / Proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting.

5. 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.

6. Shareholder desiring any information as regards the accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.

7. The Register of Directors' and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the Annual General Meeting of the Company.

8. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.

9. Information's required under Secretarial Standard-2, Directors seeking Appointment/ Reappointment at the AGM are furnished as Annexure-B to this Notice. The Directors have furnished consent/ declarations for their appointment/re-appointment as required under Act and rules made thereunder.

10. Members are requested to bring the Annual Report for their reference at the meeting.

11. Shareholder are requested to immediately notify the Company of any change in their address / Bank details.

12. Members are also requested to furnish their Bank details (Copy of Bank Pass Book) in case the same have not been sent earlier.

13. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the “Investor Education Protection Fund” (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.

14. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company.

15. The Board of Directors of the company vide its Resolution passed on 16th August, 2024, has appointed Mr. Akshay Jadhav, Practicing Company Secretary (Membership No. 12650, COP No. 20559) to act as a Scrutinizer on such Resolutions at the AGM on which poll is ordered to be taken by the Chairman of the meeting or demanded by the members or proxy according to section 109 of the Act. Further, Mr. Akshay Jadhav has communicated his willingness for the same and he shall scrutinize the polling process in a fair and transparent manner.

16. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 20, 2024

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. September 20, 2024 only shall be entitled to avail the facility of Insta-Poll.

18. The Scrutinizer, after scrutinizing the votes cast at the meeting (Insta-Poll), will, not later than 48 hours 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.adityaamilk.com.

19. Members are requested to bring the proof of his/her identity PAN card at the time of attending the meeting.

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

Item No. 5: To re-appoint M/s. Rajesh Kini & Co, Statutory Auditor of the Company

The Members of the Company at the 15th Annual General Meeting ('AGM') held on 30th September 2019 had approved the appointment of M/S Rajesh Kini & Co, Chartered Accountants, Mangaluru, (Firm Registration No. 008638S), as a Statutory Auditors of the Company for a period of five years from the conclusion of the said AGM. Their present tenure will be completed upon conclusion of ensuing AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company, upon recommendation of the Audit Committee, proposes for re-appointment of M/s. Rajesh Kini & Co, Chartered Accountants, Mangaluru, (Firm Registration No. 008638S), as the Statutory Auditors of the Company for further period of five years from the conclusion of ensuing AGM till the conclusion of the 25th AGM of the Company.

The Audit Committee while recommending the re-appointment of existing statutory auditors considered various parameters like capability to handle complex business model as that of the Company comprising of huge number of transactions, audit experience, technical knowledge etc., and acknowledged the suitability of continuation of existing statutory auditors to handle the audit of the financial statements of the Company.

M/s. Rajesh Kini & Co, Chartered Accountants, Mangaluru have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members by way of an Ordinary Resolution.

None of the directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 6: Appointment of Dr. Vijay Sankeshwar (DIN. 00217714) as a Non-Executive Director of the Company

Upon recommendation of the Nomination and Remuneration Committee, Dr. Vijay Sankeshwar (DIN:00217714) has been appointed as an Additional Director of the company with effect from 02/04/2024, by the Board of Directors pursuant to the section 161 of the Companies Act. The term of said appointment will conclude on date of ensuring AGM. However, the Company has received a notice in writing under section 160 of the act from a member proposing the candidature of Dr. Vijay Sankeshwar to be appointed as a Non-Executive Director at the ensuring AGM. The Company has also received consent of Dr. Vijay

Sankeshwar, in writing to act as a Non-Executive Director, and an intimation that he is eligible for appointment as a Non-Executive Director and not disqualified under the provision of the of the Companies Act, 2013 or any other statutes.

Dr. Vijay Sankeshwar is the founder and CMD of M/s. VRL Logistics Ltd. the largest fleet of commercial vehicles in India. He is considered as an Industry doyen in the Surface Logistics Industry in India. Dr. Vijay Sankeshwar is the founder of Vijayvani, Karnataka's largest circulating newspaper.

Dr. Vijay Sankeshwar has a versatile personality and has demonstrated success and growth in every business that he has ventured into. He also had a brief but illustrious political career as also has contributed a lot to the society and business in general. The Government of India in the year 2020 conferred the “**PADMA SHRI**” award to him which is one of the highest civilian honour in India. He has possessed the vital knowledge, experience and skill for the position of Director.

The Board on receipt of the said notice from a member and on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members in ensuring AGM, has accorded its consent, to appoint Dr. Vijay Sankeshwar as a Non-Executive Director and his appointment is subject to retire by rotation.

The Board recommends the resolution set forth in Item No. 6 for the approval of the Members by way of an Ordinary Resolution.

Dr. Vijay Sankeshwar and Mrs. Deepa Sidnal (Daughter), are being relatives to each other.

Except Mrs. Deepa Sidnal and Dr. Vijay Sankeshwar being appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Information pursuant to the Secretarial Standard attached hereunder as **Annexure B**.

Item No. 7: Appointment of Mrs. Deepa Sidnal (DIN. 00746206) as a Managing Director of the Company

Sad Demise of Mr. Shivkant Sidnal made casual vacancy of Managing Director position, Mrs. Deepa Sidnal, then being an Executive Director of the Company. Considering her experience in the Dairy Industry and her keen involvement in the day to day operation of the Company since incorporation of the Company and also considering her immense contribution to the growth of the Company as an Executive Director and pursuant to recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company, at their meeting held on April 12, 2024 appointed Mrs. Deepa Sidnal (DIN : 00746206) as the Managing Director of the Company for a period of 5 (five) years at a monthly remuneration of not exceeding ₹10 Lakhs (Rupees ten lakhs only) inclusive of perquisites or any other allowances, such remuneration being affixed for an initial period of three years, on such terms and conditions as specified in the agreement, subject to the approval of Shareholders at this Annual General Meeting.

In case of loss or inadequacy of profits in any financial year during her tenure, the Company shall pay Mrs. Deepa Sidal, remuneration by way of salary, perquisites or any other allowances as specified above in compliance with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed in this regard and the same shall be construed as minimum remuneration.

Now, the Company seeks the approval and ratification of her appointment as a Managing Director of the Company and remuneration paid to her since appointment by the shareholders at the ensuing Annual General Meeting of the Company.

The statement as required under section II, Part II of the Schedule V of the Companies Act, 2013 attached hereunder as **Annexure A.** and by virtue of clause 16 of Article of the Association of the Company her appointment is not subject to retire by rotation.

A draft copy of agreement to be entered into with Mrs. Deepa Sidal is available for inspection on all the working days at the registered office of the Company.

The Board recommends the resolution set forth in Item No. 7 for the approval of the Members by way of a Special Resolution.

Dr. Vijay Sankeshwar and Mrs. Deepa Sidal (Daughter), are being relatives to each other.

Except Mr. Vijay Sankeshwar and Mrs. Deepa Sidal, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Information pursuant to the Secretarial Standard attached hereunder as **Annexure B.**

Item No. 8: Appointment of Mr. Mahantesh Gadavi (DIN: 03147088) as an Executive Director of the Company

Upon recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company, at their meeting held on June 7, 2024 appointed Mr. Mahantesh Gadavi (DIN : 03147088) as an Executive Director of the Company w. e. f. 08/06/2024 for a period of 5 (five) years, at a monthly remuneration of not exceeding ₹1,00,000/- (Rupees one lakhs only) inclusive of perquisites or any other allowances, such remuneration being affixed for an initial period of three years, on such terms and conditions as may be specified in the agreement, subject to the approval of Shareholders at this Annual General Meeting.

Mr. Mahantesh Gadavi was worked as an Assistant General Manager at M/s.VRL Logistics Limited, Belagavi Branch from 1987 to 31/05/2024. He has been associated with the Company as a Non-Executive Director of the Company since 2010. In the opinion of the Board of Directors, he is suitable for being appointed as Executive Director of the Company.

In case of loss or inadequacy of profits in any financial year during his tenure, the Company shall pay remuneration by way of salary, perquisites or any other allowances as specified above

in compliance with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed in this regard and the same shall be construed as minimum remuneration.

The statement as required under section II, Part II of the Schedule V of the Companies Act, 2013 attached hereunder as **Annexure A**. His terms of appointment shall be liable to retire by rotation.

A draft copy of agreement to be entered into with Mr. Mahantesh Gadavi is available for inspection on all the working days at the registered office of the Company.

The Board recommends the resolution set forth in Item No. 8 for the approval of the Members by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Information pursuant to the Secretarial Standard attached hereunder as **Annexure B**.

Item No. 9: Appointment of Mr. C.Karunakara Shetty (DIN: 01560349) as an Independent Director of the Company

The Board of Directors at its meeting held on 16th August 2024 based on the recommendation of the Nomination & Remuneration Committee has recommended to appointment of Mr. C.Karunakara Shetty as an Independent Director for a term of five years with effect from date of this AGM. i.e September 23, 2024. Pursuant to the requirements of the Act, it is proposed to seek an approval of the members in this regard. Further, Mr. C.Karunakara Shetty shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Mr. C Karunakar Shetty completed his B.com at Gadag, and he holds a Post Graduation Degree in Commerce from Karnataka University, Dharwad and is also a Certified Associate member of Indian Institute of Banking (CAIIB). He has served as employee of Vijaya Bank over period of 25 years. He has vast experience in the banking industry over period of 20 years. Currently, he is the Managing Director of M/s. Bhagavathi Stocks and Shares Pvt Ltd.

Mr. C Karunakar Shetty has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received consent in writing to act as an Independent Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013. In terms of provision of Section 152 (5), the Board of Directors are of the opinion that Mr. C Karunakar Shetty fulfils the conditions specified in the Act, for his appointment as an Independent Director. The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. C Karunakar Shetty for his appointment to the office of Independent Director.

The Board of Directors is of the opinion that Mr. C. Karunakara Shetty fulfils the conditions specified in the Act, for his appointment as an Independent Director.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about the said independent director is annexed in **Annexure B** to this Notice. The terms of appointment of independent Directors available at <https://adityaamilk.com//files/Terms%20of%20Appointment%20of%20Independent%20Directors.pdf>

A copy of the draft letter for the appointment of Mr. C Karunakar Shetty as an Independent Director setting out the terms and conditions is available for inspection by the members during normal business hours on working days up to date of ensuing AGM.

Mr. C Karunakar Shetty does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

The Board recommends the resolution set forth in Item No. 9 for the approval of the Members by way of a Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item No. 10: Reduction of Share Capital

The present Issued subscribed and paid-up capital of the Company comprises of 80,10,000 (Eighty Lakh Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each, Rs. 8,01,00,000 (Rupees Eight Crore One Lakh Only). It is proposed to reduce Rs. 17,62,710 (Rupees Seventeen Lakh Sixty Two Thousand Seven Hundred Ten Only) divided into 1,76,271 (One Lakh Seventy Six Thousand Two Hundred Seventy One) Equity Shares of Rs.10/- (Rupees Ten) each held by the non-promoter shareholders of the Company.

Section 66 of the Companies Act,2013 and Article 09 of the Articles of Association of the Company authorize the Company to reduce the share capital of the Company which is in excess of the wants of the Company. The Board is also targeting to increase the promoter stake in the Company for the consolidation of the capital and better management of the day to day affairs of the Company.

Hence, as an investor friendly step to provide liquidity and exit route to the non-promoter shareholders, the Board of directors in their meeting held on August 16, 2024 were of the opinion that the reduction process will be the best possible route to provide an exit opportunity to the non-promoter shareholders in a fair and transparent manner. This decision shall also help in reducing the administrative and other costs associated with servicing a very small percentage of shareholding held by a large number of shareholders distributed all across the places.

Hence, as a part of evaluating opportunities for streamlining capital structure of the Company as well as providing an opportunity for liquidation of non-promoter shareholding, a proposal for selective capital reduction was considered by the Board.

The existing shareholding pattern of the Company;

Sl. No	Shareholding	No. of equity shares	Face value	% of shareholding
1.	Promoter group	78,33,729	7,83,37,290	97.80%
2.	Non-promoter group	1,76,271	17,62,710	2.20%
	TOTAL	80,10,000	8,01,00,000	100%

Method of Capital reduction

The capital reduction is proposed to be implemented by a petition under Section 66 of the Companies Act,2013 to be approved by the Hon'ble National Company Law Tribunal, Bengaluru Bench, (*herein referred to as NCLT*), if it thinks fit.

Consideration

In order to determine the fair value of the equity shares, the Board has obtained valuation report from Mr. CS Venkata Subbarao Kalva, Registered Valuer who has performed the valuation of the Equity shares of the Company and arrived at a value of Rs. 196/- (Rupees One Hundred Ninety Six Only) per share. For the benefit of the shareholders, the Board has decided to pay Rs. 225/- (Rupees Two Hundred Twenty Five) per share as a consideration which is 14.79% over and above the fair value of per equity share of the Company determined by the registered valuer to the non promoter shareholders.

Effective date of Reduction

After the shareholders have passed the requisite resolution, the Company will file requisite application with the NCLT in accordance with the provisions of Section 66 and other applicable provisions of the Companies Act,2013 and relevant rules, for passing an order confirming the reduction of share capital.

Pursuant to Section 66(5) of the Companies Act,2013, this resolution will be effective on the date of filing of the Order of NCLT with the jurisdictional Registrar of Companies and upon the registration of the same by the Registrar of Companies and issuance of a certificate to that effect, if any.

Payment of consideration

The Company shall upon the receipt of the confirmation order of the Hon'ble NCLT for the capital reduction, shall pay Rs. 3,96,60,975/- (Rupees Three Crore Ninety Six Lakhs Sixty Thousand Nine Hundred Seventy Five Only) being determined for 1,76,271 Equity shares at Rs.225/- (Rupees Two Hundred Twenty Five) each per equity share, to be paid out of the free reserves of the Company as per the latest audited financial statements.

On receiving the order of the Tribunal, the Board of Directors shall fix the record date for the purpose of determining the names of the non-promoter shareholders who will be entitled to participate in the proposed offer for the reduction of the share capital of the Company. The non-promoter shareholders who hold shares as of the record date will be eligible to participate in this offer, subject to the terms and conditions as set forth by the Board. Post the record date, till the completion of the process of capital reduction i.e., payment of consideration and extinguishment of the share certificates, if any, the Board has decided not to allot any shares to the existing shareholders and also not to bring any new shareholder inside the Company in order to reduce the complexity in the process.

Even after the proposed capital reduction, the Company's financial position will be sound and will not cause any prejudice to the creditors of the Company. The creditors of the Company are not adversely affected by the proposed reduction as there is no reduction in the amount payable to any of the creditors. The Company has not accepted any deposits and is therefore not in arrears in the repayment of any deposits or interest payable thereon. The reduction shall not have any adverse effect on the ordinary operations of the Company or the ability of the Company to honor its commitments or to pay its debts in the ordinary course of business.

No investigation/ proceedings are pending under Section 210 to Section 229 or any other provisions of the Companies Act,2013.

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

The Board of directors recommends to the obtain the shareholders' approval by passing special resolution.

By order of the Board of Directors
For **VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED**

Place: Belagavi
Date: 16/08/2024

Ravi Hegde
Company Secretary
M.No A34058

Annexure-A

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

(1) Nature of the Industry: **Manufacturing Sector**

[Processing of Milk and Manufacturing of Ice Creams, Curd, Ghee, Mysore Pak, Buttermilk, Lassi, Shrikhand, Paneer and other Milk Products]

(2) Date of commencement of Commercial Production: 21/07/2006

(3) In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Existing Company, Not Applicable

(4) Financial performance based on given indicators:

Year	Amount in Crores		
	2023-24	2022-23	2021-22
Total Revenue	383.47	408.19	343.76
Net Worth (Including Balance in Profit and Loss Account)	90.61	95.33	92.67
Profit for the year (after Tax)	(3.92)	5.15	15.46
Earning per share (in Rupees)	(4.89)	6.43	19.30

(5) Foreign investments or collaborators, if any: Nil

II. (A) INFORMATION ABOUT MRS. DEEP SIDNAL:

1) Background Details:

Mrs. Deepa Sidnal, aged 43 years is a holder of Bachelor of Commerce. She is the Executive Director of the company since 2010.

2) Past Remuneration:

Details of Present remuneration of Mrs. Deepa Sidnal

(a) Salary of Rs.8,00,000/-p.m.

(b) PF of Rs 1800/- p.m.

Other Perquisites as per Company Policy

The remuneration is being paid to her has been approved by the members at the Annual General Meeting held on 29/11/2022.

3) Recognition/Awards:

Nil

4) Job profile and her suitability:

The role of Mrs. Deepa Sidnal as a Managing Director of the Company includes overall responsibility for the growth and day to day business activity of the Company. She provides the necessary strategic direction to all business lines/interests of the Company. She is instrumental in the overall business development of the Company. She is the key person in strategic decision making on critical issues in the business and management of the Company. She has been associated with the company since incorporation of the Company and prior to her appointment as a Managing Director, she has served as an Executive Director of the Company since 2010.

5) Remuneration Proposed:

Monthly remuneration not exceeding ₹ 10,00,000/- (Rupees Ten Lakhs Only), inclusive of perquisites, such remuneration being affixed for an initial period of three years, on such terms and conditions as specified in the agreement to be entered into with her.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

The remuneration being proposed to be paid to Mrs. Deepa Sidnal is in line with remuneration of Managing Director of other similar companies, keeping in view her job profile, the size of operations and complexity of business of the Company.

7) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Mrs. Deepa Sidnal, and Dr. Vijay Sankeshwar are related to each other. Except to the extent of remuneration drawn and shareholdings in the Company, Mrs. Deepa Sidnal do not have any other pecuniary relationship with the Company or with any of the other Directors or Key Managerial Personnel in the Company.

(B) INFORMATION ABOUT MR. MAHANTESH GADAVI (DIN: 03147088):

1) Background Details:

Mr. Mahantesh Gadavi, aged 58 years is a holder of Bachelor of Commerce. Mr. Mahantesh Gadavi was worked as an Assistant General Manager at M/s. VRL Logistics Limited, since 1987 to 2024. He has 38 years of experience and he has been associated with the company since 2010 as a Non-Executive Director.

2) Past Remuneration: NA

3) Recognition/Awards: Nil

4) Job profile and his suitability:

Mr. Mahantesh Gadavi Executive Director of the Company is responsible for overall administration of affairs of the Company. Mr. Mahantesh Gadavi was worked as an Assistant General Manager at M/s. VRL Logistics Limited, since 1987 to 2024. He was overall in-charge of logistics business of that Company. He has 38 years of experience in General administration

and he has been associated with the company since 2010 as a Non-Executive Director. The Board of Directors of the Company has confident that he would serve the company in efficient manner with support of his past service experience in the Company also.

5) Remuneration Proposed:

Monthly remuneration of not exceeding ₹ 1,00,000/- (Rupees One Lakh Only), inclusive of perquisites or any other allowances, such remuneration being affixed for an initial period of three years, on such terms and conditions as specified in the agreement to be entered into with him.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

The remuneration proposed to be paid to Mr. Mahantesh Gadavi is in line with remuneration of Executive Director of other companies, keeping in view his job profile, the size of operations and complexity of business of the Company and his past remuneration.

7) Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

No any Pecuniary Relationship directly or indirectly with the Company or relationship with the managerial personnel.

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profits:

Escalation in cost of raw materials and operative expenses and management was not in a position to pass these costs to the customers is the sole reason caused negative results during the year.

2) Steps taken or proposed to be taken for improvement:

The Management is in process of improving the turnover and profitability of the Company in coming days.

3) Expected increase in productivity and profits in measurable terms:

The management yet to asses scope of improvements in productivity and profits in current year. The focus would be on improvement of manufacturing efficiencies, cost optimization and quality standards thereby achieving increase in productivity and Profit. Expected next year Total Revenue Rs.430 crores and Profit Rs.5 crores.

IV. DISCLOSURES:

The disclosures as required on all elements of remuneration package such as salary, perquisites etc. have been made in the Explanatory statement attached to the Notice.

(I) ALL ELEMENTS OF REMUNERATION PACKAGE SUCH AS SALARY, BENEFITS, BONUSSES, STOCK OPTIONS, PENSION, ETC., OF ALL THE DIRECTORS;

Remuneration to Executive Directors

The appointment and remuneration of Executive Directors is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective agreements entered into between them and the Company, as approved by the shareholders at the general meeting. Any annual pay, variable pay or incentives, if any, payable to Executive Directors is approved by the Board based on recommendation from Nomination and Remuneration Committee subject to the approval of the shareholders. Table 2 below gives the details of remuneration paid to Directors for the year ended March 31, 2024.

Remuneration paid / payable to Directors

(Rs. In Lakhs)

Name of the Director	Salaries, perquisites and allowances	Commission	Sitting fees	Total
Mr. Shivkant Sidal	108.00	-	-	108.00
Mrs. Deepa Sidal	96.00	-	0.15	96.15
			Total	214.15

(II) DETAILS OF FIXED COMPONENT AND PERFORMANCE LINKED INCENTIVES ALONG WITH THE PERFORMANCE CRITERIA;

Not Applicable.

(III) SERVICE CONTRACTS, NOTICE PERIOD, SEVERANCE FEES;

The Board comprised of Seven Directors including two Executive Directors, Three Non-Executive Directors and two Independent Directors. The Company has entered into agreements with Mrs. Deepa Sidal, Managing Director and Mr. Mahantesh Gadavi, Executive Director which, inter alia, stipulating a three months' notice period to vacate their respective office held. There is no provision for payment of severance fees. The other Non-Executive Directors and Independent Directors are not subject to any specific requirement of notice period and severance fees.

(IV) STOCK OPTION DETAILS, IF ANY, AND WHETHER THE SAME HAS BEEN ISSUED AT A DISCOUNT AS WELL AS THE PERIOD OVER WHICH ACCRUED AND OVER WHICH EXERCISABLE.

During the year, no stock options were granted to any Executive / Non-Executive Director of the Company. Also, the Company did not advance any loan to any of its Directors during the year.

The Board recommends the Resolutions as set out at Item No 7&8 of the Notice as Special Resolutions, for approval of the Members.

Annexure B
Details of the Directors Seeking appointment/reappointment (Pursuant to Secretarial Standard- 2)

Particulars	Mr. Rahul Ajit Uppin Non-Executive Director (DIN: 03151513)	Mr. Shashikant Kulgude Non-Executive Director (DIN: 01061184)
Date of Birth & Age	July 31, 1977 47 Aged	July 22, 1974 50 Aged
Qualifications	Diploma in Hotel Management	B.com
Experience	Managing Uppin's Cosmetic shop from last 25 Years. He has been associated with the Company from 2010 as a Non-Executive Director	He is a Committee Member of M/s. Shri Ramu Maruti Kulgude Education Foundation from past 10 years. He is Running Textile Retail Shop and Hotel Business. He has been associated with the Company from 2013 as a Non-Executive Director
Date of First Appointment	01/04/2010	24/04/2013
Terms and conditions of appointment and details of remuneration	Nil	Nil
Last drawn remuneration	NA	NA
Relationship with Directors, Managers & KMP	Nil	Nil
Number of Board Meetings attended during the FY 2023-24	3	4
Other Directorship	NIL	M/s. Shri Ramu Maruti Kulgude Education Foundation
Chairman/ Member of the Committees of Boards of other Companies	Nil	Nil
Shareholding	666	445

Particulars	Dr. Vijay Sankeshwar (Non-Executive Director) (DIN: 00217714)
Date of Birth & Age	02/08/1950 74 Years Aged
Qualifications	B.Com
Experience	He holds a Bachelor's Degree in commerce from Karnatak University, Dharwad. He was a former Member of Parliament and was elected from the Dharwad (North) constituency in the 11th, 12th and 13th Lok Sabha elections and he was also a Member of the Legislature of the State of Karnataka. He was a member of Central Government committees, such as, the Committee of Finance between 1996 and 1997, the Consultative Committee, Ministry of Surface Transport between 1996 and 2000 and the Committee of Transport and Tourism between 1998 and 2000. He has over four decades of experience in the transport industry. He has received various awards including the 'Udyog Ratna' and the Karnataka "Rajyotsava" Award. The Government of India in the year 2020 conferred the "PADMA SHRI" award to him which is one of the highest civilian honour in India.
Date of First Appointment	02/04/2024
Terms and conditions of appointment and details of remuneration	NIL
Last drawn remuneration	NIL
Relationship with Directors, Managers & KMP	Mrs. Deepa Sidnal
Number of Board Meetings attended during the FY 2023-24	NA
Other Directorship	Companies in which he is director as of date of this notice: 1.VRL Logistics Limited 2.Vijayanand Logistics Private Limited 3.VRL Steel Private Limited 4.Vijayanand Foods Private Limited
Chairman/ Member of the Committees of Boards of other Companies	Chairman of the Company, Risk Management Committee & CSR Committee
Shareholding	Nil

Particulars	Mrs. Deepa Sidnal Managing Director (DIN. 00746206)	Mr. Mahantesh Gadavi Executive Director (DIN: 03147088)
Date of Birth & Age	August 28, 1981 43 Aged	February 17, 1966 53 Aged
Qualifications	B.com	B.com
Experience	She holds a Bachelor's Degree in commerce and 17 years of experience in Dairy Industry. She has been associated with the Company since incorporation of the Company and appointed as an Executive Director in year 2010	He was working as an Assistant General Manager at VRL, Belagavi Branch from 1987 to 2024. He has been associated with the Company from 2010 as a Non-Executive Director
Date of First Appointment	16/09/2004	01/04/2010
Terms and conditions of appointment and details of remuneration	Refer the explanatory statement attached above	Refer the explanatory statement attached above
Last drawn remuneration	Rs. 8 Lakhs per month	NA
Relationship with Directors, Managers & KMP	Dr. Vijay Sankeshwar	Nil
Number of Board Meetings attended during the FY 2023-24	5	5
Other Directorship	Companies in which he is director as of date of this notice: 1. Adityaa Milk Ice Creams Ltd., 2. Adityaaking Pvt Ltd	Companies in which he is director as of date of this notice: 1. Adityaa Milk Ice Creams Ltd.,
Chairman/ Member of the Committees of Boards of other Companies	Nil	Nil
Shareholding	53,22,127 Equity shares of Rs. 10/- each (contributes 66.44% of total shareholding of the Company)	666

Particulars	Mr. C Karunakar Shetty Independent Director (DIN: 01560349)
Date of Birth & Age	June 29,1953 71 Aged
Qualifications	B.Com, Post Graduation Degree in Commerce
Experience	Mr. C. Karunakara Shetty has been served for Vijaya Bank over a period of 25 years. He has vast experience in the banking industry. Presently , he is the Managing Director of M/s. Bhagavathi Stocks and Shares Pvt. Ltd
Date of First Appointment	23/09/2024
Terms and conditions of appointment and details of remuneration	As per the resolution at Item No. 9 of the Notice convening this Meeting read with Explanatory Statement.
Last drawn remuneration	NA
Relationship with Directors, Managers & KMP	Nil
Number of Board Meetings attended during the FY 2023-24	NA
Other Directorship	Companies in which he is director as of date of this notice: 1. Pravikaran Estate Developers Pvt Ltd 2. Bhagavathi Chits (Mysore) Pvt Ltd 3. Bhagavathi Stocks and Shares Pvt Ltd 4. TPS Ahead Pvt Ltd 5. Bhagavathi Chits Pvt Ltd
Chairman/ Member of the Committees of Boards of other Companies	Nil
Shareholding	Nil

By order of the Board of Directors
For **VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED**

Place: Belagavi
Date: 16/08/2024

Ravi Hegde
Company Secretary
M.No A34058



Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies act,2013 and rule 19(3) of the Companies (Management and administration) Rules, 2014)

CIN: U51201KA2004PLC034702

Name of the Company: **VIJAYKANT DAIRY AND FOOD PRODUCTS LTD.,**

Registered office: LIG-159, M.M. Extension, Mahantesh Nagar, Belgaum-590016

Name of the Member(s):
Registered address:
E-Mail Id:
Folio No/Client Id:

I /We, being the member(s) of shares of M/s. Vijaykant Dairy and Food Products Ltd, hereby appoint

- | | | |
|--------------------------------|--------------------------------|--------------------------------|
| 1. Name: | 2. Name: | 3.Name: |
| Address: | Address | Address |
| E-Mail Id: | E-Mail Id: | E-Mail Id: |
| Signature:..... or failing him | Signature:..... or failing him | Signature:..... or failing him |

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company, to be held on Monday 23rd September, 2024 At 11.30 AM at Hotel Sankam Residency, Airport Road, Gandhi Nagar, Belgaum- 590016 and at any adjournment there of in respect of such resolutions as are indicated below:

Sl. No	Resolutions	Options*	
		For	Against
Ordinary Business			
1	Adoption of Audited Financial Statements, Board & Auditors report thereon for the FY 2023-24		
2	Confirm interim dividend paid as the final dividend for FY 2023-24		
3	Appointment of Mr. Rahul Uppin, who retires by rotation, being eligible, offers himself for reappointment.		
4	Appointment of Mr. Shashikant Kulgude, who retires by rotation, being eligible, offers himself for reappointment.		
5	To re-appoint of M/S Rajesh Kini & Co, Statutory Auditor of the Company from the Conclusion of this 20th Annual General Meeting ,till the conclusion of the 25th Annual General Meeting		



VIJAYAKANT DIARY & FOOD PRODUCTS LIMITED

Special Business			
6	Appointment of Dr. Vijay Sankeshwar as a Non-Executive Director of the Company		
7	Appointment of Mrs. Deepa Sidnal as a Managing Director of the Company		
8	Appointment of Mr. Mahantesh Gadavi as an Executive Director of the Company		
9	Appointment of Mr. C.Karunakara Shetty as an Independent Director of the Company		
10	Reduction of Share Capital		

Signed this day of..... 2024

Signature of Shareholder

Signature of Proxy holder(s)

affix
Revenue
Stamp

Note: This form of proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours the commencement of the Meeting.

Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT(48) HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. The form of Proxy confers authority to demand or join in demanding a poll.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
5. * In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.



VIJAYKANT DAIRY AND FOOD PRODUCTS LTD

Reg. office: LIG-159, M.M. Extension, Mahantesh Nagar, Belgaum-590016
Dairy: Neginhal, Tq: Bailhongal, Dist: Belgaum, Ph: 08288-252516

www.adityaamilk.com
Email: vijaykantcs@gmail.com

CIN: U51201KA2004PLC034702

ATTENDANCE SLIP

(PLEASE FILL IN THE ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL)

Full Name and address of the shareholder: _____

No. of shares held:

Folio No:

DP ID:

Client ID:

I hereby record my presence at the 20th Annual General Meeting of M/s. VIJAYKANT DAIRY AND FOOD PRODUCTS LIMITED at Hotel Sankam Residency, Airport Road, Gandhi Nagar, Belgaum, 590016 on Monday 23rd September, 2024 At 11.30 AM.

Signature:



Route Map for AGM Place

