SAPTARISHI AGRO INDUSTRIES LIMITED
Regd. Office: Padalam Sugar Factory Road, Pazhayanoor Post,
Chengalpattu District, Tamilnadu- 603 308.
||www.saptarishiagro.com || Saptarishi121@gmail.com ||
CIN: L15499TN1992PLC022192 II Contact No. 079-40306965 II

Saptarishi™
Agro Industries Ltd

Date: 2nd September 2026

To,
The General Manager,
Corporate Relationship Department,
Bombay Stock Exchange Ltd.
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

SCRIP CODE**: 519238** | SCRIP ID: **SPTRSHI** | ISIN**: INE233P01017**

Dear Sir/Madam,

Sub: Intimation of 34th Annual General Meeting.

We wish to inform you that the 34th Annual General Meeting (AGM) of the Company will be held on Friday, 25th September, 2026 at 01'O' Clock (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the businesses set out in the notice of the said meeting. The same is also available at the website of the Company https://www.saptarishiagro.com/wp-content/uploads/2026/09/Annual-Report.pdf

A copy of the notice is attached herewith for your information and record.

Kindly take the same on your record.

Thanking you,
Yours Faithfully,
For, Saptarishi Agro Industries Limited,

KRUNAL RAVJIBHAI PATEL
Digitally signed by KRUNAL RAVJIBHAI PATEL
Date: 2026.09.02 13:09:54 +05'30'

Krunal Ravjibhai Patel
Director
DIN: 02517567

NOTICE

NOTICE is hereby given that the **Thirty Fourth Annual General Meeting** of the Members of **Saptarishi Agro Industries Limited** ("the Company") will be held on **25th September, 2026** AT 01:00 PM IST through **Video Conferencing ("VC")/ Other Audio- Visual Means ("OAVM")**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt audited standalone financial statement of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.

2. To re-appoint Shri Rushabh Ravjibhai Patel (DIN: 02721107) who retires by rotation and being eligible offers himself for re-appointment.

3. To re-appoint Shri Janayash Nareshbhai Desai (DIN: 00387060) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. To re-appoint Shri Rushabh Ravjibhai Patel (DIN: 02721107) as a Managing Director (Executive Category) and in this regard, to consider and if though fit to pass the following resolution as a Special Resolution.

   "RESOLVED THAT in accordance with the provisions of Sections 196, 197, Schedule V 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), the members hereby accords its approval to the reappointment of Shri Rushabh Ravjibhai Patel (DIN: 02721107), as Managing Director (Executive-Category) of the Company for a period of 3 (three) years w.e.f. August 11, 2026, liable to retire by rotation, with the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting and as recommended by Nomination and Remuneration Committee ("Committee") and approved by the Board, with liberty to the Board of Directors (including Committee) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as deemed fit necessary.

   RESOLVED FURTHER THAT Shri Rushabh Ravjibhai Patel be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

   RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, Where in any financial year during the tenure of office of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to Shri Rushabh Ravjibhai Patel as minimum remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013 and the applicable provisions thereof, as may be approved by the Board.

   RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

5. **To consider, and, if thought fit, to approve the material related party transaction(s) proposed to be entered into by the Company: (Fanidhar Mega Food Park Private Limited)**

   To pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder, as amended from time to time, Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company's Policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof constituted/empowered by the Board from time to time) to enter into and/or continue and/or carry out and/or modify and/or renew existing contract(s)/arrangement(s)/ transaction(s) and/or enter into fresh contract(s)/arrangement(s)/transaction(s), whether individually or in a series of transactions, with **Fanidhar Mega Food Park Private Limited**, a related party of the Company, for an aggregate amount not exceeding **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** notwithstanding that the aggregate value of such transaction(s) may exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, provided that such transaction(s) shall be entered into on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the aforesaid approval shall include all existing, continuing, recurring, renewal, modification and fresh transactions entered into with **Fanidhar Mega Food Park Private Limited** during the aforesaid period, including but not limited to purchase and sale of goods and materials, procurement of utilities and operational services, reimbursement of expenses, availing and rendering of services, enhancement/ provision of corporate guarantee(s), and such other transaction(s) as may be required in the ordinary course of business of the Company.

RESOLVED FURTHER THAT in accordance with Regulation 23(4) of the SEBI Listing Regulations read with the applicable circulars issued by SEBI from time to time, the approval granted by the Members pursuant to this Resolution shall remain valid **till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 and the rules, notifications and circulars issued thereunder from time to time.**

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute, amend, modify, vary and renew the terms and conditions of the aforesaid contract(s), arrangement(s) and transaction(s), and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, proper, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of the Board, Director(s), Company Secretary, Chief Financial Officer or any other authorised officer(s)/representative(s) of the Company to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this Resolution."

6. **To consider, and, if thought fit, to approve the material related party transaction(s) proposed to be entered into by the Company: (Fanidhar Agrivista Private Limited)**

To pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with the rules made thereunder, as amended from time to time, Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company's Policy on Related Party Transactions and subject to such other approvals, consents, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof constituted/empowered by the Board from time to time) to enter into and/or continue and/or carry out and/or modify and/or renew existing contract(s)/arrangement(s)/

transaction(s) and/or enter into fresh contract(s)/arrangement(s)/transaction(s), whether individually or in a series of transactions, with **Fanidhar Agrivista Private Limited**, a related party of the Company, for an aggregate amount not exceeding **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)** notwithstanding that the aggregate value of such transaction(s) may exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations, provided that such transaction(s) shall be entered into on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the aforesaid approval shall include all existing, continuing, recurring, renewal, modification and fresh transactions entered into with **Fanidhar Agrivista Private Limited** during the aforesaid period, including but not limited to purchase, sale, processing, storage, packaging, branding, import, export and trading of purchase, sale, processing and trading of agricultural produce, frozen fruits and vegetables, processed food products, raw materials and agricultural inputs; warehousing, cold storage, logistics, transportation and supply chain support services; procurement of utilities and operational support services; reimbursement of expenses; availing and rendering of technical, management and consultancy services; enhancement/provision of corporate guarantee(s); and such other transaction(s) as may be required in the ordinary course of business of the Company.

RESOLVED FURTHER THAT in accordance with Regulation 23(4) of the SEBI Listing Regulations read with the applicable circulars issued by SEBI from time to time, the approval granted by the Members pursuant to this Resolution shall remain valid **till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013 and the rules, notifications and circulars issued thereunder from time to time.**

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute, amend, modify, vary and renew the terms and conditions of the aforesaid contract(s), arrangement(s) and transaction(s), and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, proper, expedient or desirable for the purpose of giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of the Board, Director(s), Company Secretary, Chief Financial Officer or any other authorised officer(s)/representative(s) of the Company to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this Resolution."

By order of the Board of Directors

Sd/-
Krunal R Patel
Chairman
DIN- 02517567

Date: 07.08.2026
Place: Ahmedabad

Regd. Office:

Padalam Sugar Factory Road, Pazhayanoor Post,
Chengalpattu District, Tamil Nadu–603 308
CIN–L15499TN1992PLC022192

NOTES:

The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular

No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and latest being 03/2025 dated September 22, 2025 ("MCA Circulars") and Circular no. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the Annual General Meeting through VC/OVAM. In terms of the said circulars, the 33rd Annual General Meeting ("AGM") of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note and available at the Company's website:. https:// www.saptarishiagro.com/

1. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto. Further, information as required under SEBI Listing Regulations and Circulars issued thereunder are also annexed.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, 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 hereto.

4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. Details of Directors retiring by rotation/seeking appointment at this Meeting are provided in the "Annexure" to the Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

6. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2025-2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-2026 will also be available on the Company's website www.saptarishiagro.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of Cameo Corporate Services (RTA) at https:// cameoindia.com.

7. For receiving all communication (including Annual Report) from the Company electronically send Email on saptarishi121@gmail.com.

8. Members holding shares in physical mode and who have not registered / updated their email address with the Company and are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at saptarishi121@gmail.com or to our RTA at cameo@cameoindia.com

9. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under

Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to saptarishi121@gmail.com

11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, September 18, 2026 through email on saptarishi121@gmail.com. The same will be replied by the Company suitably.

12. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings Issued by The Institute of Company Secretaries of India, of the person seeking appointment and re-appointment as Director under Item No. 2 & 3 of the Notice, are also annexed.

13. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/S Cameo Corporate Services Ltd for assistance in this regard. In case shares held in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP).

14. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 18 September, 2026 to Friday, 25 September, 2026 (both days inclusive) for the purpose of Annual General Meeting.

15. Members whose names are 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. Friday, 18 September, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. Any recipient of the Notice, who has no voting rights as on the cut-off date, shall treat this Notice as an intimation only.

16. Pursuant to the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to M/s Cameo Corporate Services Ltd, Registrar and Transfer Agent. Members holding shares in electronic form may submit the same to their respective depository participant.

17. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

18. The Board of Directors of the Company has appointed Mr. Chirag Shah, a Practicing Company Secretary (Membership No. F5545) of M/s. Chirag Shah and Associates, Practicing Company Secretaries or failing him Mr. Raimeen Maradiya, a Practicing Company Secretary (Membership No. F11283) of M/s. Chirag Shah and Associates, Practicing Company Secretaries, as Scrutiniser to scrutinise the remote e-voting and Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose

19. In terms of the provisions of Section 152 of the Act, Shri Janayash N Desai and Shri Rushabh Ravjibhai Patel, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee

and the Board of Directors of the Company commend their re-appointment. Shri Rushabh R Patel and Shri Janayash N Desai is interested in the Resolutions set out at Item No.2 & 3 of the Notice with regard to their re-appointment. The relatives of Shri Rushabh R Patel and Shri Krunal R Patel may be deemed to be interested in the resolution set out at Item No. 2 & 3 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 2 & 3 of the Notice.

20. SEBI vide Circular dated 3rd November, 2021 and 14th December, 2021 has mandated the furnishing of PAN, full KYC details (postal address, mobile number, e-mail id, bank details, Signature) and Nomination by holders of physical securities. In case any of the aforesaid details are not furnished by these holders of Physical shares then, w.e.f. 1st April, 2023, the folio of the aforesaid shareholders will be frozen by our Registrar and Share Transfer Agents ("RTA") Cameo Corporate Services. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. Accordingly, Members are requested to intimate immediately aforesaid details at saptarishi121@gmail.com or to our RTA at cameo@cameoindia.com

CDSL E-VOTING SYSTEM – FOR E-VOTING AND JOINING VIRTUAL MEETINGS.

21. As you are aware, the Ministry of Corporate Affairs ("MCA") has permitted companies to conduct general meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") vide its Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and subsequent circulars issued from time to time, latest being General Circular No. 03/2025 dated September 22, 2025. Further, the Securities and Exchange Board of India ("SEBI") has also issued various circulars in this regard. Accordingly, the ensuing Annual General Meeting ("AGM")/Extraordinary General Meeting ("EGM") of the Company will be held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). Hence, Members can attend and participate in the AGM/EGM through VC/OAVM only.

22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and September 22, 2025 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

23. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 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 EGM/AGM without restriction on account of first come first served basis.

24. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

25. Pursuant to the MCA Circulars issued from time to time, latest being General Circular No. 03/2025 dated September 22, 2025, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, pursuant to the provisions of Sections 112 and 113 of the Companies Act, 2013,

representatives of the members such as the President of India or the Governor of a State or body corporate may attend the AGM through VC/OAVM and cast their votes through remote e-voting or e-voting during the AGM.

26. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and latest being General Circular No. 03/2025 dated September 22, 2025 the Notice calling the AGM/EGM has been uploaded on the website of the Company at saptarishi121@gmail.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

27. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and latest being General Circular No. 03/2025 dated September 22, 2025.

28. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022. General Circular No. 10/2022 dated 28.12.2022, General circular No. 09/2023 dated 25.09.2023, General circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025 and after due examination, it has been decided to allow companies to conduct their AGMs/EOGMs through VC or OAVM till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

E-VOTING FACILITY:

29. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI Listing Regulations, read with circular of SEBI on e-voting Facility provided by Listed Entities, dated December 09, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting'').

30. Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

31. The manner of voting, including voting remotely by

    i. individual shareholders holding shares of the Company in demat mode,

    ii. shareholders other than individuals holding shares of the Company in demat mode

    iii. shareholders holding shares of the Company in physical mode, and

    iv. Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

    v. **The remote e-voting facility will be available during the following voting period:**

Commencement of remote e-voting	9:00 a.m. IST on Tuesday, September 22, 2026
End of remote e-voting	5:00 p.m. IST on Thursday, September 24, 2026

32. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

33. Voting rights of a member/beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 18, 2026 ("Cut-Off Date").

34. Institutional /Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are required to send the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), at e-mail id: pcschirag@gmail.com with a copy marked to saptarishi121@gmail.com and cameo@cameoindia.com. Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

35. The Member who has cast his / her / its vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast his / her / its vote(s) again at the Meeting.

36. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

37. A member can opt for only single mode of voting i.e. through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

38. 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 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.

39. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

REMOTE E-VOTING:

Information and instructions for remote e-voting by individual shareholders holding shares of the Company in Demat mode:

As per circular of SEBI on e-voting facility provided by listed entities, dated December 09, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Tuesday, 22nd September 2026** and ends on **Thursday, 24th September, 2026** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 18th September, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System My easi new (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System My easi new (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022–4886 7000 and 022–2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

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

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; saptarishi121@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at saptarishi121@gmail.com These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM 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 available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders–Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai–400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 4

At the Annual General Meetings of the Company held on September 28, 2017, September 29, 2020 and September 23, 2024, the Members of the Company had approved the appointment/re-appointment and terms of remuneration of Shri Rushabh Ravjibhai Patel (DIN: 02721107) as the Managing Director of the Company for a period of three years with effect from August 11, 2017, August 11, 2020 and August 11, 2023, respectively.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 07th August, 2026, approved the re-appointment of Shri Rushabh Ravjibhai Patel (DIN: 02721107) as the Managing Director of the Company for a further period of three (3) years with effect from August 11, 2026, subject to the approval of the Members of the Company, pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that the continued association of Shri Rushabh Ravjibhai Patel with the Company would be beneficial to the Company and, accordingly, recommends the resolution set out at Item No. 4 of the Notice for approval of the Members.

Brief profile of Shri Rushabh Ravjibhai Patel, including his age, qualifications, experience and expertise in specific functional areas, disclosure of relationships between directors inter-se, directorships and committee memberships in other companies, shareholding in the Company, details of Board Meetings attended during the year and other disclosures as required under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), are provided in the Annexure forming part of this Notice and the Corporate Governance Report forming part of the Annual Report.

In the opinion of the Board, Shri Rushabh Ravjibhai Patel fulfils the conditions specified in the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations for his re-appointment as Managing Director of the Company.

Except **Shri Krunal Ravjibhai Patel**, Chairman and Director of the Company, **Shri Rushabh Ravjibhai Patel**, Managing Director of the Company, **Smt. Indiraben Ravjibhai Patel**, Promoter of the Company, and their respective relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

All relevant documents referred to in the accompanying Notice and this Explanatory Statement shall be available for electronic inspection by the Members without any fee from the date of circulation of this Notice up to the date of the Annual General Meeting. Members seeking to inspect such documents may send an email request to the Company at saptarishi121@gmail.com.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, require prior approval of the Members of a listed entity by way of an Ordinary Resolution for all material related party transactions and subsequent material modifications thereto, even if such transactions are entered into in the ordinary course of business and on an arm's length basis.

Pursuant to Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed the materiality threshold prescribed under the SEBI Listing Regulations.

The Company has established and commenced operations of its Frozen Fruits and Vegetables Processing Project situated at the premises of **Fanidhar Mega Food Park Private Limited ("FMFPPL")**. In connection with the operation and expansion of the said project, the Company may require continuous operational and infrastructural support from FMFPPL, including but not limited to procurement of utilities such as water, sewage facilities, ETP/STP services, operational support services, purchase and sale of goods and materials, reimbursement of expenses, availing and rendering of services, enhancement/provision of corporate guarantees and such other transactions as may be required in the ordinary course of business of the Company.

Considering the nature, frequency and volume of the transactions proposed to be entered into with FMFPPL, the aggregate value of such transactions may exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, prior approval of the Members is being sought by way of an Ordinary Resolution for entering into, continuing, carrying out, modifying, renewing and/or entering into fresh related party transaction(s) with FMFPPL for an aggregate amount not exceeding **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)**.

The Audit Committee of the Company, after reviewing all relevant information and details placed before it by the management, has approved the proposed related party transaction(s), subject to the approval of the Members, while noting that such transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business of the Company.

The Board of Directors of the Company, at its meeting held on **07th August, 2026**, has approved the proposed material related party transaction(s) with Fanidhar Mega Food Park Private Limited, subject to approval of the Members.

Accordingly, the approval of the Members is sought by way of an Ordinary Resolution under Regulation 23 of the SEBI Listing Regulations for the material related party transaction(s) proposed under Item No. **5** of the accompanying Notice.

The Board of Directors is of the opinion that the proposed transaction(s) with Fanidhar Mega Food Park Private Limited are in the best interest of the Company and recommends the Ordinary Resolution set out at Item No. **5** of the Notice for approval by the Members.

Except **Shri Krunal Ravjibhai Patel**, Chairman and Director of the Company, **Shri Rushabh Ravjibhai Patel**, Managing Director of the Company, **Smt. Indiraben Ravjibhai Patel**, Promoter of the Company, and their respective relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any.

The information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations read with applicable SEBI Circulars is provided below:

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular is provided herein below:

A. Related Party Transactions by the Company

i.	**Name of the Related Party**	**Fanidhar Mega Food Park Private Limited**
ii.	Type of transaction	Purchase/Sale of goods and materials; Procurement of utilities and operational services; Reimbursement of expenses; Availing and rendering of services; Enhancement/Provision of Corporate Guarantee(s); and such other transactions as may be required in the ordinary course of business

iii.	Material terms and particulars of the proposed transaction	Procurement of utilities and operational services; Purchase/Sale of goods and materials; Reimbursement of expenses; Availing/rendering of services; Enhancement/provision of corporate guarantees and other business transactions
iv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Related Director 1) Shri. Krunal Ravjibhai Patel (Chairman & Director) is also Managing Director and Shareholder in Fanidhar Mega Food Park Private Limited. 2) Shri. Rushabh Ravjibhai Patel (Managing Director, CFO) is also Jt. Managing Director and Shareholder in Fanidhar Mega Food Park Private Limited. 3) Smt. Indiraben Ravjibhai Patel (Promoter) is also Shareholder in Fanidhar Mega Food Park Private Limited.
v.	Tenure of the proposed transaction	From the date of shareholders' approval till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013
vi.	Value of the proposed cumulative transaction(s) (not to exceed)	Up to Rs. 50,00,00,000/- (Rupees Fifty Crores Only)
vii.	Value of RPT as % of Company's audited consolidated annual turnover for the financial year 2025-2026.	Approximately **70.82%** of the annual consolidated turnover of the Company based on the latest audited financial statements
viii.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	(i) Details of financial indebtedness Incurred	
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	

ix.	Justification as to why the RPT is in the interest of the Company.	Procurement of utilities and operational services from FMFPPL ensures operational efficiency, cost optimization, uninterrupted supply and better utilization of infrastructure. Procurement of raw materials through FMFPPL ensures quality, continuity and cost efficiency. Corporate guarantees, if required, provide financial flexibility and strengthen the Company's ability to raise resources for business operations and expansion.
x.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xi.	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

Item No. 6

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, require prior approval of the Members of a listed entity by way of an Ordinary Resolution for all material related party transactions and subsequent material modifications thereto, even if such transactions are entered into in the ordinary course of business and on an arm's length basis.

Pursuant to Regulation 23 of the SEBI Listing Regulations, a transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed the materiality threshold prescribed under the SEBI Listing Regulations.

The Company has established and commenced operations of its Frozen Fruits and Vegetables Processing Project situated at the premises of Fanidhar Agrivista Private Limited. Considering the business activities of Fanidhar Agrivista Private Limited, the Company may, in the ordinary course of business, enter into various operational and commercial transactions including purchase, sale, processing, storage, packaging, branding, import, export and trading of agricultural produce, processed food products, frozen fruits and vegetables, food products, raw materials, seeds, fertilizers, pesticides and other agricultural inputs; availing and rendering of agricultural support services, research and development services, warehousing, cold storage, logistics, transportation, supply chain and operational support services; rental of agricultural machinery and equipment; reimbursement of expenses; procurement of utilities; availing and rendering of management, technical and consultancy services; enhancement/provision of corporate guarantees and such other transactions as may be required from time to time in the ordinary course of business.

Considering the nature, frequency and volume of the transactions proposed to be entered into with FAPL, the aggregate value of such transactions may exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, prior approval of the Members is being sought by way of an Ordinary Resolution for entering into, continuing, carrying out, modifying, renewing and/or entering into fresh related party transaction(s) with FMFPPL for an aggregate amount not exceeding **Rs. 50,00,00,000/- (Rupees Fifty Crores Only)**.

The Audit Committee of the Company, after reviewing all relevant information and details placed before it by the management, has approved the proposed related party transaction(s), subject to the approval of the Members, while noting that such transaction(s) shall be undertaken on an arm's length basis and in the ordinary course of business of the Company.

The Board of Directors of the Company, at its meeting held on **07th August, 2026**, has approved the proposed material related party transaction(s) with Fanidhar Mega Food Park Private Limited, subject to approval of the Members.

Accordingly, the approval of the Members is sought by way of an Ordinary Resolution under Regulation 23 of the SEBI Listing Regulations for the material related party transaction(s) proposed under Item No. **6** of the accompanying Notice.

The Board of Directors is of the opinion that the proposed transaction(s) with Fanidhar Mega Food Park Private Limited are in the best interest of the Company and recommends the Ordinary Resolution set out at Item No. **5** of the Notice for approval by the Members.

Except **Shri Krunal Ravjibhai Patel**, Chairman and Director of the Company, **Shri Rushabh Ravjibhai Patel**, Managing Director of the Company and their respective relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any.

The information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations read with applicable SEBI Circulars is provided below:

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular is provided herein below:

B. Related Party Transactions by the Company

	Name of the Related Party	**Fanidhar Agrivista Private Limited**
xii.	Type of transaction	Purchase, sale, processing, storage, packaging, branding, import, export and trading of agricultural produce, processed food products, frozen fruits and vegetables, food products, raw materials, seeds, fertilizers, pesticides and other agricultural inputs; availing and rendering of agricultural support, warehousing, cold storage, logistics, transportation, supply chain, operational, technical and consultancy services; rental of agricultural machinery and equipment; procurement of utilities; reimbursement of expenses; enhancement/provision of corporate guarantee(s); and such other transactions as may be required in the ordinary course of business.
xiii.	Material terms and particulars of the proposed transaction	Transactions relating to purchase, sale, processing, storage, packaging, branding, import, export and trading of agricultural produce, processed food products, frozen fruits and vegetables, food products, raw materials, seeds, fertilizers, pesticides and agricultural inputs; availing/rendering of agricultural support services, warehousing, cold storage, logistics, transportation, supply chain, technical and consultancy services; rental of agricultural machinery and equipment; procurement of utilities; reimbursement of expenses; enhancement/provision of corporate guarantees and other business transactions.

	Name of the Related Party	Fanidhar Agrivista Private Limited
xiv.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Related Director 4) Shri. Krunal Ravjibhai Patel (Chairman & Director) is also Director and Shareholder in Fanidhar Agrivista Private Limited 5) Shri. Rushabh Ravjibhai Patel (Managing Director, CFO) is also Jt. Director and Shareholder in Fanidhar Agrivista Private Limited
xv.	Tenure of the proposed transaction	From the date of shareholders' approval till the date of the next Annual General Meeting of the Company held within the timelines prescribed under Section 96 of the Companies Act, 2013
xvi.	Value of the proposed cumulative transaction(s) (not to exceed)	Up to Rs. 50,00,00,000/- (Rupees Fifty Crores Only)
xvii.	Value of RPT as % of Company's audited consolidated annual turnover for the financial year 2025-2026.	Approximately 70.82% of the annual consolidated turnover of the Company based on the latest audited financial statements
xviii.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	(i) Details of financial indebtedness Incurred	
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
xix.	Justification as to why the RPT is in the interest of the Company.	The proposed transactions with Fanidhar Agrivista Private Limited are essential for ensuring operational efficiency, continuity of business, cost optimization and effective utilization of infrastructure and resources. The proposed arrangements relating to procurement and sale of agricultural produce, processed food products, raw materials and agricultural inputs, warehousing, cold storage, logistics, supply chain management, agricultural support services, research and development, technical and consultancy services and other operational support will facilitate smooth business operations and business expansion. Corporate guarantees, wherever required, will provide financial flexibility and strengthen the Company's ability to raise resources for its business requirements.

	Name of the Related Party	Fanidhar Agrivista Private Limited
xx.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
xxi.	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil

Details of Directors seeking Appointment and Re-appointment at the Ensuing Annual General Meeting Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Sl No	Name of the Director	Janayash Nareshbhai Desai	Rushabh Ravjibhai Patel
1	DIN	00387060	02721107
2	Date of Birth	14/12/1950	05/12/1988
3	Nationality	Indian	Indian
4	Expertise in Specific Functional area/experience/ resume	45 years of experience as Senior Management and Project executive for Companies dealing in Agro, Food processing, Mushroom, Petroleum products and Telephone cable manufacturing	9 years of experience in the field of operations
5	Qualification	Master in Physics	BBM
6	Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Act, Mr. Janayash Desai is liable to retire by rotation at the meeting.	In terms of Section 152(6) of the Act, Mr. Rushabh R. Patel is liable to retire by rotation at the meeting
7	Number of Meetings of the Board attended during year 2025-26	6/6	6/6
8	Date of first appointment on the Board	13/11/2017	02/08/2017
9	Directorship of other listed companies as of Date*	NIL	None
10	Listed Entity from which the pe rson has resigned in past three years	NIL	NIL
12	Chairman/ Member of Committees (including Audit Committee & Stakeholder Committee)	1 (Stakeholder Relationship Committee)	NIL

Sl No	Name of the Director	Janayash Nareshbhai Desai	Rushabh Ravjibhai Patel
13	No of shares held in the Company	NIL	NIL
14	Remuneration sought to be paid	30,00,000/-	NIL
15	Remuneration last Drawn	30,00,000/-	NIL
16	Relationship with Other Directors, Manager and Other Key Managerial Personnel of the Company	NIL	Shri Krunal R Patel and Shri. Rushabh R Patel are related with each other as Brothers. Shri Rushabh R Patel is also related with the promoter Smt Indiraben R Patel

**Note : The Directorship mentioned above do not include Membership of Private Limited Company.*

By order of the Board of Directors

Sd/-
Krunal R Patel
Chairman
DIN- 02517567

Date: 07.08.2026
Place: Ahmedabad

Regd. Office:
Padalam Sugar Factory Road, Pazhayanoor Post,
Chengalpattu District, Tamil Nadu–603 308
CIN–L15499TN1992PLC022192