



Best Quality Best Taste



Manufacturer of Potato Chips, Extruded Products,
Namkeen, Juices & Packaged Drinking Water

Date: November 18, 2025

To
The Manager- Listing Department,
The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, -Bandra (E),
Mumbai- 400051.

Scrip Code/Symbol: EIFFL

Subject: Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Respected Sir/ Madam,

Pursuant to Regulation 30 of SEBI LODR, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement, seeking approval of the Members for the resolutions mentioned in the Notice.

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 3/2022 dated 5 May, 2022, Circular Number 11/2022 dated 28 December 2022, Circular No. 09/2023 dated 25 September, 2023, Circular No. 09/2024 dated 19 September, 2024 and Circular No. 03/2025 dated 22 September, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), the Postal Ballot Notice is being sent only by electronic mode to the Members whose names appear on the Register of Members/List of Beneficial Owners as on Monday, 17 November, 2025 (cut-off date) and whose e-mail addresses are registered with the Company/Depositories. As per the provisions of the MCA Circulars, Members can vote only through the remote e-voting process.

The Company has engaged the services of KFIN Technologies Limited for providing remote e-voting facility to all its Members. The voting through remote e-voting will commence at 9 a.m. (IST) on Thursday, 20 November, 2025 and shall end at 5 p.m. (IST) on Friday, 19 December, 2025. The results of postal ballot will be declared on or before Tuesday, 23 December, 2025.

The Postal Ballot Notice is also available on the Investors Relations section of the Company's website at www.euroindiafoods.com

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **EURO INDIA FRESH FOODS LIMITED.**

JYOTI DARSHAN
CHAUDHAN

Digitally signed by JYOTI
DARSHAN CHAUDHAN
Date: 2025.11.18 17:34:17 +05'30'

JYOTI D. CHAUDHAN

(Company Secretary & Compliance Officer)

Place: Surat

Encl: As Above.



EURO INDIA FRESH FOODS LIMITED

(Formerly known as Euro India Fresh Foods Private Limited)

Reg. office: A-22/1, Ichhapore GIDC, Hazira-Magdala Road, Surat-394510, Gujarat, India. CIN: L15400GJ2009PLC057789. Email ID: info@euroindiafoods.com Website: www.euroindiafoods.com Phone: 0261-2913021/3041

NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013 (INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT THEREOF FOR THE TIME BEING IN FORCE) AND REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Dear Member(s),

Notice is hereby given that the resolutions set out below is proposed to be passed by the members of **EURO INDIA FRESH FOODS LIMITED** ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated 8th December, 2021 and Circular Number 3/2022 dated 5th May, 2022 and Circular Number 11/2022 dated 28 December 2022, Circular No. 09/2023 dated 25th September, 2023, Circular No. 09/2024 dated 19th September, 2024 and Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed Mrs. Pinal Kandarp Shukla, Principal Partner of M/s Dhirren R. Dave & Co., Practicing Company Secretaries (Firm Registration No. P1996GJ002900) as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email address is registered with KFin Technologies Limited ("KFinTech"), the Company's Registrar and Share Transfer Agent, and / or the Depository Participant(s) and therefore, the hard copy of the Postal Ballot Notice along with Postal

Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only.



The Board of Directors of the Company recommends approval of the Members for the Resolution appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolution setting out material facts and the reason for the Resolution is annexed hereto.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Friday, 19 December, 2025 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizers will submit their report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Tuesday, 23 December, 2025, and will be displayed on the Company's website www.euroindiafoods.com and will also be communicated to the NSE Limited and KFin Technologies Ltd (KFin). The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

Item No. 1 – To approve and ratify Material Related Party Transaction(s) between the Euro India Fresh Foods Limited and J R Foods & Beverages

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

“RESOLVED THAT pursuant to Regulations 2(1)(zc), 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party Transactions, consent of the Members be and is hereby accorded to the Board of Directors of the Company (“the Board”), to enter into, continue and/or carry out existing and/or proposed contract(s), arrangement(s) and transaction(s) with J R Foods & Beverages, a partnership firm which is a related party of the Company, for purchase or sale of goods, availing or rendering of services, lease of machinery, lease of premises and any other transactions in the ordinary course of business and on an arm's length basis, for an aggregate value not exceeding ₹300 crore (Rupees Three Hundred Crore only) during the financial year 2026, as detailed in the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient, including finalising the terms and conditions, executing agreements or other documents, making necessary filings, obtaining approvals from statutory or regulatory authorities and settling any question, difficulty or doubt that may arise in this regard, without any further approval of the Members.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Director, Chief Financial Officer, Company Secretary or any other authorised officer(s) of the Company to give effect to this Resolution.”

**By order of the Board of Directors
For Euro India Fresh Foods Limited**

Date: 15-11-2025
Place: Surat

**Sd/-
Jyoti Darshan Chauhan
Company Secretary & Compliance Officer**



Notes:

1. A Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder setting out material facts and reasons for the proposed Resolutions, is annexed hereto and forms part of this Notice.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on cut-off date i.e. Monday, November 17, 2025. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.euroindiafoods.com and at website of the Stock Exchange i.e. NSE limited at www.nseindia.com and on the website of <https://evoting.kfintech.com>.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s KFIN Technologies Limited.
5. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, SS-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all the members of the Company. The Company has engaged the services of Kfin Technologies Limited (KFIN) to provide the e-voting facility.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 14th November, 2025. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
7. The e-voting period commences on Thursday, 20 November, 2025 at (9.00 A.M.) and ends on Friday, 19 December, 2025 at (5.00 P.M.) During this period, shareholders of the Company, as on the cut-off date of Monday, November 17, 2025 may cast their vote electronically. The e-voting module shall be disabled by KFIN for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The instructions for e-voting are annexed to this Notice.
8. Mrs. Pinal Kandarp Shukla, Principal Partner of M/s Dhirren R. Dave & Co., Practicing Company Secretaries (Firm Registration No. P1996GJ002900), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
9. The Scrutinizers will submit their report, to the Chairman & Managing Director, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot will be announced on or before Tuesday, 23 December, 2025 and communicated to Stock Exchanges, where the equity shares of the Company are listed.
10. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, 19 December, 2025.
11. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to cs@euroindiafoods.com.



12. For any queries/grievances, in relation to voting through post or electronic means, members may contact Registrar and Transfer Agent (RTA) i.e. Kfin Technologies Limited.

PROCEDURE FOR REMOTE E-VOTING

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on 17th November, 2025 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by KFinTech.

The instructions for E-voting are as under:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> To register click on link : https://eservices.nsdl.com Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Proceed with completing the required fields. Follow steps given in points 1 <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ 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 held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFinTech. On successful selection, you will be redirected to KFinTech e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e. Kfintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, 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 options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:



- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **9315**, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc..). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., **EURO INDIA FRESH FOODS LIMITED- POSTAL BALLOT** and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative on its behalf to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id: uttamshetty@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "EURO INDIA FRESH FOODS LIMITED-POSTAL BALLOT".
- {B} Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- (i) Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/>.

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.



(ii) Alternatively, member may send an e-mail request at the email id along with scanned copy of the signed copy of the request letter ris@kfintech.com. providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the postal ballot notice and the e-voting instructions.

(iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

The Scrutinizer will submit his report to the Company Secretary after completion of the scrutiny and results of the Postal Ballot would be announced by Tuesday, 23 December, 2025 on or before 5.00 p.m. (IST) through Email and the Resolution will be taken as passed, if the results of E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. As indicated earlier, the results will be published on the website of the Company at <http://www.euroindiafoods.com/> besides being notified to National Stock Exchange of India Limited, where the Company's shares are listed. Results will also be posted on the Website of KFin Technologies Ltd at <https://evoting.kfintech.com>.

C. General Instructions

I. In case Members of the Company have not registered their e-mail address:

In compliance with the MCA and SEBI Circular mentioned hereinabove, the Company will send Postal Ballot Notice in Electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only. Therefore, those Members who have not yet registered their e-mail address are requested to get their e-mail addresses temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/>. Post successful registration of email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, member may write to evoting@kfintech.com.

II. The Remote E-voting period commences from 9.00 a.m. (IST) on Thursday, 20 November, 2025 and ends at 5.00 p.m. (IST) on Friday, 19 December, 2025. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of Monday, November 17, 2025, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

III. Subject to the receipt of sufficient votes, the Resolutions shall be deemed to be passed on the last date of voting i.e. on Friday, 19 December, 2025. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.euroindiafoods.com and on the website of Kfintech.

IV. To receive communication through electronic means, including notice of postal ballot members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Kfintech on <https://ris.kfintech.com/clientservices/postalballot/> or contact Ms. C Shobha Anand, Dy. Vice President, Toll Free No. 1800 309 4001, at [Unit: Euro India Fresh Foods Limited] KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

EXPLANATORY STATEMENT [Pursuant to Section 102 of the Companies Act, 2013]

**ITEM NO. 1**

To approve and ratify Material Related Party Transaction(s) between the Euro India Fresh Foods Limited and J R Foods & Beverages

The Company is engaged in business of manufacturing and selling of packaged foods and beverages which are carried out directly or through its related party named as J R Foods & Beverages. In furtherance of its business activities, the Company has entered into / will enter into transactions / agreements / arrangements with related parties in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015. Related Party transactions are at arm's length basis and in the ordinary course of business.

The Company has a set process for the related party transactions undertaken by it. Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee.

The Audit Committee of the Company currently comprises of only Independent Directors. All related party transactions have been unanimously approved by the Audit Committee. The Audit Committee reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

Regulation 23 of the SEBI (LODR) Regulations provides that shareholders' approval should be obtained for related party transactions which individually or taken together with previous transactions during a financial year, exceed the lower of Rs. 1000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity as it is considered material and required shareholders' approval. Based on the audited financial statements for the financial year ended 31 March 2025, the estimated value of the transactions with J R Foods & Beverages during FY 2025-26 is expected to exceed the materiality threshold. Accordingly, approval of the Members is being sought.

A summary of the details of the proposed transactions as required under SEBI Circular dated 14 February 2025 and subsequent amendments is provided in Annexure-I to this Notice.

The Audit Committee, comprising only Independent Directors, has reviewed and approved the proposed transactions, confirming that they are:

- in the ordinary course of business;
- undertaken on an arm's length basis;
- Not prejudicial to the interest of the Company and its public shareholders.

Interest of Directors, Promoters and Relatives

The following Directors/Promoters and their relatives are interested in this Resolution, being partners in the related party entity:

- Mr. Manharbhai Jivanbhai Sanspara
- Mr. Dinesh Jivanbhai Sanspara
- Mrs. Maya Dinesh Sanspara
- Mr. Mahesh Vallabhabhai Mavani

Additionally, the following Directors, being relatives of the above promoters, are also interested:

- Mr. Dipesh Dinesh Sanspara
- Mr. Sahilkumar Manharbhai Sanspara

Except for the above persons, none of the Directors, Key Managerial Personnel, Senior Management personnel or their relatives are concerned or interested in the Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of the **Ordinary Resolution** as set out in Item No. 1 of this Notice.

Annexure – I Details pursuant to SEBI Circular dated 14.02.2025 and amendments latest being issued on 13.10.2025 & Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)"

1. **J R Foods & Beverages**

A (1): Basic details of the related party

S.No.	Particulars of the information	Information provided by the management
A. Details of the related party and transactions with the related party		
A(1). Basic details of the related party		
1.	Name of the related party	J R Foods & Beverages
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing, trading, CSD line packing, job-work processing, dealing in packaged foods, packaged drinking water, non-alcoholic beverages, fruit-based drinks and other allied activities.
A(2). Relationship and ownership of the related party		
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Partners of the related party firm are Promoters / Promoter Group of the Company.
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.</i>	<p>% Shareholding NA</p> <p>% Contribution</p> <ol style="list-style-type: none"> 15% Mrs. Maya Dinesh Sanspara 45% Manharbhai Jivanbhai Sanspara 30 % Dinesh Jivanbhai Sanspara 10% Maheshbhai Mavani <p>% P&L Sharing</p> <ol style="list-style-type: none"> 15% Mrs. Maya Dinesh Sanspara 45% Manharbhai Jivanbhai Sanspara 30 % Dinesh Jivanbhai Sanspara 10% Maheshbhai Mavani
6.	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	<p>Indirect Shareholding</p> <ol style="list-style-type: none"> 34.11% Mr. Manharbhai J. Sanspara 33.13% Mr. Dinesh J. Sanspara 5.80% Mr. Mahesh Mavani 0.10% Mrs. Maya D. Sanspara 0.10% Mr. Dipesh D. Sanspara 0.20% Mrs. Sapnaben M. Sanspara
A(3). Financial performance of the related party		
7.	Standalone turnover of the related party for each of the last three financial years: (₹ crore)	
	F.Y. 2024-25	40.20
	F.Y. 2023-24	11.70
	F.Y. 2022-23	1.21
8.	Standalone net worth of the related party for each of the last three financial years: (₹ crore)	
	F.Y. 2024-25	42.54

	F.Y. 2023-24	39.67																																							
	F.Y. 2022-23	30.44																																							
9.	Standalone net profits of the related party for each of the last three financial years: (₹ crore)																																								
	F.Y. 2024-25	3.03																																							
	F.Y. 2023-24	(4.02)																																							
	F.Y. 2022-23	(1.77)																																							
A(4). Details of previous transactions with the related party																																									
10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. (₹ crore) <i>Note: Details need to be disclosed separately for listed entity and its subsidiary.</i>	2024-25 – 12.49 2023-24 – 04.55 2022-23 – 05.19 The Company does not have any subsidiary.																																							
	<p>F.Y. 2024-25</p> <table border="1"> <thead> <tr> <th>S.No.</th><th>Nature of Transactions</th><th>Amount (₹ crore)</th></tr> </thead> <tbody> <tr> <td>1.</td><td>Sale of goods and Services</td><td>0.08</td></tr> <tr> <td>2</td><td>Rent Income</td><td>0.01</td></tr> <tr> <td>3</td><td>Purchase of Goods</td><td>8.75</td></tr> <tr> <td>4</td><td>Loan given</td><td>3.65</td></tr> </tbody> </table> <p>F.Y. 2023-24</p> <table border="1"> <thead> <tr> <th>S.No.</th><th>Nature of Transactions</th><th>Amount (₹ crore)</th></tr> </thead> <tbody> <tr> <td>1</td><td>Sale of goods and Services</td><td>0.24</td></tr> <tr> <td>2</td><td>Rent Income</td><td>0.01</td></tr> <tr> <td>3</td><td>Purchase of Goods</td><td>4.30</td></tr> </tbody> </table> <p>F.Y. 2022-23</p> <table border="1"> <thead> <tr> <th>S.No.</th><th>Nature of Transactions</th><th>Amount (₹ crore)</th></tr> </thead> <tbody> <tr> <td>1</td><td>Sale of goods and Services</td><td>4.26</td></tr> <tr> <td>2</td><td>Rent Income</td><td>0.01</td></tr> <tr> <td>3</td><td>Purchase of Goods</td><td>0.92</td></tr> </tbody> </table>	S.No.	Nature of Transactions	Amount (₹ crore)	1.	Sale of goods and Services	0.08	2	Rent Income	0.01	3	Purchase of Goods	8.75	4	Loan given	3.65	S.No.	Nature of Transactions	Amount (₹ crore)	1	Sale of goods and Services	0.24	2	Rent Income	0.01	3	Purchase of Goods	4.30	S.No.	Nature of Transactions	Amount (₹ crore)	1	Sale of goods and Services	4.26	2	Rent Income	0.01	3	Purchase of Goods	0.92	
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11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Approx. 14.50 Crore till Audit Committee Approval on 07.10.2025																																							

12.	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No
A(5). Amount of the proposed transactions (All types of transactions taken together)		
14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	300 Crore including the transactions already undertaken for FY 2025-26.
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	208.7%
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	746%
B. Details for specific transactions		
B(1). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of Goods/services, giving loan, borrowing etc.)	Sale/purchase of goods, job-work, lease of machinery, lease of premises, services.
2.	Details of the proposed transaction	Purchase of finished goods; sale of raw materials; job-work; lease of machinery; lease of one plot/premises.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Lease: up to 5 years; RPT value approval applicable for FY 2025-26 and shall be valid upto AGM to be held in the year 2026.
4.	Indicative date / timeline for undertaking the transaction	01-10-2025 to 30-06-2026.
5.	Whether omnibus approval is being sought?	NA
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also	NA

	provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	
7.	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	<ul style="list-style-type: none"> • Ensures continuity of supply chain • Related party facility is nearest → lower logistics cost • Machinery lease avoids idle capacity • Benchmarking done with market rates • Supports long-term operational efficiency and shareholder value
9.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</i>	As Mentioned in A(2)(5)
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP,	
10.	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. <i>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</i>	As Mentioned in A(2)(5)
	a. Name of the director / KMP/ Partner	
	b. Shareholding of the director / KMP/	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA

12.	Other information relevant for decision making.	NA
B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions are routine in nature and in the ordinary course of business & at arm's length. The terms of proposed transactions are as per the market practice and beneficial to the Company and its Shareholders.
2	Basis of determination of price.	Market Rates
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a) Amount of Trade advance b) Tenure c) Whether same is self-liquidating?	As per the standard industry practice.
B (2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: NA		
B(3) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary: NA		
B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: NA		
B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its Subsidiary: NA		
B(6). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: NA		
B(7). Disclosure only in case of transactions relating to payment of royalty: NA		

By order of the Board of Directors
For Euro India Fresh Foods Limited

Date: 15-11-2025
Place: Surat

Sd/-
Jyoti Darshan Chauhan
Company Secretary & Compliance Officer