

EURO INDIA FRESH FOODS LIMITED

CIN: LI5400GJ2009PLC057789

Registered Office: Plot No. A 22/1 G.I.D.C.Ichhapore,
Surat, Gujarat, India, 394510

NOTICE

EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 01/2026-27 EXTRA-ORDINARY GENERAL MEETING ('EGM') OF THE MEMBERS OF EURO INDIA FRESH FOODS LIMITED WILL BE HELD ON, FRIDAY JULY 17, 2026, AT 12.30 P.M. THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

I. TO INCREASE THE AUTHORISED SHARE CAPITAL AND TO ALTER THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014, and any other rules made thereunder (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment thereof, for the time being in force) read with enabling provisions of the Articles of Association of the Company, or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company, from existing Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) equity shares of face value of Rs. 10/- (Rupees Ten only) each to Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) equity shares of face value of Rs. 10/- (Rupees Ten Only) each

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) equity shares of face value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, 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."

2. PREFERENTIAL ISSUE OF EQUITY SHARES ON A PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the other relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act") and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, provisions of Chapter V "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), (including the relevant statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) ("SEBI Regulations"), applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) and circulars, notifications, regulations and guidelines issued thereunder ("FEMA") and any other applicable rules, notifications, guidelines, laws, regulations, circulars and clarifications issued by various authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), National Stock Exchange of India Limited ("Stock Exchange" or "NSE") the stock exchange where the equity shares of the Company are listed, the Ministry of Corporate Affairs ("MCA"), the Registrar of Companies ("ROC") and other competent

authorities, and all such other approvals, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) (the “Committee”), the consent of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, 21,10,000 (Twenty One Lakh Ten Thousands) fully paid-up equity shares of the Company having face value of Rs. 10/- (*Rupees Ten only*) each for cash at a price of Rs. 245/- (including a premium of Rs. 235/-) per equity shares in accordance with Chapter V of the SEBI ICDR Regulations and applicable law, for an aggregate consideration of Rs. 51,69,50,000/- (*Rupees Fifty-One Crores Sixty Nine Lakh Fifty Thousand Only*) to Non-Promoter categories, as per the details mentioned below (“**Proposed Allottees**”), provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached with this resolution and in accordance with SEBI ICDR Regulations and applicable rules, laws and regulations;

SR. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY (PROMOTER / NON-PROMOTER)	NO. OF EQUITY SHARES PROPOSED TO BE ALLOTTED	TOTAL AMOUNT INCLUDING PREMIUM (RS.)
1	Sapna Taparia	Non Promoter	10,000	24,50,000
2	Nisha Vikram Jain	Non Promoter	60,000	1,47,00,000
3	Mahendra Nimba Chaudhari	Non Promoter	40,000	98,00,000
4	Desai Ajaykumar Hawabhai	Non Promoter	40,000	98,00,000
5	Reshu Rohit Taja	Non Promoter	10,000	24,50,000
6	Jogani Bharat Himmatbhai	Non Promoter	40,000	98,00,000
7	Manojkumar Jagdishbhai Patel	Non Promoter	40,000	98,00,000
8	Rajeshkumar Popatbhai Dhameliya	Non Promoter	12,000	29,40,000
9	Ghanshyam Ravjibhai Lunagariya	Non Promoter	10,000	24,50,000
10	Sagarkumar Sureshbhai Pipaliya	Non Promoter	12,000	29,40,000
11	Rishita Pinakin Modi	Non Promoter	4,000	9,80,000
12	Bhupendrabhai D Jivani	Non Promoter	40,000	98,00,000
13	Nimishaben R Mehta	Non Promoter	20,000	49,00,000
14	Raasha Fincap Private Limited	Non Promoter	1,20,000	2,94,00,000
15	Brijmohan Shyamsunder Agrawal	Non Promoter	20,000	49,00,000
16	Bhadresh Jayantilal Shah	Non Promoter	50,000	1,22,50,000
17	Nipaben Bhadreshkumar Shah	Non Promoter	50,000	1,22,50,000
18	Shah Smit Bhadreshbhai	Non Promoter	1,00,000	2,45,00,000
19	Archi Bhadresh Shah	Non Promoter	50,000	1,22,50,000
20	Lalchand Bodhwani	Non Promoter	50,000	1,22,50,000
21	Harsora Vedant Kavitikumar	Non Promoter	50,000	1,22,50,000
22	Sanjay Satynarayan Kheradi	Non Promoter	10,000	24,50,000
23	Bhajan Lal (Huf)	Non Promoter	20,000	49,00,000
24	Rajput Ravindra B	Non Promoter	40,000	98,00,000
25	M/s Profit Planners (a Partnership firm represented through its partners Mr. Saurabh Uttamchand Bansal and Mrs. Rani Saurabh Bansal)	Non Promoter	20,000	49,00,000
26	Vijaykumar Ajaykumar Agrawal	Non Promoter	10,000	24,50,000
27	Banshi Lal	Non Promoter	20,000	49,00,000
28	Hanjariram Bhagchand Bishnoi	Non Promoter	10,000	24,50,000
29	Jaykishan K Vishnoi	Non Promoter	10,000	24,50,000
30	Hiteshkumar Prabhulal Kubadiya	Non Promoter	20,000	49,00,000
31	Paras Rasiklal Vadera	Non Promoter	20,000	49,00,000
32	Amita Alpesh Kubadiya	Non Promoter	20,000	49,00,000
33	Sureshbhai Mafatlal Mehta	Non Promoter	20,000	49,00,000
34	Siddhi Abhishek Shah	Non Promoter	20,000	49,00,000
35	Sunu Philip Mathew	Non Promoter	60,000	1,47,00,000
36	Hasmukh Bapulal Sadhani	Non Promoter	30,000	73,50,000
37	Dhimal Shaileshbhai Sanghvi	Non Promoter	50,000	1,22,50,000
38	Jigarkumar Pitamberdas Maheshvar	Non Promoter	40,000	98,00,000
39	Gangaram Viraram Bishnoi	Non Promoter	20,000	49,00,000
40	Pradeep R Mundhra	Non Promoter	10,000	24,50,000

SR. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY (PROMOTER / NON-PROMOTER)	NO. OF EQUITY SHARES PROPOSED TO BE ALLOTTED	TOTAL AMOUNT INCLUDING PREMIUM (RS.)
41	Kuldeepkumar Chhaganbhai Sangani	Non Promoter	10,000	24,50,000
42	Dhruvkumar N Mayani	Non Promoter	10,000	24,50,000
43	Sanjay Ramniklal Madhvani	Non Promoter	20,000	49,00,000
44	M/s Yasho Wealth Investor (a Partnership firm represented through its partners Mr. Ankurkumar Muktilal Koradiya and Mr. Dev Milankumar Koradiya)	Non Promoter	40,000	98,00,000
45	Mahendar Kumar	Non Promoter	10,000	24,50,000
46	Sua Kumari	Non Promoter	10,000	24,50,000
47	Jatinkumar M Shah	Non Promoter	20,000	49,00,000
48	Mukeshkumar Harishkumar Tekwani	Non Promoter	80,000	1,96,00,000
49	Rakesh Mahendra Desai	Non Promoter	6,000	14,70,000
50	Patel Balvantkumar Jivanbhai	Non Promoter	6,000	14,70,000
51	Aastha Hitesh Bhansali	Non Promoter	10,000	24,50,000
52	Yava Trading Private Limited	Non Promoter	80,000	1,96,00,000
53	Priyanka Aashish Jalan	Non Promoter	6,000	14,70,000
54	Jigar Dineshkumar Shah (Huf)	Non Promoter	20,000	49,00,000
55	Palak Sunny Mehta	Non Promoter	20,000	49,00,000
56	Purvi Ricky Shah	Non Promoter	40,000	98,00,000
57	Jinay Navinchandra Koradiya	Non Promoter	30,000	73,50,000
58	Rajat Nirmal Jain	Non Promoter	1,00,000	2,45,00,000
59	Patel Hasmukhbhai Dhulabhai	Non Promoter	4,000	9,80,000
60	Rameshbhai M Kathiriya	Non Promoter	6,000	14,70,000
61	Upendra Babubhai Kanani	Non Promoter	4,000	9,80,000
62	Rasilaben Kishorbhai Italiya	Non Promoter	8,000	19,60,000
63	Suresh Kumar Mundra	Non Promoter	8,000	19,60,000
64	Paras Kumar Lodariya	Non Promoter	40,000	98,00,000
65	Chandreshbhai Nanjibhai Javia	Non Promoter	8,000	19,60,000
66	Jitendra Kumar	Non Promoter	4,000	9,80,000
67	M/s Mahakal Enterprise (a Partnership firm represented through its partners Mr. Deepak Dhirubhai Vekaria and Mr. Vishal Dulabhai Vasani)	Non Promoter	32,000	78,40,000
68	Dhorajiya Mehulkumar R	Non Promoter	10,000	24,50,000
69	Maganbhai Girdharbhai Varsani	Non Promoter	12,000	29,40,000
70	Kishorbhai T Donda	Non Promoter	10,000	24,50,000
71	Jayeshkumar Devjibhai Kevadiya	Non Promoter	6,000	14,70,000
72	Miren Vinubhai Kevadiya	Non Promoter	30,000	73,50,000
73	Darshan Hiteshkumar Rupapara	Non Promoter	6,000	14,70,000
74	Shah Dinakaben Kamleshkumar	Non Promoter	4,000	9,80,000
75	Navnitkumar R Radadiya	Non Promoter	10,000	24,50,000
76	Chandrikaben Alpeshbhai Tejani	Non Promoter	4,000	9,80,000
77	Darshnababen Pankajkumar Devmurari	Non Promoter	4,000	9,80,000
78	Gami Kalpesh F	Non Promoter	8,000	19,60,000
79	Swiss Precious Metals LLP	Non Promoter	40,000	98,00,000
80	Poonam Ajay Dhanuka	Non Promoter	6,000	14,70,000
81	Arjun Bijlani	Non Promoter	10,000	24,50,000
82	Kundaliya Sachin Bhaveshbhai	Non Promoter	40,000	98,00,000
Total			21,10,000	51,69,50,000

RESOLVED FURTHER THAT the equity shares of the Company are frequently traded on NSE and the price of the said issue is not lower than the price which has been determined in compliance with Regulation 164(1) of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**”, for determining the floor price for the issue of Equity shares on a preferential basis, is Wednesday, June 17, 2026, being the date which is 30 (thirty) days prior to the date of passing of special resolution in the Extraordinary General Meeting i.e Friday, July 17, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions, in addition to the others, as prescribed under the applicable laws:

1. The Equity Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Articles of Association of the Company.
2. The Equity Shares shall be allotted by the Company in dematerialised form within a period of 15 (fifteen) days from the date of receipt of members' approval or such other extended period as may be permitted in accordance with the Regulation 170 of SEBI ICDR Regulation after the receipt of last applicable statutory/ regulatory approvals as set out therein.
3. Where the allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including but not limited to the Stock Exchanges and / or SEBI), the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.
4. The Equity Shares to be allotted to the Proposed Allottees shall be free and clear of all encumbrances except for lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations or under any other applicable law for the time being in force.
5. The Equity Shares to be issued and allotted to the Proposed Allottees will be listed and traded on the Stock Exchange in accordance with applicable laws, subject to the receipt of necessary regulatory permissions and approvals, (including approval for listing and trading) as the case may be.
6. The Equity Shares are being issued for cash. The consideration for Preferential Issue shall be paid to the Company from the bank account of the Proposed Allottees, in accordance with applicable provisions of the Act and SEBI ICDR Regulations.
7. The Proposed Allottees shall be required to bring in 100% (one hundred percent) of the consideration, for the Equity Shares, on or prior to the date of allotment thereof.
8. The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
9. The money received by the Company from the Proposed Allottees for the application for allotment of Equity Shares pursuant to Preferential Issue shall be kept by the Company in a separate bank account, as required under applicable laws.
10. The price determined above shall be subject to appropriate adjustments as required under the rules, regulations, and laws, as applicable from time to time.
11. The pre-preferential allotment shareholding of the Proposed Allottees, and the Equity Shares allotted on preferential issue shall be subject to lock-in / transferability restrictions in such manner and for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
12. Such other conditions as may be applicable pursuant to SEBI ICDR Regulations and other applicable laws.
13. Without prejudice to the generality of the above, the Preferential Issue shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act, the name of the Proposed Allottees be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the SEBI ICDR Regulations, making application to the Stock Exchange for obtaining in-principle approval, listing and trading approvals of the equity shares to be issued and allotted, opening and operation of a separate bank account to receive proceeds of Preferential Issue, opening and operating of one or more escrow accounts, including for the purposes of holding the Equity Shares to be allotted to Proposed Allottees and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, MCA, ROC, the RBI, Stock Exchange, depositories, etc. and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares, including utilisation of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board or any Director or Company Secretary or any other Executive(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deed, matters and things as they may deem fit and proper to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required.”

3. PREFERENTIAL ISSUE OF CONVERTIBLE WARRANTS ON A PRIVATE PLACEMENT BASIS

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

“**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and the other relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, provisions of Chapter V “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“LODR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, (“SEBI SAST Regulations”), (including the relevant statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) (“SEBI Regulations”), applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 issued thereunder (including any statutory amendments(s), modification(s) or re-enactment(s) thereof for the time being in force) and circulars, notifications, regulations and guidelines issued thereunder (“FEMA”) and any other applicable rules, notifications, guidelines, laws, regulations, circulars and clarifications issued by various authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), National Stock Exchange of India Limited (“Stock Exchange” or “NSE”), stock exchange where the shares of the Company are listed, the Ministry of Corporate Affairs (“MCA”), the Registrar of Companies (“ROC”) and other competent authorities, and all such other approvals, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) (the “Committee”), the consent of the members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, upto 19,30,000 (Nineteen Lakh Thirty Thousand Only) convertible warrants (“Warrants”) at a price of Rs. 245/- per Warrant with a right to the Warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company at a premium of Rs. 235/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 47,28,50,000/- (Rupees Forty Seven Crores Twenty Eight Lakh Fifty Thousands Only) to, the below mentioned Promoter Group and Non-promoter categories (“**Proposed Allottees**”) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI (SAST) Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S R. NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY (PROMOTER / NON-PROMOTER)	NUMBER OF WARRANTS	MAXIMUM CONSIDERATION (RUPEES)
1	Hiteshkumar Maganlal Chosaliya	Non Promoter	40,000	98,00,000
2	Dhara Mehta	Non Promoter	2,80,000	6,86,00,000
3	Ashu Bishnoi	Non Promoter	1,20,000	2,94,00,000
4	Kamya Abhishek Kamdar	Non Promoter	1,20,000	2,94,00,000
5	Piyush L Mavani	Non Promoter	90,000	2,20,50,000
6	Desai Rohankumar Hasmukhbhai	Non Promoter	1,20,000	2,94,00,000
7	Yagnik B Tank	Non Promoter	10,000	24,50,000
8	Sahilkumar Manharbhai Sanspara	Promoter Group	4,66,000	11,41,70,000
9	Sneha Manharbhai Sanspara	Promoter Group	25,500	62,47,500
10	Mihir Jayantibhai Sanspara	Promoter Group	85,000	2,08,25,000
11	Jinal Manharbhai Sanspara	Promoter Group	34,000	83,30,000
12	Dipesh Dinesh Sanspara	Promoter Group	4,66,000	11,41,70,000
13	Rameshbhai B Dhameiliya	Non Promoter	34,000	83,30,000
14	Shailesh M Sardhara	Non Promoter (KMP)	3,500	8,57,500

S R . NO.	NAME OF THE PROPOSED ALLOTTEE	CATEGORY (PROMOTER / NON-PROMOTER)	NUMBER OF WARRANTS	MAXIMUM CONSIDERATION (RUPEES)
15	Kuldeep Singh	Non Promoter	3,500	8,57,500
16	Aniket Dhirubhai Ranpara	Non Promoter (KMP)	2,000	4,90,000
17	Baldaniya Piyush Babubhai	Non Promoter	2,000	4,90,000
18	Ronak M Shiroya	Non Promoter	2,000	4,90,000
19	Chanchpara Vikesh	Non Promoter	20,000	49,00,000
20	Asmitaben Dilipbhai Chodavadiya	Non Promoter	6,500	15,92,500
Total			19,30,000	47,28,50,000

RESOLVED FURTHER THAT in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**”, for determining the floor price for the issue of Warrants on a preferential basis, is Wednesday, June 17, 2026, being the date which is 30 (thirty) days prior to the date of passing of special resolution in the Extraordinary General Meeting i.e Friday, July 17, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants to the Proposed Allottees under the Preferential Warrant Issue shall be subject to the following terms and conditions, in addition to the others, as prescribed under the applicable laws:

- Each Warrant is convertible into One (1) fully paid up Equity Share and the conversion can be exercised by Warrant holder(s) at any time during the period of eighteen (18) months from the date of allotment of Warrants convertible into Equity Shares, in one or more tranches, as the case may be and on such other terms and conditions subject to SEBI ICDR Regulations, as may be applicable, from time to time. The Company shall accordingly allot the equal number of equity shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
- An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s). The amount paid against Warrants shall be adjusted / set-off by the Company against the Issue Price payable for the resultant equity shares.
- The Warrant holder(s) shall be entitled to exercise the option of exercising any or all of the Warrants convertible into equity shares in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account of the Warrant holders.
- Each equity shares issued pursuant to the exercise and conversion of the Warrants shall rank pari passu with the existing Equity Shares in all respects, including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company, and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- The Warrants and the Equity Shares issued pursuant to exercise and conversion of the Warrants shall be locked-in, in accordance with Regulation 167 of the SEBI ICDR Regulations;
- The pre-preferential allotment shareholding of the Proposed Allottees, if any, and the resultant equity shares arising on exercise of the option attached to such Warrants shall be subject to lock-in / transferability restrictions in such manner and for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Warrants by itself shall not carry any voting rights until they are converted into Equity Shares. The Warrants shall not carry any rights to dividends, distributions or any other rights that are available to any shareholder of the Company under applicable law until they are converted into Equity Shares.
- The Warrants shall be allotted in dematerialized form within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;
- The consideration for allotment of Warrants and / or equity shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the respective Proposed Allottees.
- The equity shares to be issued to the Proposed Allottees pursuant to the exercise and conversion of the Warrants shall be free and clear of all encumbrances other than any lock-in or transfer restrictions prescribed under applicable law;
- The equity shares to be issued to the Proposed Allottees pursuant to the exercise and conversion of the Warrants shall be fully paid up and shall be allotted in dematerialized form;
- The equity shares to be issued to the Proposed Allottees pursuant to the exercise and conversion of the Warrants shall be allotted within the timelines prescribed under the ICDR Regulations, and such Equity Shares shall be listed and traded on the Stock Exchange, subject to receipt of necessary permissions and approvals; and

13. In the event that, a Warrant holder does not exercise the right to convert the Warrants into equity shares within a period of 18 (eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such unexercised Warrants shall stand forfeited by the Company;
14. Without prejudice to the generality of the above, the Preferential Issue shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the equity shares of the Company are frequently traded on National Stock Exchange of India Limited and the price of the said issue is not lower than the price which has been determined in compliance with Regulation 164(1) of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 of the Act read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act, the name of the Proposed Allottees be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 containing the terms and conditions, together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants convertible into Equity shares and allotment of equity shares on conversion of Warrants and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board or any Director or Company Secretary or any other Executive(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deed, matters and things as they may deem fit and proper to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, subject to the provisions of the Act, SEBI ICDR Regulations and other applicable law, without being required to seek any further consent or approval of the Members of the Company, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required.”

**BY ORDER OF THE BOARD OF DIRECTORS
FOR EURO INDIA FRESH FOODS LIMITED**

SD/-

**ANIKET RANPARA
COMPANY SECRETARY & COMPLIANCE OFFICER**

PLACE: SURAT

DATE: JUNE 19, 2026

REGISTERED OFFICE:

PLOT NO. A 22/1 G.I.D.C. ICHHAPORE,

SURAT, GUJARAT, INDIA, 394510

CIN: LI5400GJ2009PLC057789

Notes:

1. The Ministry of Corporate Affairs ('MCA'), Government of India has vide its General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively hereinafter referred to as 'MCA Circulars') and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India, in relation to 'Relaxation from compliance with certain provisions of SEBI LODR Regulations (collectively hereinafter referred to as 'SEBI Circulars') has permitted the convening of Shareholders meeting to be held till further Notice, through VC / OAVM without the physical presence of the Shareholders at a common venue. In Compliance with the MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/ OAVM. The deemed venue for EGM will be registered office of the Company.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Act read with The Companies (Management and Administration) Rules, 2014, stating all material facts and the reason / rationale under aforesaid item, are annexed to this Notice.
3. Since, the EGM of the Company is being held through VC / OAVM pursuant to MCA Circulars, the requirement of physical attendance of Shareholders has been dispensed with. Accordingly, in terms of the MCA Circulars, the facility for appointment of proxy by the Shareholders will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this Notice.
4. The Shareholders can join the EGM through 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 through VC / OAVM will be made available for 1,000 shareholders on first come first served basis as per the MCA Circulars. 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 without restriction on account of first come first served basis.
5. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Physical attendance of Members has been dispensed with.
6. Institutional / Corporate Shareholders (i.e. other than Individuals, HUFs, NRIs, etc.) are entitled to appoint authorised representatives to attend, participate at the EGM through VC/ OAVM and cast their votes through e-voting. Institutional/ Corporate Shareholders (i.e. other than Individuals, HUFs, NRIs, etc.) are requested to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend and vote at the EGM, pursuant to the provisions of Section 113 of the Act, to the Scrutinizer at drdfcs@gmail.com with a copy marked to cs@euroindiafoods.com or can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on 'Upload Board Resolution/ Authority Letter' displayed under 'e-Voting' tab in their login.
7. In case of joint shareholders, the Shareholder whose name appears as the first holder in the order of names as per the Register of Shareholders of the Company will be entitled to vote at the EGM.
8. In accordance with the MCA and SEBI Circulars, the Notice of the EGM to be held, is being sent through electronic mode to those shareholders whose email address are registered with the Company/ Depositories and physical copies to those shareholders who request for the same. Shareholders holding shares in electronic mode, who have not registered their email address are requested to register their email address with their respective DPs. The Notice of EGM is also available on the website of the Company at www.euroindiafoods.com and website of the Stock Exchange on which the Equity Shares of the Company are listed i.e. NSE Limited at www.nseindia.com.
9. During the EGM, Shareholders may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, and the other relevant documents referred to in the Notice of the EGM and explanatory statement, by sending a request to the Company at cs@euroindiafoods.com up to the conclusion of this EGM.
10. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants ('DP's').
11. As per the provisions of Section 72 of the Act, Shareholders are entitled to make nomination in respect of shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Shareholder desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form SH-14. Shareholders are requested to submit the said forms to their respective DP's.
12. To prevent fraudulent transactions, Shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

13. In compliance with provisions of Sections 108 of the Act read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations, the Company is pleased to provide e-voting facility to its Shareholders to cast their votes electronically. The Company has engaged Central Depository services India Limited with respect to remote e-voting facility. The Shareholders, whose names appear in the Register of Members / List of Beneficial Owners as on June 19, 2026 ('cut-off date') are entitled to vote on the resolutions set forth in the EGM Notice. A person who is not a shareholder as on cut-off Date, should treat this Notice of EGM for information purpose only.
14. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.
15. E-Voting facility will be available for every DP ID & Client ID / folio number irrespective of the number of joint holders. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
16. The remote e-voting period commences at 09:00 a.m. on Tuesday, July 14, 2026 and ends at 05:00 p.m. on Thursday July 16, 2026. The remote e-voting module will be disabled by Central Depository services India Limited for voting immediately thereafter. Once the vote on the resolution is cast by the Shareholders, he/ she shall not be allowed to change it subsequently.
17. The facility of casting votes using remote e-voting system as well as e-voting on the date of EGM will be provided by Central Depository services India Limited. The remote e-Voting module on the day of the EGM shall be disabled by Central Depository services India Limited for voting after 15 minutes of conclusion of the Meeting. The Shareholders who have casted their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again.
18. The Board of Directors at their meeting held on June 19, 2026 have appointed M/s. DHIRREN R. DAVE & CO., Practicing Company Secretaries, Surat, as the Scrutinizer for conducting the entire e-voting process in a fair and transparent manner.
19. The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share capital in the Company as on the cut-off date. Resolution(s) passed by the Shareholders through e-Voting is/are deemed to have been passed as if it/they have been passed at the EGM.
20. The Scrutinizer will submit his report to the Chairperson of the Company ('Chairperson') or any other person authorised by the Chairperson after completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 2 (two) working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be disclosed on the Company's website at www.euroindiafoods.com, website of the Stock Exchange on which the Equity Shares of the Company are listed i.e. NSE Limited at www.nseindia.com, and the website of CDSL at www.evotingindia.com
21. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 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 can attend the EGM through VC/OAVM and cast their votes through e-voting.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.euroindiafoods.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
23. The 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.
24. CDSL e-Voting System – For e-voting and Joining Virtual meetings.
 1. 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 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 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 will be provided by CDSL.
 2. The Members can join the EGM 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 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 without restriction on account of first come first served basis.

3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 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 can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.euroindiafoods.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
6. The 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.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EOGM AND JOINING MEETING THROUGH VC/OAVM 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 09:00 a.m. on Tuesday, July 14, 2026 and ends at 05:00 p.m. on Thursday July 16, 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 June 19, 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 I : 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"> 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 cdsi website www.cdslindia.com and click on login icon & 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 & 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	<ol style="list-style-type: none"> 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.nsd.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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.nsd.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.

Type of shareholders	Login Method
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.com 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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 of EURO INDIA FRESH FOODS LIMITED 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; cs@euroindiafoods.com (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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 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 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 7 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 EGM but have queries may send their queries in advance 7 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 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.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 EGM & 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, AVP, (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(I) OF THE COMPANIES ACT, 2013 (“ACT”)

Item No. 01

Presently, the Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) equity shares of face value of Rs. 10/- (Rupees Ten only) each.

Accordingly, the Board of Directors of the Company (“Board”), at its meeting held on June 19, 2026, has, subject to approval of the members, approved the aforesaid proposal to increase the Authorised share capital of the Company and consequent amendment in the Clause V of the Memorandum of Association (“MoA”) so as to reflect the increased Authorised share capital as more particularly set out in Item No. 1 of the Notice.

With a view to facilitate a proposed issuance of the Equity Shares and Convertible Warrants of the Company on a preferential basis and the future requirements, if any, of the Company, approval of the Members of the Company is sought for an increase in the Authorised Share Capital of the Company to Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) equity shares of face value of Rs. 10/- (Rupees Ten Only) each also stated in the proposed Ordinary Resolution specified as Item No. 1 of this Notice.

In terms of the provisions of Sections 13, 61 and 64 of the Act read with applicable rules framed thereunder and other applicable laws, the proposed increase in the Authorised share capital and the consequent alteration of the MoA is required to be approved by the members of the Company by way of an Ordinary Resolution.

The new set of MoA with the proposed amendment shall be available for inspection during all working days except holidays between 11.30 am to 2.00 pm upto the date of EGM.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Ordinary Resolution set out in Item No.1 of the Notice for their consideration and approval by the members.

Item No. 2 and 3

The Board of Directors of the Company (“Board”) has, pursuant to its resolution passed on June 19, 2026, subject to the consent of the members of the Company (“Members”) and such other approvals as may be required, approved the proposal to create, offer, issue and allot the following securities by way of preferential issue on a private placement basis

- (i) 21,10,000 (Twenty One Lakh Ten Thousands) fully paid-up equity shares of the Company having face value of Rs. 10 (Rupees Ten only) each for cash at a price of Rs. 245/- (including a premium of Rs. 235/-) per equity shares for an aggregate consideration of Rs. 51,69,50,000/- (Rupees Fifty-One Crores Sixty Nine Lakh Fifty Thousand Only) to Non-Promoter categories; and
- (ii) 19,30,000 (Nineteen Lakh Thirty Thousand Only) convertible warrants (“Warrants”) at a price of Rs. 245/- per Warrant with a right to the Warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company at a premium of Rs.235/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 47,28,50,000/- (Rupees Forty-Seven Crores Twenty Eight Lakh Fifty Thousands Only) to Promoter group and Non Promoter categories.

in accordance with the Companies Act, 2013, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“SEBI ICDR Regulations”) and applicable law, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“SEBI LODR Regulations”), as amended from time to time and any other applicable law.

Necessary information/ details in respect of the proposed Preferential Allotment of Equity Shares in terms of Sections 23, 42 and 62 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, are as under:

I. Particulars of the Issue including the date of passing of the Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price:

The Board of Directors at its meeting held on June 19, 2026, has, subject to the approval of shareholders of the Company and such other regulatory or statutory authorities, as may be required, approved the raising of funds of upto Rs. 98,98,00,000/- (Rupees Ninety Eight Crores Ninety Eight Lakh only), for cash, by creating, issuing, offering and allotting the following securities of the Company by way of a Preferential Issue on a private placement basis:

- a. Equity shares having face value of Rs. 10/- (Rupees Ten Only) on a preferential basis, for cash consideration to the Non- Promoters, in the following manner:

Sr. No.	Name of the Proposed Allottees	Category (Promoter / Non-Promoter)	No. of equity shares of Rs. 10/- each	Price of Each Security (including premium)	Total Amount (in Rs.)
1	Sapna Taparia	Non Promoter	10,000	245	24,50,000
2	Nisha Vikram Jain	Non Promoter	60,000	245	1,47,00,000

Sr. No.	Name of the Proposed Allottees	Category (Promoter / Non-Promoter)	No. of equity shares of Rs. 10/- each	Price of Each Security (including premium)	Total Amount (in Rs.)
3	Mahendra Nimba Chaudhari	Non Promoter	40,000	245	98,00,000
4	Desai Ajaykumar Hawabhai	Non Promoter	40,000	245	98,00,000
5	Reshu Rohit Taja	Non Promoter	10,000	245	24,50,000
6	Jogani Bharat Himmatbhai	Non Promoter	40,000	245	98,00,000
7	Manojkumar Jagdishbhai Patel	Non Promoter	40,000	245	98,00,000
8	Rajeshkumar Popatbhai Dhameliya	Non Promoter	12,000	245	29,40,000
9	Ghanshyam Ravjibhai Lunagariya	Non Promoter	10,000	245	24,50,000
10	Sagarkumar Sureshbhai Pipaliya	Non Promoter	12,000	245	29,40,000
11	Rishita Pinakin Modi	Non Promoter	4,000	245	9,80,000
12	Bhupendrabhai D Jivani	Non Promoter	40,000	245	98,00,000
13	Nimishaben R Mehta	Non Promoter	20,000	245	49,00,000
14	Raasha Fincap Private Limited	Non Promoter	1,20,000	245	2,94,00,000
15	Brijmohan Shyamsunder Agrawal	Non Promoter	20,000	245	49,00,000
16	Bhadresh Jayantilal Shah	Non Promoter	50,000	245	1,22,50,000
17	Nipaben Bhadreshkumar Shah	Non Promoter	50,000	245	1,22,50,000
18	Shah Smit Bhadreshbhai	Non Promoter	1,00,000	245	2,45,00,000
19	Archi Bhadresh Shah	Non Promoter	50,000	245	1,22,50,000
20	Lalchand Bodhwani	Non Promoter	50,000	245	1,22,50,000
21	Harsora Vedant Kavatkumar	Non Promoter	50,000	245	1,22,50,000
22	Sanjay Satynarayan Kheradi	Non Promoter	10,000	245	24,50,000
23	Bhajan Lal (HUF)	Non Promoter	20,000	245	49,00,000
24	Rajput Ravindra B	Non Promoter	40,000	245	98,00,000
25	M/s Profit Planners (a Partnership firm represented through its partners Mr. Saurabh Uttamchand Bansal and Mrs. Rani Saurabh Bansal)	Non Promoter	20,000	245	49,00,000
26	Vijaykumar Ajaykumar Agrawal	Non Promoter	10,000	245	24,50,000
27	Banshi Lal	Non Promoter	20,000	245	49,00,000
28	Hanjariram Bhagchand Bishnoi	Non Promoter	10,000	245	24,50,000
29	Jaykishan K Vishnoi	Non Promoter	10,000	245	24,50,000
30	Hiteshkumar Prabhulal Kubadiya	Non Promoter	20,000	245	49,00,000
31	Paras Rasiklal Yadera	Non Promoter	20,000	245	49,00,000
32	Amita Alpesh Kubadiya	Non Promoter	20,000	245	49,00,000
33	Sureshbhai Mafatlal Mehta	Non Promoter	20,000	245	49,00,000
34	Siddhi Abhishek Shah	Non Promoter	20,000	245	49,00,000
35	Sunu Philip Mathew	Non Promoter	60,000	245	1,47,00,000
36	Hasmukh Bapulal Sadhani	Non Promoter	30,000	245	73,50,000
37	Dhimal Shaileshbhai Sanghvi	Non Promoter	50,000	245	1,22,50,000
38	Jigarkumar Pitamberdas Maheshvar	Non Promoter	40,000	245	98,00,000
39	Gangaram Viraram Bishnoi	Non Promoter	20,000	245	49,00,000
40	Pradeep R Mundhra	Non Promoter	10,000	245	24,50,000
41	Kuldeepkumar Chhaganbhai Sangani	Non Promoter	10,000	245	24,50,000
42	Dhruvkumar N Mayani	Non Promoter	10,000	245	24,50,000
43	Sanjay Ramniklal Madhvani	Non Promoter	20,000	245	49,00,000
44	M/s Yasho Wealth Investor (a Partnership firm represented through its partners Mr. Ankurkumar Muktilal Koradiya and Mr. Dev Milankumar Koradiya)	Non Promoter	40,000	245	98,00,000
45	Mahendar Kumar	Non Promoter	10,000	245	24,50,000
46	Sua Kumari	Non Promoter	10,000	245	24,50,000
47	Jatinkumar M Shah	Non Promoter	20,000	245	49,00,000
48	Mukeshkumar Harishkumar Tekwani	Non Promoter	80,000	245	1,96,00,000
49	Rakesh Mahendra Desai	Non Promoter	6,000	245	14,70,000

Sr. No.	Name of the Proposed Allottees	Category (Promoter / Non-Promoter)	No. of equity shares of Rs. 10/- each	Price of Each Security (including premium)	Total Amount (in Rs.)
50	Patel Balvantkumar Jivanbhai	Non Promoter	6,000	245	14,70,000
51	Aastha Hitesh Bhansali	Non Promoter	10,000	245	24,50,000
52	Yava Trading Private Limited	Non Promoter	80,000	245	1,96,00,000
53	Priyanka Aashish Jalan	Non Promoter	6,000	245	14,70,000
54	Jigar Dineshkumar Shah (HUF)	Non Promoter	20,000	245	49,00,000
55	Palak Sunny Mehta	Non Promoter	20,000	245	49,00,000
56	Purvi Ricky Shah	Non Promoter	40,000	245	98,00,000
57	Jinay Navinchandra Koradiya	Non Promoter	30,000	245	73,50,000
58	Rajat Nirmal Jain	Non Promoter	1,00,000	245	2,45,00,000
59	Patel Hasmukhbhai Dhulabhai	Non Promoter	4,000	245	9,80,000
60	Rameshbhai M Kathiriya	Non Promoter	6,000	245	14,70,000
61	Upendra Babubhai Kanani	Non Promoter	4,000	245	9,80,000
62	Rasilaben Kishorbhai Italiya	Non Promoter	8,000	245	19,60,000
63	Suresh Kumar Mundra	Non Promoter	8,000	245	19,60,000
64	Paras Kumar Lodariya	Non Promoter	40,000	245	98,00,000
65	Chandreshbhai Nanjibhai Javia	Non Promoter	8,000	245	19,60,000
66	Jitendra Kumar	Non Promoter	4,000	245	9,80,000
67	M/s Mahakal Enterprise (a Partnership firm represented through its partners Mr. Deepak Dhirubhai Vekaria and Mr. Vishal Dulabhai Vasani)	Non Promoter	32,000	245	78,40,000
68	Dhorajiya Mehulkumar R	Non Promoter	10,000	245	24,50,000
69	Maganbhai Girdharbhai Varsani	Non Promoter	12,000	245	29,40,000
70	Kishorbhai T Donda	Non Promoter	10,000	245	24,50,000
71	Jayeshkumar Devjibhai Kevadiya	Non Promoter	6,000	245	14,70,000
72	Miren Vinubhai Kevadiya	Non Promoter	30,000	245	73,50,000
73	Darshan Hiteshkumar Rupapara	Non Promoter	6,000	245	14,70,000
74	Shah Dinakaben Kamleshkumar	Non Promoter	4,000	245	9,80,000
75	Navnitkumar R Radadiya	Non Promoter	10,000	245	24,50,000
76	Chandrikaben Alpeshbhai Tejani	Non Promoter	4,000	245	9,80,000
77	Darshnababen Pankajkumar Devmurari	Non Promoter	4,000	245	9,80,000
78	Gami Kalpesh F	Non Promoter	8,000	245	19,60,000
79	Swiss Precious Metals LLP	Non Promoter	40,000	245	98,00,000
80	Poonam Ajay Dhanuka	Non Promoter	6,000	245	14,70,000
81	Arjun Bijlani	Non Promoter	10,000	245	24,50,000
82	Kundaliya Sachin Bhaveshbhai	Non Promoter	40,000	245	98,00,000
Total			21,10,000		51,69,50,000

- b. Convertible Warrants on a preferential basis, for cash consideration to the Promoter group and Non Promoter categories, in the following manner:

Sr. No.	Name of the Proposed Allottees	Category (Promoter / Non-Promoter)	No. of Convertible Warrants of Rs. 10/-each	Price of Each Security (including premium)	Total Amount (in Rs.)
1	Hiteshkumar Maganlal Chosaliya	Non Promoter	40,000	245	98,00,000
2	Dhara Mehta	Non Promoter	2,80,000	245	6,86,00,000
3	Ashu Bishnoi	Non Promoter	1,20,000	245	2,94,00,000
4	Kamya Abhishek Kamdar	Non Promoter	1,20,000	245	2,94,00,000
5	Piyush L Mavani	Non Promoter	90,000	245	2,20,50,000
6	Desai Rohankumar Hasmukhbhai	Non Promoter	1,20,000	245	2,94,00,000
7	Yagnik B Tank	Non Promoter	10,000	245	24,50,000
8	Sahilkumar Manharbhai Sanspara	Promoter Group	4,66,000	245	11,41,70,000
9	Sneha Manharbhai Sanspara	Promoter Group	25,500	245	62,47,500

Sr. No.	Name of the Proposed Allottees	Category (Promoter / Non-Promoter)	No. of Convertible Warrants of Rs. 10/-each	Price of Each Security (including premium)	Total Amount (in Rs.)
10	Mihir Jayantibhai Sanspara	Promoter Group	85,000	245	2,08,25,000
11	Jinal Manharbhai Sanspara	Promoter Group	34,000	245	83,30,000
12	Dipesh Dinesh Sanspara	Promoter Group	4,66,000	245	11,41,70,000
13	Rameshbhai B Dhameliya	Non Promoter	34,000	245	83,30,000
14	Shailesh M Sardhara	Non Promoter (KMP)	3,500	245	8,57,500
15	Kuldeep Singh	Non Promoter	3,500	245	8,57,500
16	Aniket Dhirubhai Ranpara	Non Promoter (KMP)	2,000	245	4,90,000
17	Baldaniya Piyush Babubhai	Non Promoter	2,000	245	4,90,000
18	Ronak M Shiroya	Non Promoter	2,000	245	4,90,000
19	Chanchpara Vikesh	Non Promoter	20,000	245	49,00,000
20	Asmitaben Dilipbhai Chodavadiya	Non Promoter	6,500	245	15,92,500
Total			19,30,000		47,28,50,000

II. Purpose/ objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

Object	Fund Utilisation (In Rs.)	Percentage	Tentative timeline for utilisation from the date of receipt of funds
Purchase of new Plant and Machinery	3,50,00,000	3.54	1.5 years
Bank Term Loan And CC repayment	43,00,00,000	43.44	3 Months
Marketing and Advertising	3,50,00,000	3.54	1.5 Years
Working Capital	35,00,00,000	35.36	9 Months
General Corporate Purpose*	13,98,00,000	14.12	1.5 Years
Total	98,98,00,000	100.00	

*The Issue Proceeds allocated towards general corporate purposes includes, inter alia, meeting ongoing general corporate exigencies and contingencies, stamp duty, advisory fees, insurance, processing fees, hedging fees as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to above as "General Corporate Purposes").

Note: If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws including SEBI ICDR Regulations, Companies Act, 2013 and rules made thereunder.

Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Corporate Bank Account(s) of the Company, or it shall be parked in the form of Fixed Deposit(s)/Investment in Debt Mutual Funds and money market instruments. The Company shall not invest in risk taking and / or capital eroding instruments.

III. Monitoring of utilisation of funds

Given that the issue size does not exceed Rs. 100,00,00,000/- (Rupees One Hundred Crores), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint monitoring agency to monitor the use of the proceeds of this Preferential Issue.

IV. Material terms of issue of the proposed Preferential Issue of the Equity Shares and Warrants:

The material terms of the proposed preferential issue of the Equity Shares and Warrants are stipulated in the special resolutions as set out at Item No. 2 & 3 of this Notice.

V. Amount which the Company intends to raise by way of Equity Shares and Warrants

Aggregating up to Rs. 98,98,00,000/- (Rupees Ninety Eight Crores Ninety Eight Lakh only) comprising of the following :

Nature of Securities	Amount (in Rs.)
Equity Shares	51,69,50,000/-
Convertible Warrants	47,28,50,000/-
Total	98,98,00,000/-

VI. Relevant date

The relevant date as per Chapter V of the SEBI ICDR Regulations (“Relevant Date”), for the determination of the floor price for equity shares to be issued is Wednesday, June 17, 2026, i.e. 30 (thirty) calendar days prior to the date of the EGM i.e Friday, July 17, 2026.

VII. Basis on which the floor price has been arrived at and justification for the price (including premium, if any):

The equity shares of the Company are listed on National Stock Exchange of India Limited (“NSE”). The equity shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. Therefore, the price is determined pursuant to Regulation 164 and Regulation 166A of the SEBI ICDR Regulations.

The price at which the proposed Preferential Issue of the Equity Shares and Warrants are being undertaken is not less than the floor price determined in terms of Regulations 164(1) and 166A of the SEBI ICDR Regulations. The said floor price is higher of the following viz:

- i. the 90 (ninety) trading days volume weighted average price (“VWAP”) of the equity shares quoted on the recognised stock exchange preceding the Relevant Date i.e., Rs. 234.64/- (Rupees Two hundred and thirty four point sixty four only) per equity share; or
- ii. the 10 (ten) trading days VWAP of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date i.e., Rs. 233.38/- (Rupees Two Hundred Thirty Three point Thirty Eight only) per equity share.;

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

Accordingly, the Board has considered to issue the Equity Shares at a price of Rs. 245/- per equity share of face value of Rs. 10/- each (inclusive of premium of Rs. 235/- per equity share) and Warrants at a price of Rs. 245/- convertible into equivalent number of equity shares of face value of Rs. 10/- each (inclusive of premium of Rs. 235/- per Warrant), which is higher than the floor price determined in accordance with applicable provisions of SEBI ICDR regulations as detailed above.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the right of conversion of Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

VIII. Whether re-computation of the price is required

The Company undertakes to re-compute the price of the specified securities in terms of the provision of SEBI ICDR regulations where it is required to do so and further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in said SEBI ICDR regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the Proposed Allottees of Equity Shares and Convertible Warrants.

IX. Name and address of Independent registered valuer who performed valuation

Since the proposed allotment would not result in a change in control or allotment being more than 5% (*five percent*) of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert, the provisions of Regulation 166A of the ICDR Regulations are not applicable. Hence, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

X. The intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Issue

Mr. Sahilkumar Manharbhai Sanspara, Ms. Sneha Manharbhai Sanspara, Mr. Mihir Jayantibhai Sanspara, Ms. Jinal Manharbhai Sanspara and Mr. Dipesh Dinesh Sanspara, Promoters group of the Company and Mr. Shailesh M Sardhara, Chief Financial Officer and Mr. Aniket Dhirubhai Ranpara, Company Secretary of the Company (Chief Financial Officer and Company Secretary collectively referred as “Key Managerial Personnel”) have expressed their intent to participate in the proposed preferential issue as a reflection of their ongoing commitment and confidence in the Company’s growth prospects. Their participation are also aligned with the Company’s objective of raising funds to support its strategic initiatives. The said Promoters group and Key Managerial Personnel have conveyed their intention to subscribe to the proposed preferential allotment upto 10,82,000 convertible warrants.

Apart from the promoters group and Key Managerial Personnel as listed above, none of the other Promoters, Directors, or Key Managerial Personnel of the Company have indicated any intention to apply for or subscribe to the proposed preferential issue.

XI. Particulars of the Proposed Allottees and the identity of the natural persons who are the ultimate beneficial owners of the Securities proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

a. **Particulars of Allottees under the issue of Equity shares on a preferential basis**

Sr. No.	Name of the Proposed Allottee	Category of Investors	Pre-issue equity holding (As on 19 June 2026)		Post Issue of Equity shares in this Issue		Identity of Natural Persons who are the Ultimate Beneficial Owners
			No. of Shares	% of Share holding	No. of Shares	% of Share holding (Post Issue of Equity Shares)	
1	Sapna Taparia	Equity	-	-	10,000	0.03	Not Applicable
2	Nisha Vikram Jain	Equity	-	-	60,000	0.21	Not Applicable
3	Mahendra Nimba Chaudhari	Equity	-	-	40,000	0.14	Not Applicable
4	Desai Ajaykumar Hawabhai	Equity	-	-	40,000	0.14	Not Applicable
5	Reshu Rohit Taja	Equity	-	-	10,000	0.03	Not Applicable
6	Jogani Bharat Himmatbhai	Equity	-	-	40,000	0.14	Not Applicable
7	Manojkumar Jagdishbhai Patel	Equity	-	-	40,000	0.14	Not Applicable
8	Rajeshkumar Popatbhai Dhameliya	Equity	-	-	12,000	0.04	Not Applicable
9	Ghanshyam Ravjibhai Lunagariya	Equity	-	-	10,000	0.03	Not Applicable
10	Sagarkumar Sureshbhai Pipaliya	Equity	-	-	12,000	0.04	Not Applicable
11	Rishita Pinakin Modi	Equity	-	-	4,000	0.01	Not Applicable
12	Bhupendrabhai D Jivani	Equity	300	0.00	40,300	0.14	Not Applicable
13	Nimishaben R Mehta	Equity	-	-	20,000	0.07	Not Applicable
14	Raasha Fincap Private Limited	Equity	-	-	1,20,000	0.42	Natasha Vinay Fatehchandka
15	Brijmohan Shyamsunder Agrawal	Equity	-	-	20,000	0.07	Not Applicable
16	Bhadresh Jayantilal Shah	Equity	14000	0.06	64,000	0.22	Not Applicable
17	Nipaben Bhadreshkumar Shah	Equity	3000	0.01	53,000	0.18	Not Applicable
18	Shah Smit Bhadreshbhai	Equity	225	0.00	1,00,225	0.35	Not Applicable
19	Archi Bhadresh Shah	Equity	-	-	50,000	0.17	Not Applicable
20	Lalchand Bodhwani	Equity	-	-	50,000	0.17	Not Applicable
21	Harsora Vedant Kavitikumar	Equity	-	-	50,000	0.17	Not Applicable
22	Sanjay Satynarayan Kheradi	Equity	-	-	10,000	0.03	Not Applicable
23	Bhajan Lal (HUF)	Equity	-	-	20,000	0.07	Bhajan Lal Sunita Bhajan Lal Bishnoi Aadity (Minor) Aayush lol Bhajan Lal (Minor)
24	Rajput Ravindra B	Equity	-	-	40,000	0.14	Not Applicable
25	M/s Profit Planners (a Partnership firm represented through its partners Mr. Saurabh Uttamchand Bansal and Mrs. Rani Saurabh Bansal)	Equity	-	-	20,000	0.07	Saurabh Bansal Rani Saurabh Bansal
26	Vijaykumar Ajaykumar Agrawal	Equity	-	-	10,000	0.03	Not Applicable
27	Banshi Lal	Equity	-	-	20,000	0.07	Not Applicable
28	Hanjariram Bhagchand Bishnoi	Equity	-	-	10,000	0.03	Not Applicable
29	Jaykishan K Vishnoi	Equity	-	-	10,000	0.03	Not Applicable
30	Hiteshkumar Prabhulal Kubadiya	Equity	-	-	20,000	0.07	Not Applicable
31	Paras Rasiklal Vadera	Equity	-	-	20,000	0.07	Not Applicable
32	Amita Alpesh Kubadiya	Equity	-	-	20,000	0.07	Not Applicable
33	Sureshbhai Mafatlal Mehta	Equity	-	-	20,000	0.07	Not Applicable
34	Siddhi Abhishek Shah	Equity	-	-	20,000	0.07	Not Applicable
35	Sunu Philip Mathew	Equity	2000	0.01	62,000	0.21	Not Applicable
36	Hasmukh Bapulal Sadhani	Equity	-	-	30,000	0.10	Not Applicable
37	Dhimal Shaileshbhai Sanghvi	Equity	-	-	50,000	0.17	Not Applicable
38	Jigarkumar Pitamberdas Maheshvar	Equity	-	-	40,000	0.14	Not Applicable
39	Gangaram Viraram Bishnoi	Equity	-	-	20,000	0.07	Not Applicable
40	Pradeep R Mundhra	Equity	-	-	10,000	0.03	Not Applicable

Sr. No.	Name of the Proposed Allottee	Category of Investors	Pre-issue equity holding (As on 19 June 2026)		Post Issue of Equity shares in this Issue		Identity of Natural Persons who are the Ultimate Beneficial Owners
			No. of Shares	% of Share holding	No. of Shares	% of Share holding (Post Issue of Equity Shares)	
41	Kuldeepkumar Chhaganbhai Sangani	Equity	-	-	10,000	0.03	Not Applicable
42	Dhruvkumar N Mayani	Equity	-	-	10,000	0.03	Not Applicable
43	Sanjay Ramniklal Madhvani	Equity	-	-	20,000	0.07	Not Applicable
44	M/s Yasho Wealth Investor (a Partnership firm represented through its partners Mr. Ankurkumar Muktilal Koradiya and Mr. Dev Milankumar Koradiya)	Equity	-	-	40,000	0.14	Ankurkumar Muktilal Koradiya Dev Milankumar Koradiya
45	Mahendar Kumar	Equity	-	-	10,000	0.03	Not Applicable
46	Sua Kumari	Equity	-	-	10,000	0.03	Not Applicable
47	Jatinkumar M Shah	Equity	-	-	20,000	0.07	Not Applicable
48	Mukeshkumar Harishkumar Tekwani	Equity	-	-	80,000	0.28	Not Applicable
49	Rakesh Mahendra Desai	Equity	-	-	6,000	0.02	Not Applicable
50	Patel Balvantkumar Jivanbhai	Equity	-	-	6,000	0.02	Not Applicable
51	Aastha Hitesh Bhansali	Equity	-	-	10,000	0.03	Not Applicable
52	Yava Trading Private Limited	Equity	-	-	80,000	0.28	Meena Mahesh Gala Mahesh Devchand Gala
53	Priyanka Aashish Jalan	Equity	-	-	6,000	0.02	Not Applicable
54	Jigar Dineshkumar Shah (HUF)	Equity	-	-	20,000	0.07	Jigar Dineshkkumar Shah Rinkal Jigar Shah Nami Jigar Shah Aarya Jigar Shah
55	Palak Sunny Mehta	Equity	-	-	20,000	0.07	Not Applicable
56	Purvi Ricky Shah	Equity	-	-	40,000	0.14	Not Applicable
57	Jinay Navinchandra Koradiya	Equity	-	-	30,000	0.10	Not Applicable
58	Rajat Nirmal Jain	Equity	-	-	1,00,000	0.35	Not Applicable
59	Patel Hasmukhbhai Dhulabhai	Equity	-	-	4,000	0.01	Not Applicable
60	Rameshbhai M Kathiriya	Equity	-	-	6,000	0.02	Not Applicable
61	Upendra Babubhai Kanani	Equity	-	-	4,000	0.01	Not Applicable
62	Rasilaben Kishorbhai Italiya	Equity	-	-	8,000	0.03	Not Applicable
63	Suresh Kumar Mundra	Equity	-	-	8,000	0.03	Not Applicable
64	Paras Kumar Lodariya	Equity	-	-	40,000	0.14	Not Applicable
65	Chandreshbhai Nanjibhai Javia	Equity	-	-	8,000	0.03	Not Applicable
66	Jitendra Kumar	Equity	-	-	4,000	0.01	Not Applicable

Sr. No.	Name of the Proposed Allottee	Category of Investors	Pre-issue equity holding (As on 19 June 2026)		Post Issue of Equity shares in this Issue		Identity of Natural Persons who are the Ultimate Beneficial Owners
			No. of Shares	% of Share holding	No. of Shares	% of Share holding (Post Issue of Equity Shares)	
67	M/s Mahakal Enterprise (a Partnership firm represented through its partners Mr. Deepak Dhirubhai Vekaria and Mr. Vishal Dulabhai Vasani)	Equity	-	-	32,000	0.11	Deepak Dhirubhai Vekaria Mayur Ghughabhai Jivani Vishal Dulabhai Vasani Mayank Hiteshbhai Parekh Hiteshkumar Maganlal Chosaliya Rupen Vinodbhai Malavia Nitinkumar Vitthalbhai Ramani Kalpesh Vinubhai Dhameliya Utsav Umeshbhai Mavani Sureshbhai Bhikhabhai Dhameliya Tishar Mavjibhai Sutariya Nilesh Veljibhai Khokhani
68	Dhorajiya Mehulkumar R	Equity	-	-	10,000	0.03	Not Applicable
69	Maganbhai Girdharbhai Varsani	Equity	-	-	12,000	0.04	Not Applicable
70	Kishorbhai T Donda	Equity	-	-	10,000	0.03	Not Applicable
71	Jayeshkumar Devjibhai Kevadiya	Equity	31	0.00	6,031	0.02	Not Applicable
72	Miren Vinubhai Kevadiya	Equity	-	-	30,000	0.10	Not Applicable
73	Darshan Hiteshkumar Rupapara	Equity	11000	0.04	17,000	0.06	Not Applicable
74	Shah Dinakaben Kamleshkumar	Equity	-	-	4,000	0.01	Not Applicable
75	Navnitkumar R Radadiya	Equity	-	-	10,000	0.03	Not Applicable
76	Chandrikaben Alpeshbhai Tejani	Equity	-	-	4,000	0.01	Not Applicable
77	Darshnababen Pankajkumar Devmurari	Equity	-	-	4,000	0.01	Not Applicable
78	Gami Kalpesh F	Equity	-	-	8,000	0.03	Not Applicable
79	Swiss Precious Metals LLP	Equity	-	-	40,000	0.14	Bhavika Dhirajlal Chavda Kathvadiya Kishan Jaysukhbhai
80	Poonam Ajay Dhanuka	Equity	-	-	6,000	0.02	Not Applicable
81	Arjun Bijlani	Equity	-	-	10,000	0.03	Not Applicable
82	Kundaliya Sachin Bhaveshbhai	Equity	-	-	40,000	0.14	Not Applicable

b. Particulars of Allottees under the issue of Convertible Warrants on a preferential basis

S r . No.	Name of the Proposed Allottee	Category of Investors	Pre-issue equity holding (As on 19 June 2026)		Post Issue of Conversion of Warrants in this Issue		Identity of Natural Persons who are the Ultimate Beneficial Owners
			No. of Shares	% of Share holding	No. of Shares	% of Share holding (Post Issue of Conversion of Warrants)	
1	Hiteshkumar Maganlal Chosaliya	Warrants	-	-	40,000	0.14	Not Applicable
2	Dhara Mehta	Warrants	-	-	2,80,000	0.97	Not Applicable
3	Ashu Bishnoi	Warrants	-	-	1,20,000	0.42	Not Applicable
4	Kamya Abhishek Kamdar	Warrants	-	-	1,20,000	0.42	Not Applicable
5	Piyush L Mavani	Warrants	-	-	90,000	0.31	Not Applicable
6	Desai Rohankumar Hasmukhbhai	Warrants	-	-	1,20,000	0.42	Not Applicable
7	Yagnik B Tank	Warrants	-	-	10,000	0.03	Not Applicable
8	Sahilkumar Manharbhai Sanspara	Warrants	-	-	4,66,000	1.62	Not Applicable
9	Sneha Manharbhai Sanspara	Warrants	-	-	25,500	0.09	Not Applicable
10	Mihir Jayantibhai Sanspara	Warrants	-	-	85,000	0.29	Not Applicable
11	Jinal Manharbhai Sanspara	Warrants	-	-	34,000	0.12	Not Applicable
12	Dipesh Dinesh Sanspara	Warrants	25000	0.10	4,91,000	1.70	Not Applicable
13	Rameshbhai B Dhameliya	Warrants	-	-	34,000	0.12	Not Applicable
14	Shailesh M Sardhara	Warrants	20	0.00	3,520	0.01	Not Applicable
15	Kuldeep Singh	Warrants	10	0.00	3,510	0.01	Not Applicable
16	Aniket Dhirubhai Ranpara	Warrants	-	-	2,000	0.01	Not Applicable
17	Baldaniya Piyush Babubhai	Warrants	3	0.00	2,003	0.01	Not Applicable
18	Ronak M Shiroya	Warrants	1	0.00	2,001	0.01	Not Applicable
19	Chanchpara Vikesh	Warrants	20118	0.21	40,118	0.14	Not Applicable
20	Asmitaben Dilipbhai Chodavadiya	Warrants	100	0.00	6,600	0.02	Not Applicable

XII. The pre issue and post issue shareholding pattern of the Company:

Sr. No.	Category & Name of the Members	Pre-preferential issue Shareholding*		Post- issue of preferential Shareholding** Proposed - Post Issue of Equity Shares and Conversion of Warrants)	
		No. of Equity shares	% Share holding	No. of Equity shares	% Share holding
A	Promoter and Promoter Group				
I	Indian				
a)	Individuals/Hindu undivided Family	18228798	73.50	19220298	66.65
b)	Bodies Corporate	0	0.00	0	0.00
2	Foreign Promoter	0	0.00	85000	0.29
	Sub-Total (A)	18228798	73.50	19305298	66.94
B	Non-Promoters' Holding				
I	Institutional Investors	510574	2.06	510574	1.77
2	Non-Institutional				
a)	Private Corporate Bodies	0	0.00	0	0.00
b)	Directors & Relatives	0	0.00	0	0.00
c)	Indian Public	3507301	14.14	6098801	21.15
d)	Others				
	(i) Hindu undivided Families	252334	1.02	292334	1.01
	(ii) NRI	805183	3.25	805183	2.79
	(iii) Corporate Bodies	1495810	6.03	1735810	6.02
	(iv) Firm	0	0.00	92000	0.32
	Sub-Total (B)	6571202	26.50	9,534,702	33.06
	Grand Total (A) + (B)	2,48,00,000	100.00	2,88,40,000	100.00

*The pre-issue shareholding pattern is as on June 19, 2026.

****The post-issue shareholding pattern is arrived at after considering all the preferential allotments to be made under this notice (Item No. 2 and 3) and on a fully diluted basis (assuming full conversion of the Warrants into equity shares).**

****In the event any further issue of shares of the Company between the date of this notice and the date of allotment of equity shares upon exercise of the Warrants is undertaken, the shareholding pattern shall stand modified accordingly.**

XIII. Proposed time limit within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares and Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

Upon exercise of the option by the Proposed Allottees to convert the convertible securities within the tenure specified, the allotment of equity shares pursuant to exercise of the convertible securities shall be completed within 15 days from the date of such exercise by the Proposed Allottees.

XIV. The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the Independent registered valuer:

Not applicable, since the issuance and allotment of the Equity Shares and Warrants are being made for cash.

XV. Valuation for consideration other than cash:

Not applicable

XVI. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Not Applicable, since the Company has not made any allotment on a preferential basis during the current financial year 2026-2027.

XVII. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Non-Promoter Group and Promoter Group Category as mentioned in the clause I(a) and I(b) of the Explanatory Statement.

XVIII. Lock-In Period:

The Equity Shares and Warrants including equity shares arising upon conversion of warrants shall be locked in for such period as may be specified under the SEBI (ICDR) Regulations.

XIX. The current and proposed status of the Proposed Allottees post the Preferential Issue namely, promoter or non-promoters:

a. Equity shares on a preferential basis

Sr. no.	Name of the Proposed Allottee	Current Status	Post Status
1	Sapna Taparia	Non Promoter	Non Promoter
2	Nisha Vikram Jain	Non Promoter	Non Promoter
3	Mahendra Nimba Chaudhari	Non Promoter	Non Promoter
4	Desai Ajaykumar Hawabhai	Non Promoter	Non Promoter
5	Reshu Rohit Taja	Non Promoter	Non Promoter
6	Jogani Bharat Himmatbhai	Non Promoter	Non Promoter
7	Manojkumar Jagdishbhai Patel	Non Promoter	Non Promoter
8	Rajeshkumar Popatbhai Dhameliya	Non Promoter	Non Promoter
9	Ghanshyam Ravjibhai Lunagariya	Non Promoter	Non Promoter
10	Sagarkumar Sureshbhai Pipaliya	Non Promoter	Non Promoter
11	Rishita Pinakin Modi	Non Promoter	Non Promoter
12	Bhupendrabhai D Jivani	Non Promoter	Non Promoter
13	Nimishaben R Mehta	Non Promoter	Non Promoter
14	Raasha Fincap Private Limited	Non Promoter	Non Promoter
15	Brijmohan Shyamsunder Agrawal	Non Promoter	Non Promoter
16	Bhadresh Jayantilal Shah	Non Promoter	Non Promoter
17	Nipaben Bhadreshkumar Shah	Non Promoter	Non Promoter
18	Shah Smit Bhadreshbhai	Non Promoter	Non Promoter
19	Archi Bhadresh Shah	Non Promoter	Non Promoter
20	Lalchand Bodhwani	Non Promoter	Non Promoter
21	Harsora Vedant Kavatkumar	Non Promoter	Non Promoter

Sr. no.	Name of the Proposed Allottee	Current Status	Post Status
22	Sanjay Satynarayan Kheradi	Non Promoter	Non Promoter
23	Bhajan Lal (HUF)	Non Promoter	Non Promoter
24	Rajput Ravindra B	Non Promoter	Non Promoter
25	M/s Profit Planners (a Partnership firm represented through its partners Mr. Saurabh Uttamchand Bansal and Mrs. Rani Saurabh Bansal)	Non Promoter	Non Promoter
26	Vijaykumar Ajaykumar Agrawal	Non Promoter	Non Promoter
27	Banshi Lal	Non Promoter	Non Promoter
28	Hanjariram Bhagchand Bishnoi	Non Promoter	Non Promoter
29	Jaykishan K Vishnoi	Non Promoter	Non Promoter
30	Hiteshkumar Prabhulal Kubadiya	Non Promoter	Non Promoter
31	Paras Rasiklal Vadera	Non Promoter	Non Promoter
32	Amita Alpesh Kubadiya	Non Promoter	Non Promoter
33	Sureshbhai Mafatlal Mehta	Non Promoter	Non Promoter
34	Siddhi Abhishek Shah	Non Promoter	Non Promoter
35	Sunu Philip Mathew	Non Promoter	Non Promoter
36	Hasmukh Bapulal Sadhani	Non Promoter	Non Promoter
37	Dhimal Shaileshbhai Sanghvi	Non Promoter	Non Promoter
38	Jigarkumar Pitamberdas Maheshvar	Non Promoter	Non Promoter
39	Gangaram Viraram Bishnoi	Non Promoter	Non Promoter
40	Pradeep R Mundhra	Non Promoter	Non Promoter
41	Kuldeepkumar Chhaganbhai Sangani	Non Promoter	Non Promoter
42	Dhruvkumar N Mayani	Non Promoter	Non Promoter
43	Sanjay Ramniklal Madhvani	Non Promoter	Non Promoter
44	M/s Yasho Wealth Investor (a Partnership firm represented through its partners Mr. Anurkumar Muktilal Koradiya and Mr. Dev Milankumar Koradiya)	Non Promoter	Non Promoter
45	Mahendar Kumar	Non Promoter	Non Promoter
46	Sua Kumari	Non Promoter	Non Promoter
47	Jatinkumar M Shah	Non Promoter	Non Promoter
48	Mukeshkumar Harishkumar Tekwani	Non Promoter	Non Promoter
49	Rakesh Mahendra Desai	Non Promoter	Non Promoter
50	Patel Balvantkumar Jivanbhai	Non Promoter	Non Promoter
51	Aastha Hitesh Bhansali	Non Promoter	Non Promoter
52	Yava Trading Private Limited	Non Promoter	Non Promoter
53	Priyanka Aashish Jalan	Non Promoter	Non Promoter
54	Jigar Dineshkumar Shah (HUF)	Non Promoter	Non Promoter
55	Palak Sunny Mehta	Non Promoter	Non Promoter
56	Purvi Ricky Shah	Non Promoter	Non Promoter
57	Jinay Navinchandra Koradiya	Non Promoter	Non Promoter
58	Rajat Nirmal Jain	Non Promoter	Non Promoter
59	Patel Hasmmukhbhai Dhulabhai	Non Promoter	Non Promoter
60	Rameshbhai M Kathiriya	Non Promoter	Non Promoter
61	Upendra Babubhai Kanani	Non Promoter	Non Promoter
62	Rasilaben Kishorbhai Italiya	Non Promoter	Non Promoter
63	Suresh Kumar Mundra	Non Promoter	Non Promoter
64	Paras Kumar Lodariya	Non Promoter	Non Promoter
65	Chandreshbhai Nanjibhai Javia	Non Promoter	Non Promoter
66	Jitendra Kumar	Non Promoter	Non Promoter
67	M/s Mahakal Enterprise (a Partnership firm represented through its partners Mr. Deepak Dhirubhai Vekaria and Mr. Vishal Dulabhai Vasani)	Non Promoter	Non Promoter
68	Dhorajiya Mehulkumar R	Non Promoter	Non Promoter
69	Maganbhai Girdharbhai Varsani	Non Promoter	Non Promoter
70	Kishorbhai T Donda	Non Promoter	Non Promoter
71	Jayeshkumar Devjibhai Kevadiya	Non Promoter	Non Promoter
72	Miren Vinubhai Kevadiya	Non Promoter	Non Promoter
73	Darshan Hiteshkumar Rupapara	Non Promoter	Non Promoter

Sr. no.	Name of the Proposed Allottee	Current Status	Post Status
74	Shah Dinakaben Kamleshkumar	Non Promoter	Non Promoter
75	Navnitkumar R Radadiya	Non Promoter	Non Promoter
76	Chandrikaben Alpeshbhai Tejani	Non Promoter	Non Promoter
77	Darshnabahen Pankajkumar Devmurari	Non Promoter	Non Promoter
78	Gami Kalpesh F	Non Promoter	Non Promoter
79	Swiss Precious Metals LLP	Non Promoter	Non Promoter
80	Poonam Ajay Dhanuka	Non Promoter	Non Promoter
81	Arjun Bijlani	Non Promoter	Non Promoter
82	Kundaliya Sachin Bhaveshbhai	Non Promoter	Non Promoter

I.b. Convertible Warrants on a preferential basis

Sr.no.	Name of the Proposed Allottee	Current Status	Post Status
1	Hiteshkumar Maganlal Chosaliya	Non Promoter	Non Promoter
2	Dhara Mehta	Non Promoter	Non Promoter
3	Ashu Bishnoi	Non Promoter	Non Promoter
4	Kamya Abhishek Kamdar	Non Promoter	Non Promoter
5	Piyush L Mavani	Non Promoter	Non Promoter
6	Desai Rohankumar Hasmukhbhai	Non Promoter	Non Promoter
7	Yagnik B Tank	Non Promoter	Non Promoter
8	Sahilkumar Manharbhai Sanspara	Promoter Group	Promoter Group
9	Sneha Manharbhai Sanspara	Promoter Group	Promoter Group
10	Mihir Jayantibhai Sanspara	Promoter Group	Promoter Group
11	Jinal Manharbhai Sanspara	Promoter Group	Promoter Group
12	Dipesh Dinesh Sanspara	Promoter Group	Promoter Group
13	Rameshbhai B Dhameliya	Non Promoter	Non Promoter
14	Shailesh M Sardhara	Non Promoter (KMP)	Non Promoter (KMP)
15	Kuldeep Singh	Non Promoter	Non Promoter
16	Aniket Dhirubhai Ranpara	Non Promoter (KMP)	Non Promoter (KMP)
17	Baldaniya Piyush Babubhai	Non Promoter	Non Promoter
18	Ronak M Shiroya	Non Promoter	Non Promoter
19	Chanchpara Vikesh	Non Promoter	Non Promoter
20	Asmitaben Dilipbhai Chodavadiya	Non Promoter	Non Promoter

The Proposed Allottees comprise individuals from both the promoter group and the non-promoter category. The proposed allotment, if approved, will not lead to any change in the control or management of the Company.

XX. Practicing Company Secretary's Certificate:

The certificate from Ms. Pinal Kandarp Shukla, Principal Partner of M/s Dhirren R. Dave & Co, Company Secretaries (UIN:PI 996GJ002900) pursuant to Regulation 163(2) of the SEBI LODR Regulations certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the members at the EGM and will also be made available on the Company's website and can be accessed at link <https://euroindiafoods.com/wp-content/uploads/2026/06/PCS-PCA-CERTIFICATE.pdf>

XXI. Pending preferential issue:

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

XXII. Undertakings:

- Neither the Company nor any of its directors or promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The said preferential issue is not for consideration other than cash;
- The Proposed Allottees of Equity shares and Convertible Warrants have not sold or transferred any equity shares during the 90 (ninety) trading days preceding the relevant date.
- All equity shares allotted by way of the Preferential Issue shall be made fully- paid up at the time of the allotment.

- The Company shall make an application to Stock Exchange at which the existing equity shares are listed, for listing of the aforementioned Equity Shares including equity shares arising out of conversion of warrants;
- The Proposed Allottees of Equity shares and Convertible Warrants have not been barred from accessing the capital market or has been restrained by any regulatory authority, from, directly or indirectly acquiring equity shares of the Company.
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;
- Issue of the said Equity Shares (including those arising from exercise of Warrants) would be well within increased Authorised Share Capital of the Company.
- Since the promoters are not pledging any shares that are either subject to lock-in or already locked-in under the SEBIICDR Regulations, the provisions of Regulation 167A shall not be applicable.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolutions for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares and Warrants as specifically described in the resolutions set out at Item Nos. 2 and 3 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 2 & 3 in the accompanying notice for approval by the Members.

Mr. Sahilkumar Manharbhai Sanspara, Director of the Company (a proposed allottee under the Preferential Issue), Ms. Sneha Manharbhai Sanspara and Ms. Jinal Manharbhai Sanspara (proposed allottees under the Preferential Issue), are relatives of Mr. Manharbhai Jivanbhai Sanspara, Director of the Company. Further, Mr. Mihir Jayantibhai Sanspara (who is a proposed allottee under the Preferential Issue) is a son of Mr. Jayantibhai Sanspara who is an immediate relative (brother) of Mr. Manharbhai Jivanbhai Sanspara and Mr. Dinesh Jivanbhai Sanspara, Directors of the Company. Mr. Dipesh Dinesh Sanspara, Director of the Company (a proposed allottee under the Preferential Issue) is a relative of Mr. Dinesh Jivanbhai Sanspara, Director of the Company. Additionally, Mr. Shailesh M. Sardhara, Chief Financial Officer of the Company, and Mr. Aniket Dhirubhai Ranpara, Company Secretary and Compliance Officer of the Company (proposed allottees under the Preferential Issue). Other than above, none of other Directors or any Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution except to the extent of their shareholding in the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR EURO INDIA FRESH FOODS LIMITED**

**SD/-
ANIKET RANPARA
COMPANY SECRETARY & COMPLIANCE OFFICER**

PLACE: SURAT

DATE: JUNE 19, 2026

REGISTERED OFFICE:

PLOT NO. A 22/1 G.I.D.C. ICHHAPORE,

SURAT, GUJARAT, INDIA, 394510

CIN: LI5400GJ2009PLC057789