

NEOPOLITAN PIZZA AND FOODS LIMITED

Registered Office:

434 & 435 SWC Hub,
Opp. Rajpath Complex,
Vasana Bhayali Road,
Vadodara-391410 Gujarat, India
Phone No: 9574000428
CIN: U24123GJ2011PLC063940



8th September, 2025

To,
**The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001**

Scrip Code: 544269

Subject: Notice convening the 14th Annual General Meeting of the Company

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 and Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice convening the 14th Annual General Meeting ("AGM") of Neopolitan Pizza and Foods Limited, which is scheduled to be held on Tuesday, September 30, 2025 at 4:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

The details of the AGM are mentioned below:

Date and Time of 14 th AGM	Tuesday, September 30, 2025 at 4:00 P.M. (IST)
Location	Through Video Conferencing/ Other Audio Visual Means
Cut-off date (for determining eligibility of members for e-voting)	Tuesday, September 23, 2025
Remote e-voting period	From Saturday, September 27, 2025 at 9:00 a.m. (IST) to Monday, September 29, 2025 at 5:00 p.m. (IST)
Result of e-voting	On or before Friday, 03rd October, 2025

In compliance with the relevant circulars, the Notice of the 14th AGM along with the Annual Report for FY. 2024-25 is being sent today, only by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company /Depository Participants.

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The Notice of 14th AGM and Annual Report for the Financial Year 2024-25 is also available on the website of the Company at <https://www.neopolitanpizza.in/>

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Neopolitan Pizza and Foods Limited

Mukund Purohit
Managing Director
DIN: 02464280
Encl: As above



NEOPOLITAN PIZZA AND FOODS LIMITED

CIN: U24123GJ2011PLC063940

Registered Office: 434 & 435 SWC HUB Opp. Rajpath Complex, Vasna Bhayli Road, Vadodara, Gujarat, India, 391410

Email Id: accounts@neopolitanpizza.in, **Website:** www.neopolitanpizza.in, **Phone:** +91 9574000428.

NOTICE OF THE 14TH ANNUAL GENERAL MEETING (AGM) OF NEOPOLITAN PIZZA AND FOODS LIMITED

NEOPOLITAN PIZZA AND FOODS LIMITED

COMPANY IDENTIFICATION NO (CIN)

U24123GJ2011PLC063940

BOARD OF DIRECTORS / KMPs

Mr. Mukund Purohit	Chairman & Managing Director CFO (upto 01.09.2025)
Ms. Arti Mukund Purohit	Executive Director
Mr. Ashvin Chandel	Executive Director
Mr. Alok Kumar Sinha	Independent Director
Mr. Nishit Dushyants Shah	Independent Director
Mr. Ashok Kumar N. shah	Independent Director (wef 02.09.2025)
Mr. Devesh Pathak	Independent Director (wef 02.09.2025)
Ms. Shivani Shah	Chief Financial Officer (wef 02.09.2025)
Mr. Aditya Agarwal	Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. VSSB & Associates

Chartered Accountants
A-912, Ratnaakar Nine Square, Opp.
Keshavbaug Party Plot, Vastrapur
Ahmedabad, Gujarat - 380015

INTERNAL AUDITORS

M/s K R & Associates

Chartered Accountants
113-114 Nakshatra Complex, Above SBI Bank,
Near Sangam Char Rasta Vadodara

SECRETARIAL AUDITORS

CS Ramesh Kheradia

Practising Company Secretaries
206 Silver Coin Shrenik Park Cross Roads Akota Vadodara -390020

REGISTRAR & SHARE TRANSFER AGENT

M/s BIGSHARE SERVICES PRIVATE LIMITED

Pinnacle Business Park Off No S6-2, 6th Floor Mahakali Caves Road, Chakala Midc, Mumbai,
Mumbai, Maharashtra, India, 400093

BANKERS

HDFC BANK
YES BANK

REGISTERED OFFICE & WORKS

434 & 435 SWC HUB Opp. Rajpath Complex,
Vasna Bhayli Road, Vadodara, Vadodara,
Gujarat, India, 391410
Phone: 91+ 9574000428
Website: <https://www.neopolitanpizza.in/>

NOTICE is hereby given that the 14th Annual General Meeting ('AGM') of the Members of NEOPOLITAN PIZZA AND FOODS LIMITED will be held on TUESDAY, SEPTEMBER 30, 2025, at 4:00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") at the deemed venue at the Registered Office of the Company at 434 & 435 SWC HUB OPP. Rajpath Complex, Vasna Bhayli Road, Vadodara, Gujarat - 391410 to transact the following businesses:

ORDINARY BUSINESS:

Item No. 1 – To receive consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2025 together with the report of the Board' s and Auditors' thereon.

Item No. 2 – Not to fill up vacancy for the time being caused due to retirement of Mr. Ashvin Chandel (DIN: 08998663) who retires by rotation and does not offer himself for re-election.

Item No. 3 - To appoint M/S VSSB & Associates, Chartered Accountants as Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force], M/s. VSSB & Associates, Chartered Accountants (Firm registration number: 0121356W), be and are hereby appointed as statutory auditors of the Company to hold office from the conclusion of the 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting of the

Company, on such remuneration as may be decided by Managing Director of the Company in consultation with M/s. VSSB & Associates, Chartered Accountants

RESOLVED FURTHER THAT any of the Directors and Key Managerial Personnel of the Company, be and are, hereby severally authorized to do all the acts and deeds necessary and expedient for the purpose including to file necessary e-form(s) with Ministry of Corporate Affairs and intimation to the Stock Exchange."

SPECIAL BUSINESS:

Item No. 4 - To approve appointment of Mr. Ashokkumar N. Shah (DIN: 06977676) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with Section 149(1), 150, 152, 161(1) and any other provisions applicable, if any, read with Schedule IV of the Companies Act, 2013 [including statutory modification(s) and re-enactment(s) thereof for the time being in force] and on recommendation of Nomination & Remuneration Committee approval, be and is, hereby accorded to appointment of Mr. Ashokkumar N. Shah (DIN: 06977676), as an Independent Director for a term of 5 (five) consecutive years commencing from 2nd September, 2025 to 1st September, 2030 even if he would complete 75 years during his tenure.

RESOLVED FURTHER THAT any of the Directors and any Key Managerial Personnel of the Company be and are hereby severally authorized to do all the acts and deeds necessary and expedient for the purpose including to file necessary e-form(s) with Ministry of Corporate Affairs and intimation to the Stock Exchange."

Item No. 5 - To approve appointment of Mr. Devesh Pathak (DIN: 00017515) as an Independent Director of the Company

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

" "RESOLVED THAT pursuant to the Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with Section 149(1), 150, 152, 161(1) and

any other provisions applicable, if any, read with Schedule IV of the Companies Act, 2013 [including statutory modification(s) and re-enactment(s) thereof for the time being in force] and on recommendation of Nomination & Remuneration Committee approval, be and is, hereby accorded to appointment of Mr. Devesh Pathak (DIN: 00017515), as an Independent Director for a term of 5 (five) consecutive years commencing from 2nd September, 2025 to 1st September, 2030.

RESOLVED FURTHER THAT any of the Directors and any Key Managerial Personnel of the Company be and are hereby severally authorized to do all the acts and deeds necessary and expedient for the purpose including to file necessary e-form(s) with Ministry of Corporate Affairs and intimation to the Stock Exchange."

Item No. 6 – To approve re-appointment of Mr. Mukund Purohit (DIN: 02464280) as a Managing Director of the Company

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

"RESOLVED THAT In supersession of earlier resolution passed , if any the approval, be and is hereby accorded to the re-appointment of Mr. Mukund Purohit (DIN: 02464280) as a Managing Director of the Company for a term of three years w.e.f. 1st October, 2025 to 30th September, 2028 pursuant to Section 196, 197 and 203 read with Schedule V of the Companies Act 2013 ('the Act') at the remuneration and on such other terms and conditions as set out in the explanatory statement and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on 2nd September, 2025.

RESOLVED FURTHER THAT the Board of Directors will have liberty to alter and/or vary the terms and conditions of the remuneration which shall not exceed the limits specified in Schedule V of the Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as may be agreed to between the Board and Mr. Mukund Purohit.

RESOLVED FURTHER THAT in case of no profit or inadequacy of profits in any financial year during the currency of his tenure, the remuneration as aforesaid will be paid as minimum remuneration.

RESOLVED FURTHER THAT any Director or Key Managerial Person of the Company, be and is, hereby authorized to do all the acts, deeds and things necessary and expedient for the purpose including to file requisite e-form(s) with the Ministry of Corporate Affairs and intimation to the stock exchange."

FOR AND ON BEHALF OF THE BOARD

Date: 3rd September, 2025

Place: Vadodara

Sd/-

Mukund Purohit

Chairman and Managing Director

Notes:

1. The Ministry of Corporate Affairs ('MCA') vide its general circular nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 9/2024 dated 19th September, 2024 and other circulars ('MCA Circulars'), *inter alia*, has permitted all the Companies to conduct their Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') and dispensing with the personal presence of members. Accordingly, the 14th AGM of the Company will be held through VC/OAVM in terms of the aforesaid MCA Circulars and any other circulars/notifications issued in this regard.
2. In view of the above MCA Circulars, the Securities and Exchange Board of India ('SEBI') vide its circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024, extended the relaxation from the requirement of sending the hard copy of annual report to the shareholders who have not registered their email addresses. Therefore, the Annual Report of the Company for the financial year ended 31st March 2025, being sent through electronic mode only to the members whose email addresses are registered/available with the Company/RTA/Depositories.
3. The Annual Report for the financial year 2024-25 along with the Notice of this AGM is available on the website of the Company at <https://www.neopolitanpizza.in/> , website of Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) [agency for providing the e-Voting facility] at www.evotingindia.com .

4. The helpline number regarding any query/assistance for participation in the AGM through VC is 1800-222-990.
5. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') with respect to the special businesses set out in the notice is annexed hereto and forms part of this Notice.
6. Since the AGM is being conducted through VC/OAVM, the facility for appointment of proxies by the members will not be available. However, body corporate shareholders may appoint representative for voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM.
7. Members are requested to participate on first come first served basis, as participation through VC/OAVM is limited. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the commencement of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted up to 1000 members only. However, the participation of large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., will not be subject to restriction of first come first served basis.
8. Members seeking any information regarding procedure of e-voting or attending AGM are requested to send an email at mukundpurohit@gmail.com
9. Pursuant to Section 113 of the Act, the corporate members are requested to submit a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting on mukundpurohit@gmail.com
10. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('the Listing Regulations') read with clause 1.2.5 of Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, the details required in respect of Director seeking appointment/reappointment at this AGM forms part of this Notice as 'Annexure-A' .

11. The register of members and share transfer books of the Company will remain closed from Wednesday, 24th September, 2025 to Tuesday, 30th September, 2025 (both days inclusive).
12. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India enclosing their share certificate(s) to enable the Company to consolidate their holdings in one single folio.
13. The process for registration/updation, of the KYC details of the Shareholders such as name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details is as mentioned below:
 - i) Shares held in physical mode: The members are requested to furnish PAN, KYC details, Signature verification and Nomination by submitting relevant form(s) available on the website of Company' s Registrar & Share Transfer Agent, Bigshare Services Private Limited at <https://www.bigshareonline.com/contact.aspx> and the website of the Company at <https://www.neopolitanpizza.in/>
 - ii) Shares held in dematerialized mode: The members are requested to update their email address or other details with their respective Depository Participants.
14. 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 under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection at the registered office of the Company. Members can inspect the same by sending an email to mukundpurohit@gmail.com .

Members are requested to inform about change in their address, if any, quoting their Folio Number(s) immediately to the Company at its Registered Office: 434 & 435 SWC HUB Opp. Rajpath Complex, Vasna Bhayli Road, Vadodara, Vadodara, Gujarat, India, 391410 Email: mukundpurohit@gmail.com or to its Registrar and Share Transfer Agent viz., Bigshare Services Private Limited, Pinnacle Business Park Off No S6-2, 6th Floor

Mahakali Caves Road, Chakala Midc, Mumbai, Mumbai, Maharashtra, India, 400093, [Tel : (022) 6263 8200,] Email: cs@bigshareonline.com and also to respective Depository Participant (DP), in case the shares are held in Demat Form

15. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations, members are provided with the facility to cast their votes electronically, through the e-voting services provided by Central Depository Services (India) Limited ('CDSL'), on all the resolutions set forth in this Notice.

The Members whose name appears in the register of members / beneficial owners as on the cut-off date i.e., Tuesday, 23rd September, 2025, may cast their vote electronically. The e-voting period will commence from 27th September, 2025 at 9:00 a.m. (IST) and will end on 29th September, 2025 at 5:00 p.m. (IST). The remote e-voting module will be disabled on 29th September, 2025 at 5:00 p.m. (IST). The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being 23rd September, 2025.

THE INSTRUCTIONS 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 Saturday, 27th September, 2025 at 9:00 a.m (IST) and ends on Monday, 29th September, 2025 at 5:00 p.m. (IST) (shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the

cut-off date (record date) of 23rd September, 2025 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	<ol style="list-style-type: none"> <li data-bbox="459 734 1401 1077">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 & My Easi New (Token) Tab. <li data-bbox="459 1126 1401 1711">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. <li data-bbox="459 1760 1401 1919">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 & My Easi New (Token) Tab and then click on registration option.

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.</p> <p>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</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a</p>

	<p>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</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login	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

through their Depository Participants (DP)	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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 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	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.

OR Date of Birth (DOB)	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.
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- 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; _____ (designated email address by company) , 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 atleast 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 (company email id). 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.

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

Item No. 4

To approve appointment of Mr. Ashokkumar N. Shah (DIN: 06977676) as an Independent Director of the Company

Mr. Ashok N. Shah, aged about 71 years, completed his Graduation in Bachelor of Commerce and thereafter completed his Post Graduation Diploma in Tax Practice.

Mr. Ashok N. Shah has Rich Corporate experience of about 43 years mainly in the areas of Finance, Accounts, taxation, legal and commercial. He is -

1. Presently, Independent Director in Steelco Gujarat Limited
Chairman of Audit committee mainly reviewing Internal and Statutory Audit compliances, observations, guidance in relevant areas.
2. Presently, Finance Controller in Hi-Mak Pvt Ltd. – Since 2009 till date
Heading Finance, Accounts, HR, legal and other departments of the company.
3. Was Executive Director – SS Automation Pvt Ltd. Bangalore – Since 2014 to 2018.
Looking after observation, guidance, system development in Finance, Accounts and HR department.
4. Executive Director at Hemant Plastics and Chemicals Limited – Vadodara since 2015 to 2017 and 2018 till date, looking after overall finance, accounts and all other legal matter. which is unoperational since last three years.
5. Was Senior Finance Manager with Enlightenment 99 Software Pvt Ltd. – Canada based International Recruitment Company from 2008 to 2011 looking after all Financial, Accounts and legal matter including international law and other matter.
6. Was Senior Finance and Account Manager at Polymechplast Machines Ltd.– from Nov. 1986 to May, 2008. Looking after all aspects for growing the company from Partnership to Public Limited Company.
7. Was Accounts Manager with Hagochi Chemicals Pvt Ltd. from June 1982 to October, 1987.

Mr. Ashok N. Shah has given his consent to act as director and is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 ('the Act') and is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India ("SEBI") or any other authority. Details of Mr. Ashok N. Shah is provided in the "Annexure-A" to the Notice, pursuant to (i) Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR') and (ii) clause no. 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Ashok N. Shah meets the criteria prescribed for independent directors under Section 149(6) of the Act as well as Regulation 16(1)(b) of the LODR and in the opinion of the Board, Mr. Ashok N. Shah is a person of integrity, possessing the relevant expertise and experience, fulfilling the conditions specified in the Act and the rules framed there under and under the Listing Regulations and are independent of the management of the Company.

Requisite Documents will be available for inspection at the registered office of the Company during the period 11:00 am to 1:00 pm on any working day except Saturdays and Sundays upto 30th September, 2025 being the date of Annual General Meeting.

Your Directors on recommendation of Nomination and Remuneration Committee, recommend and seek your approval to the resolution as set out in item no. 4 of the accompanying notice by way of Special Resolution.

Notice as required under section 160 of the Act, has been received from a member of the Company proposing the candidature of Mr. Ashok Kumar N. Shah as Independent Director of the Company.

Except Mr. Ashokkumar N. Shah and his relatives neither any Directors / Key Managerial Personnel of the Company nor their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 5

To approve appointment of Mr. Devesh Pathak (DIN: 00017515) as an Independent Director of the Company

Mr. Devesh Pathak is a a Fellow Member of the Institute of Company Secretaries of India (ICSI) and Registered Insolvency Professional. He holds a Bachelor' s degree in Commerce. Additionally, his Bachelor' s degree in Law complements his expertise by providing a comprehensive grasp of legal principles, corporate regulations, and judicial processes. With a distinguished career spanning over 41 years in professional practice, complemented by an additional hands-on industry experience, he has firmly established himself as a prominent leader and trusted expert in his field. His deep understanding of corporate, legal, and compliance matters stems from decades of dedicated service, consistently delivering innovative and effective solutions to complex challenges.

Mr. Devesh Pathak meets the criteria prescribed for independent directors under Section 149(6) of the Act as well as Regulation 16(1)(b) of the LODR and in the opinion of the Board, Mr. Devesh Pathak is a person of integrity, possessing the relevant expertise and experience, fulfilling the conditions specified in the Act and the rules framed there under and under the Listing Regulations and are independent of the management of the Company.

Requisite Documents will be available for inspection at the registered office of the Company during the period 11:00 am to 1:00 pm on any working day except Saturdays and Sundays upto 30th September, 2025 being the date of Annual General Meeting.

Your Directors on recommendation of Nomination and Remuneration Committee, recommend and seek your approval to the resolution as set out in item no. 5 of the accompanying notice by way of Special Resolution.

Notice as required under section 160 of the Act, has been received from a member of the Company proposing the candidature of Mr. Devesh Pathak as Independent Director of the Company.

Except Mr. Devesh Pathak and his relatives neither any Directors / Key Managerial Personnel of the Company nor their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 6

To approve re-appointment of Mr. Mukund Purohit (DIN: 02464280) as a Managing Director of the Company

In terms of sections 196, 197, 203 and any other applicable provisions, if any read with Schedule V of the Companies Act, 2013 ('the Act'), the Board of Directors of the Company on recommendation of the Nomination & Remuneration Committee at its meeting held on 2nd September, 2025 has, subject to approval of the Shareholders, re-appointed Mr. Mukund Purohit as Managing Director of the Company at a remuneration of Rs. 1,50,000 per month and on other major terms and conditions as follows:

Perquisites: In addition to the salary as described above, he shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified hereinabove.

- (i) Contribution to provident fund superannuation fund or annuity fund to the extent these either simply or put together are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable at a rate not exceeding half month' s salary for each completed year of service.
- (iii) Encashment of leave at the end of the tenure.
- (iv) However, any contribution in excess of the above limit shall be added to his remuneration.

He shall be liable to retire by rotation.

Pursuant to the applicable provisions, read with Schedule V, of the Act and subject to such approvals as may be necessary, the salary, perquisites and other emoluments may be paid as the minimum remuneration to him in absence of or inadequacy of profit in any financial year

The perquisites stated above shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actual.

This may also be treated as a written memorandum serving out the terms of Mr. Mukund Purohit pursuant to section 190 of the Companies Act, 2013 ('the Act').

During the term of employment of Mr. Mukund Purohit, if in any financial year, there is absence or inadequacy of profit as contemplated under the provisions of Schedule V of the Act, then the aforesaid remuneration shall be paid as minimum remuneration pursuant to Section 197 and Schedule V of the Act, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force]. Taking into consideration the size of the Company and the present and future business developments and also the varied experience and expertise of Mr. Mukund in the field of International Business, Strategic Consulting and trade facilitation and also the responsibilities shouldered by them in the Company, the aforesaid remuneration proposed to be paid to Mr. Mukund Purohit in the event of absence or inadequacy of profit of Company is considered commensurate and justifiable.

Since the aggregate remuneration to be paid to them by way of salary, allowances, perquisites and benefits may exceed the limit prescribed under Section I of Part II of Schedule V to the Act, the following additional information as provided in Section II of Part II of Schedule V to the Act and as required by Rule 7 (2) & other applicable rules of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given below:

1. General Information:

- i. Nature of Industry: To carry on the business of food services including operating restaurants, acquiring and granting franchises for pizza and related food items, hospitality services including hotels and catering, and to deal in agricultural products, agrochemicals, and plantation activities
- ii. Date or expected date of Commencement of commercial production: Not applicable as the Company is already operational
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- iv. Financial performance based on given indicators - as per audited financial results for the year ended 31st March, 2025.

(Amt in Lakhs)

Particulars	2024-25	2023-24
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Effective Capital	2889.03	1650.93
Profit Before Tax	70.69	283.29
Profit After Tax	40.64	216.41
Total Income	5126.10	4401.07

v. Foreign Investment of collaborations, if any: The Company has not entered into any foreign collaboration.

2. Information about the appointee:

Particulars	Mr. Mukund Purohit
Background details	<p>Mukund Purohit is a Canadian-based entrepreneur of Indian origin with a strong background in international business, strategic consulting, and trade facilitation. Originally from Gujarat, India, he has built a cross-border career spanning over 25 years, bridging commercial and governmental interests between Canada and India.</p> <p>With academic and professional grounding in business management, he specializes in international trade, startup mentoring, operational strategy, and public-private partnerships. He has worked extensively with multinational companies, government bodies and non-profit organizations, focusing on technology transfer, food services, agriculture, rural development and innovation ecosystems.</p> <p>His leadership roles across Canada and India reflect a commitment to both business growth and community development, with a proven ability to scale ventures and foster bilateral economic ties.</p>
Past remuneration	Rs. 18 lacs per annum

Recognition or awards	Pravasi Bharatiya Samman Award (2017) Queen Elizabeth II Diamond Jubilee Medal (2012) Canada–India Friendship Medal (2012) Best CEO Award Top Indian Leaders in Canada (2021) Son of Gujarat Gauravanto Gujarati Award (2010)
Job profile and his suitability	Mr. Mukund Purohit is an experienced entrepreneur and international business consultant, leading Neopolitan Pizza and Foods Ltd. and Vcare Project Management Consultant Inc. He has extensive expertise in cross-border trade, startup mentorship, and government advisory roles in Canada and India. With strong leadership skills and a global network, he is well-suited for strategic roles in business growth and international trade.
Remuneration proposed	The proposed remuneration would comprise of monthly basic salary, allowances and all perquisites as mentioned in the explanatory statement
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. Mukund Purohit, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level employees in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel	Mr. Mukund Purohit is a promoter of the Company having no pecuniary relations with any managerial person
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III. Other information:

(1) Reasons of loss or inadequate profits

Inadequate profits can be mainly attributable to rising cost purchase of stock in trade.

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

Prudent use of resources, expenditure control and proposed diversification in related areas.

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

Barring unforeseen circumstances, in view of proposed diversification in related areas, the Company is likely to be more strengthened.

IV. Disclosures:

Remuneration package of Mr. Ashvin Chandel, Mrs. Arti Mukund Purohit and Mr. Mukund Purohit has been set out as above.

Your Directors seek your approval to the resolutions as appearing in item No. 6 of the accompanying notice by way of Special Resolution.

Neither any Director/Key Managerial Personnel nor their relatives except Mr. Mukund Purohit, Managing Director shall be deemed to be interested or concerned, financially or otherwise in the resolution.

ANNEXURE-A

Details of Directors seeking appointment / re-appointment at the 14th AGM
[Pursuant to Regulation 36(3) of the SEBI Listing Regulations read with
clause no 1.2.5 of Secretarial Standards -2]

Item no. 4,5 & 6 of the Notice

Name of Director and DIN	Mr. Ashok Kumar N. Shah (DIN: 06977676)	Mr. Devesh Pathak (DIN: 00017515)	Mr. Mukund Purohit (02464280)
Date of Birth	23/07/1954	03/12/1957	06/04/1971
Age	71	67	54
Nationality	India	India	Canadian
Qualification	Bachelor of Commerce Post Graduation	B.com, L.L.B, FCS & Insolvency Professional	Diploma in Human Resource Management and

	Diploma in Tax Practice		Diploma in PC Application
Designation	Independent Director	Independent Director	Managing Director
Expertise in Specific Functional Areas	Finance, Accounts, taxation, legal and commercial	Corporate Planning and Solutions mainly in the areas of Corporate & Securities laws as well as Insolvency and Bankruptcy code	Extensive experience in business consulting and a specialisation in International Trade
Date of first Appointment	02/09/2025	02/09/2025	22/04/2023
Relationship with other Directors and Key Managerial Personnel of the Company	NA	NA	Related to Ms. Arti Purohit
Name of other Companies in which he holds Directorship	<ul style="list-style-type: none"> - Hemant Plastics and Chemicals Limited - Steelco Gujarat Limited - Axel Polymers Limited 	<ul style="list-style-type: none"> - R+B Filter Manufacturing Enterprises Private Limited - NJ Trustee Private Limited - AIOCD Pharma Limited - Shree Sponge Steel And Casting Limited 	<ul style="list-style-type: none"> - Vishwa Sanatan Setu Foundation - Ashri It Services Private Limited

<p>Chairmanship/ Membership of Committees of other Board</p>	<ul style="list-style-type: none"> - Chairman of Audit Committee - Chairman of Stakeholders Relationship Committee - Member of Nomination and Remuneration Committee 	<ul style="list-style-type: none"> - Member of Audit Committee - Member of Stakeholders Relationship Committee - Member of Nomination and Remuneration Committee 	<ul style="list-style-type: none"> - Member of Audit Committee - Member of Stakeholders Relationship Committee - Member of Nomination and Remuneration Committee
<p>Number of Shares held in the Company.</p>	<p>NA</p>	<p>NA</p>	
<p>Terms of appointment along with details of remuneration sought to be paid and the drawn by such person, if applicable</p>	<p>Mr. Ashok Kumar N. Shah [DIN: 06977676] is appointed as an Independent Director for the First term of five years w.e.f. 2nd September, 2025, to 1st September, 2030 subject to the approval of shareholders and will be entitled to sitting fees for</p>	<p>Mr. Devesh Pathak [DIN: 00017515] is appointed as an Independent Director for the First term of five years w.e.f. 2nd September, 2025, to 1st September, 2030 subject to the approval of shareholders and will be entitled to sitting fees for</p>	<p>Re-appointment as a Managing Director for the term of three years with effect from 1st October, 2025 to 30th September, 2028 at a remuneration as set out in the explanatory statement</p>

	attending Board Meetings or Committee Meetings, as the case may be.	attending Board Meetings or Committee Meetings, as the case may be.	
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	Cease to be Independent Director from PolymechPlast Machines Limited in view of Completion of his tenure	Cease to be Independent Director from Banco Products (Inida) Limited in view of Completion of his tenure	NA
Justification for re-appointment.	Keeping in view of his experience and expertise as aforesaid	Keeping in view of his experience and expertise as aforesaid	Keeping in view of his experience and expertise as aforesaid