Melt-n-Mellow

krishival nuts

KRISHIVAL FOODS LIMITED

CIN No. L74120MH2014PLC254748
Registered Office: 1309, Lodha Supremus, Saki Vihar road, opp. MTNL Office, Powai, Mumbai-400072.
Tel no.: +918779558264, Website: www.krishival.com, Email: cs@krishival.com

September 03, 2026

To,

National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400051 **Symbol: KRISHIVAL**	BSE Limited P J Towers, Dalal Street Mumbai - 400 001 **Scrip Code: 544416**

ISIN: INE0GGO01015

Sub: Notice of AGM for the FY 2025-26

Dear Sir / Madam,

In compliance with Reg. 34 of the SEBI (LODR) Regulations, 2015, please find attached herewith notice of AGM of the Company for the FY 2025-26.

Date of Annual General Meeting - Monday, September 28, 2026.

This is for your record and information.

Thanking you,
Yours faithfully,

For KRISHIVAL FOODS LIMITED

RAHUL SURESH GAWANDE

Digitally signed by RAHUL SURESH GAWANDE
Date: 2026.09.03 16:19:56 +05'30'

Rahul Gawande
Company Secretary

KRISHIVAL FOODS LIMITED

CIN No. L74120MH2014PLC254748
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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th (Twelfth) Annual General Meeting (AGM) of the Members of **Krishival Foods Limited** (the Company) will be held on Monday, September 28, 2026 at 04:00 P.M. through Video Conferencing ("VC')/Other Audio-Visual Means ("OVAM") in compliance with the applicable provisions of Companies Act, 2013 and the rules notified there under (Deemed Venue: 1309, Lodha Supremus, Saki Vihar Road, Opp. MTNL Office, Powai, Mumbai – 400072, Maharashtra, India), to transact the following business:

ORDINARY BUSINESS:

1. (a) To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon.

   (b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Report of the Auditors thereon.

2. To declare Final Dividend of Rs. 0.35 (Thirty Five Paise only) per Equity Share of Face Value Rs. 10/- (Rupees Ten only) each for the Financial Year ended 31st March 2026.

SPECIAL BUSINESS:

3. Appointment of Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Audit and Auditors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Tammana Parmar & Associates, Chartered Accountants (Firm Registration No. 014444C), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of five consecutive years, commencing from the conclusion of the 12th Annual General

Meeting to be held in 2026 until the conclusion of the 17th Annual General Meeting to be held in 2031, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors, in addition to applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT the Board of Directors of the Company, including the Company Secretary, be and are hereby authorised to do all such acts, deeds, matters and things and to take all such steps, as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms, returns and other documents with the Registrar of Companies, Stock Exchanges and other regulatory authorities.

4. Re-appointment of Mr. Shailesh Kumar Jain (DIN: 08531336) as a Non-Executive Independent Director of the Company for a second consecutive term.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Shailesh Kumar Jain (DIN: 08531336), who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for re-appointment, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five (5) years, commencing from August 6, 2026 and ending on August 5, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof duly constituted for this purpose) be and is hereby authorised to determine, revise and approve the terms and conditions of the re-appointment, including payment of sitting fees and reimbursement of expenses, in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as may be in force from time to time.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to file the necessary e-forms and returns with the Registrar of Companies and other statutory authorities, issue the letter of re-appointment, make necessary entries in the statutory registers and records of the Company and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, proper or expedient for giving effect to this Resolution, including settling any question, difficulty or doubt that may arise in connection therewith."

5. Re-Appointment of Mr. Neeraj Kulbhushan Taandon (DIN: 08747380) as a Non-Executive Independent Director of the Company for a second consecutive term

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Neeraj Kulbhushan Taandon (DIN: 08747380), who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for re-appointment, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five (5) consecutive years, commencing from August 6, 2026 and ending on August 5, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof duly constituted for this purpose) be and is hereby authorised to determine, revise and approve the terms and conditions of the re-appointment, including payment of sitting fees and reimbursement of expenses, in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as may be in force from time to time.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to file the necessary e-forms and returns with the Registrar of Companies and other statutory authorities, issue the letter of re-appointment, make necessary entries in the statutory registers and records of the Company and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, proper or expedient for giving effect to this Resolution, including settling any question, difficulty or doubt that may arise in connection therewith."

6. Re-Appointment of Mr. Sunil Kumar Agarwal (DIN: 08676321) as a Non-Executive Independent Director of the Company for a second consecutive term

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sunil Kumar Agarwal (DIN: 08676321), who has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is eligible for re-appointment, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of five (5) consecutive years, commencing from October 1, 2026 and ending on September 30, 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee thereof duly constituted for this purpose) be and is hereby authorised to determine, revise and approve the terms and conditions of the re-appointment, including payment of sitting fees and reimbursement of expenses, in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as may be in force from time to time.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to file the necessary e-forms and returns with the Registrar of Companies and other statutory authorities, issue the letter of re-appointment, make necessary entries in the statutory registers and records of the Company and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, proper or expedient for giving effect to this Resolution, including settling any question, difficulty or doubt that may arise in connection therewith."

7. Approval for Additional Loan granted to Melt 'N' Mellow Foods Private Limited, Subsidiary of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and subject to such approvals, consents, permissions and sanctions as may be required from regulatory authorities, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee thereof) to:

- Grant an additional loan of up to Rs.35 Crore (Rupees Thirty Five Crore only) to Melt 'N' Mellow Foods Private Limited, a Subsidiary Company, for its business activities, working capital requirements which may be wholly or partly converted into equity shares in one or more tranches, at a future date, as may be determined on such terms and conditions as the Board may determine in accordance with applicable laws; and

RESOLVED FURTHER THAT such conversion of the new loan into equity shares shall be undertaken in accordance with the provisions of the Companies Act, 2013 and applicable provisions of SEBI Regulations relating to preferential allotment and private placement of securities and relating to disclosure of material related party transactions.

RESOLVED FURTHER THAT the proposed transactions shall be treated as Related Party Transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI LODR Regulations, 2015, as the promoter/director(s) of the Company may be deemed to be interested in the subsidiary company, and such transactions shall be on an arm's length basis and in the ordinary course of business wherever applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the conversion ratio, number of equity shares to be allotted, conversion price, timing of allotment, and all other terms of the issue, in compliance with applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all agreements, deeds, documents, filings and do all acts, matters and things as may be necessary or expedient to give effect to this resolution, including delegation of powers to any Committee of Directors or Officer(s) of the Company."

8. Approval for granting Corporate Guarantee to Melt 'N' Mellow Foods Private Limited, Subsidiary of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and subject to such approvals, consents, permissions and sanctions as may be required from regulatory authorities, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board", which term shall include any Committee thereof) to:

- Grant an additional Corporate Guarantee of up to Rs.35 Crore (Rupees Thirty Five Crore only) to Melt 'N' Mellow Foods Private Limited, a Subsidiary Company, for its business activities, working capital requirements on such terms and conditions as the Board may determine in accordance with applicable laws; and

RESOLVED FURTHER THAT the proposed transactions shall be treated as Related Party Transactions under Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI LODR Regulations, 2015, as the promoter/director(s) of the Company may be deemed to be interested in the subsidiary company, and such transactions shall be on an arm's length basis and in the ordinary course of business wherever applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all agreements, deeds, documents, filings and do all acts, matters and things as may be necessary or expedient to give effect to this resolution, including delegation of powers to any Committee of Directors or Officer(s) of the Company."

9. Approval of Related Party Transaction

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, Regulations 2(1)(zc), 23(4) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee / constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), As mentioned in detail in the Explanatory Statement annexed hereto, to enter into and/or continue transaction(s), contract(s), arrangement(s) and/or agreement(s) with Related Party of the Company, as per list attached in Annexure 2 to this notice on such terms and conditions as may be mutually agreed upon, provided that such transaction(s), contract(s), arrangement(s) and/or agreement(s) are undertaken on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions,methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorized Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
For Krishival Foods Limited

Sd/-
Rahul Gawande
Company Secretary

Date: September 2, 2026
Place: Mumbai

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, as amended ('Act'), setting out the material facts concerning the business with respect to Item Nos. 4 to 9 forms part of this Notice.

2. **Pursuant to the Circular issued by Ministry of Corporate Affairs (MCA Circulars')** Circular No. 14/2020 dated 08.08.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 2/2022 dated 05.05.2022, Circular No. 3/2022 dated 05.05.2022, Circular No. 10/2022, Circular No. 11/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023, Circular No. 09/2024 dated 19.09.2024 and Circular No. 03/2025 dated 22.09 2025 and **Pursuant to the Circular issued by Securities & Exchange Board of India ('SEBI Circular'),** Circular No. SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05. 2022, Circular No. SEBI/HO/CFD/ PoD-2/CIR/2023/4 dated 05.01.2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03.10.2024 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The Notice calling the AGM has been uploaded on the website of the Company at http://www.krishival.com/. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com and BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency

for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.

6. The Company has appointed M/s. NVB & Associates**,** Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process.

7. The result of the e-voting shall be published by the Company Secretary of the Company on or before Tuesday, September 29, 2026.

8. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. while login for attending the Meeting.

10. The record date for dividend is Monday, September 21, 2026.

11. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 22, 2026 to Thursday, September 24, 2026 (both days inclusive) for the purpose of the Annual General Meeting and Dividend of the Company.

12. The e-voting period begins on Friday, September 25, 2026 at 10.00 a.m. and ends on Sunday, September 27, 2026 at 5.00 p.m. During this period, shareholders of the Company, holding shares as on the cut-off date i.e. Monday, September 21, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

13. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by

both the modes, then vote cast by remote e-voting prior to the meeting shall prevail. The Members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights during the meeting also.

14. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e. Monday, September 21, 2026.

15. All documents referred to in this notice are open for inspection at the Registered Office of the Company between 10:00 am to 5:00 pm on any working day till the date of AGM.

16. The facility for voting will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.

17. Pursuant to proviso to Regulation 40(1) of the Regulations, effective 1st April 2019, the Company is not permitted to process requests for transfer of securities, other than transmission or transposition of names in physical form. So, persons holding shares in physical form are requested to take actions for dematerialization of their holdings to ensure hassle free transactions in the shares.

18. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may obtain the nomination form from the RTA. Those holding shares in demat form may approach their DP for registering the nominations.

19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

20. Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2026, if approved at the AGM, will be payable, to those Members of the Company who hold shares:

    a) In dematerialised (‘demat’) mode, based on the beneficial ownership details to be received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on the date of book closure;
    b) In physical mode, if their names appear in the Company’s Register of Members as on the date of book closure;

21. Regulations 12 read with Schedule I of the Listing Regulations requires all Companies to use the facilities of Electronic Clearing Services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.

22. Under the Act, dividends that are unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government.

23. The details of unclaimed dividends for the financial year 2021-22, 2022-23, 2023-24 and 2024-25 and the last date for claiming such dividends are given below:

Financial Year	**Date of Declaration of Dividend**	**Unclaimed Amount as on March 31, 2026**	**Due Date for transfer to IEPF**
2021-22	June 23, 2022	7,170	On completion of 7 years from the date of declaration of dividend
2022-23	July 22, 2023	8,742	On completion of 7 years from the date of declaration of dividend
2023-24	September 13, 2024	61,109	On completion of 7 years from the date of declaration of dividend
2024-25	September 25, 2025	2,351	On completion of 7 years from the date of declaration of dividend

Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above or with the Company's registered office or at cs@krishival.com
List of unpaid dividend is uploaded on Company's website at: https://krishival.com/pages/investors-desk

24. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source on dividend paid to the Members at the prescribed rates.

25. Since the AGM will be held through VC/OAVM, the Route Map and attendance slip is not annexed with this Notice.

    In accordance with SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, shareholders of the company are hereby informed that a special window has been opened from July 07, 2025 to January 06, 2026, for re-lodgement of transfer deeds. Shareholders are to note that this window is only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 for transfer of physical shares, and rejected/ returned/not attended to due to deficiency in the documents/process/or otherwise.

    Shareholders who fall under the above category and wish to re-lodge their transfer requests are hereby advised to initiate the necessary process within the stipulated time frame.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

M/s. Tammana Parmar & Associates, Chartered Accountants (Firm Registration No. 014444C), were appointed as the Statutory Auditors of the Company and are completing their first term of office at the conclusion of the forthcoming 12th Annual General Meeting.

The Board of Directors, at its meeting held on May 04, 2026, based on the recommendation of the Audit Committee, has recommended the re-appointment of M/s. Tammana Parmar & Associates as the Statutory Auditors of the Company for a second term of five consecutive years, to hold office from the conclusion of the 12th Annual General Meeting to be held in 2026 until the conclusion of the 17th Annual General Meeting to be held in 2031 subject to the approval of the Members of the Company.

The proposed re-appointment is in accordance with the provisions of Sections 139, 141 and 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee has considered the eligibility, qualifications, experience, independence and performance of the Statutory Auditors and has recommended their re-appointment for the aforesaid second term. The Board of Directors, after considering the recommendation of the Audit Committee, is of the opinion that the continued association of the Statutory Auditors would be beneficial to the Company.

The Statutory Auditors have furnished their written consent and certificate of eligibility confirming that their re-appointment, if approved, shall be in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. They have also confirmed that they satisfy the applicable criteria for independence and eligibility for re-appointment.

The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors in consultation with the Statutory Auditors, in addition to applicable taxes and reimbursement of reasonable out-of-pocket expenses incurred in connection with the audit. The statutory auditor does not hold any shares in the company.

The Board recommends the resolution set out at Item No. 3 of the accompanying Notice for approval of the Members by way of an Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 4

RE-APPOINTMENT OF MR. SHAILESH KUMAR JAIN (DIN: 08531336) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended the re-appointment of **Mr. Shailesh Kumar Jain (DIN: 08531336)** as a Non-Executive Independent Director of the Company for a second consecutive term of five (5) years commencing from **August 6, 2026** and ending on **August 5, 2031**, subject to the approval of the Members by way of a Special Resolution.

Mr. Shailesh Kumar Jain has consented to act as a Director, confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013, and has submitted a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Shailesh Kumar Jain fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for his re-appointment as an Independent Director and is independent of the management.

Considering his experience, expertise and valuable contribution to the deliberations of the Board and Committees, the Board believes that his continued association would be beneficial to the Company.

Brief profile and other disclosures required under the Companies Act, 2013, Secretarial Standard-2 and the SEBI Listing Regulations are provided in the below table forming part of the Notice. **(Annexure 1)**

Memorandum of Interest

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Shailesh Kumar Jain to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the Resolution No. 4 of the Notice for approval of the members by way of a Special Resolution.

Item No. 5

RE-APPOINTMENT OF MR. NEERAJ KULBHUSHAN TAANDON (DIN: 08747380) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended the re-appointment of **Mr. Neeraj Kulbhushan Taandon (DIN: 08747380)** as a Non-Executive Independent Director of the Company for a second consecutive term of five (5) years commencing from **August 6, 2026** and ending on **August 5, 2031**, subject to the approval of the Members by way of a Special Resolution.

Mr. Neeraj Kulbhushan Taandon has furnished his consent to act as a Director, confirmed that he is not disqualified under Section 164 of the Companies Act, 2013 and has submitted the requisite declaration confirming that he satisfies the criteria of independence prescribed under the Companies Act, 2013 and the SEBI Listing Regulations, 2015.

The Board is satisfied that Mr. Neeraj Kulbhushan Taandon possesses appropriate skills, experience, integrity and expertise and fulfils all conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for re-appointment as an Independent Director.

Considering his experience, expertise and valuable contribution to the deliberations of the Board and Committees, the Board believes that his continued association would be beneficial to the Company.

Brief profile and other disclosures required under the Companies Act, 2013, Secretarial Standard-2 and the SEBI Listing Regulations are provided in the below table forming part of the Notice. **(Annexure 1)**

Memorandum of Interest

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Neeraj Kulbhushan Taandon to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the Resolution No. 5 of the Notice for approval of the members by way of a Special Resolution.

Item No. 6

RE-APPOINTMENT OF MR. SUNIL KUMAR AGARWAL (DIN: 08676321) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended the re-appointment of **Mr. Sunil Kumar Agarwal (DIN: 08676321)** as a Non-Executive Independent Director of the Company for a second consecutive term commencing from **October 1, 2026** and ending on **September 30, 2031**, subject to the approval of the Members by way of a Special Resolution.

Mr. Sunil Kumar Agarwal has furnished his consent to act as a Director, confirmed that he is not disqualified under Section 164 of the Companies Act, 2013 and has submitted the requisite declaration confirming that he satisfies the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Mr. Sunil Kumar Agarwal fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for his re-appointment as an Independent Director and is independent of the management.

Considering his experience, expertise and valuable contribution to the deliberations of the Board and Committees, the Board believes that his continued association would be beneficial to the Company.

Brief profile and other disclosures required under the Companies Act, 2013, Secretarial Standard-2 and the SEBI Listing Regulations are provided in the below table part of the Notice. **(Annexure 1)**

Memorandum of Interest

None of the Director(s) and/or Key Managerial Personnel of the Company or their respective relatives, except Mr. Sunil Kumar Agarwal to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the Resolution No. 6 of the Notice for approval of the members by way of a Special Resolution.

Item No. 7

APPROVAL FOR ADDITIONAL LOAN GRANTED TO MELT 'N' MELLOW FOODS PRIVATE LIMITED, SUBSIDIARY OF THE COMPANY

Pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice.

1. New Loan Proposal

The Board of Directors proposes to grant a new loan of up to Rs.35 Crore to Melt 'N' Mellow Foods Private Limited, a Subsidiary Company of the Company, to meet its working capital requirements.

The loan may be wholly or partly converted into equity shares in one or more tranches at a future date, as may be determined of the subsidiary company at such time and on such terms as may be determined by the Board, in compliance with the Companies Act, 2013 and other applicable laws.

2. Regulatory Compliance:

The proposed new loan will be carried out in compliance with Sections 185, 186 and 188 of the Companies Act, 2013;

For the conversion of loan into shares, compliance with Companies Act, 2013 and SEBI Regulations governing preferential allotment / private placement, relating to disclosure of material related party transactions, will be ensured;

Since the promoter/director(s) of the Company may be deemed to be interested in the subsidiary company, the transaction will be treated as a Related Party Transaction and will be on arm's length basis.

3. Impact and Rationale:

- Strengthens the capital base of the subsidiary company;
- Provides working capital fund requirement;
- Aligns the interests of the holding company with its subsidiary's growth.

4. Particulars of the Transaction

- Name of the Borrower: Melt 'N' Mellow Foods Private Limited
- Nature of relationship: Subsidiary Company
- Proposed New Convertible Loan: Up to Rs. 35 Crores
- Tenure: within 12 months
- Interest rate: 12% per annum
- Conversion option: Convertible into equity shares of the subsidiary at a future date in accordance with applicable law and agreed valuation
- Purpose: Funding business operations and strengthening capital structure

Except Ms. Aparna Sujit Bangar, Managing Director of the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of their interest in the subsidiary company, are concerned or interested in this resolution. Related party shall not be eligible to vote in the said resolution.

The Board recommends the Special Resolution for approval of the members.

Item No. 8

APPROVAL FOR GRANTING CORPORATE GUARANTEE TO MELT 'N' MELLOW FOODS PRIVATE LIMITED, SUBSIDIARY OF THE COMPANY

Pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice.

1. Corporate Guarantee Proposal

The Board of Directors proposes to grant an additional corporate guarantee of up to Rs.35 Crore to Melt 'N' Mellow Foods Private Limited, a Subsidiary Company of the Company, to meet its working capital requirements.

2. Regulatory Compliance:

The proposed corporate guarantee will be carried out in compliance with Sections 185, 186 and 188 of the Companies Act, 2013;

Since the promoter/director(s) of the Company may be deemed to be interested in the subsidiary company, the transaction will be treated as a Related Party Transaction and will be on arm's length basis.

3. Impact and Rationale:

- Strengthens the capital base of the subsidiary company;
- Provides working capital fund requirement;
- Aligns the interests of the holding company with its subsidiary's growth.

4. Particulars of the Transaction

- Name of the Borrower: Melt 'N' Mellow Foods Private Limited
- Nature of relationship: Subsidiary Company
- Proposed Guarantee: Up to Rs. 35 Crores
- Tenure: within 12 months
- Purpose: Funding business operations and strengthening capital structure

Except Ms. Aparna Bangar, Managing Director of the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of their interest in the subsidiary company, are concerned or interested in this resolution. Related party shall not be eligible to vote in the said resolution.

The Board recommends the Special Resolution for approval of the members.

Item No. 9

APPROVAL OF RELATED PARTY TRANSACTION

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, The related party transaction has been approved by the audit committee and Board of Directors.

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by the independent director and the proposed terms of the contract/agreement are in the ordinary course of business and meet the arm's length testing criteria.

The Related Party Transactions will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus mark-up as applicable at the sole discretion of the independent directors.

Except the above related parties, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution. Related party shall not be eligible to vote in the said resolution.

The Board recommends the passing of the resolution set out at the Item No. 9 for approval of the members of the company by way of a special resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is enclosed as **annexure 2**

By Order of the Board of Directors
For Krishival Foods Limited

Sd/-
Rahul Gawande
Company Secretary
M. No. A49344

Date: September 2, 2026
Place: Mumbai

KRISHIVAL FOODS LIMITED

CIN No. L74120MH2014PLC254748
Registered Office: 1309, Lodha Supremus, Saki Vihar road, opp. MTNL Office, Powai, Mumbai-400072.
Tel no.: +918779558264, Website: www.krishival.com, Email: cs@krishival.com

Annexure - 1

Sr. No.	Particular	Mr. Shailesh Kumar Jain	Mr. Neeraj Kulbhushan Taandon	Mr. Sunil Kumar Agarwal
1.	Age (in Year)	38 years	54 years	52 years
2.	DIN	08531336	08747380	08676321
3.	Qualification	Masters in Commerce, Bachelors in Commerce, Practicing Company secretary, LLB	Bachelor of Commerce degree, Post graduation in Business Management	Bachelor of Arts
4.	Date of First appointment on the Board	August 06, 2021	August 06, 2021	October 01, 2021
5.	Terms and Conditions of Reappointment	Mr. Shailesh Kumar Jain is re-appointed as a Non-Executive Independent Director for a second consecutive term of five (5) years, commencing from August 6, 2026 and ending on August 5, 2031, and shall not be liable to retire by rotation.	Mr. Neeraj Kulbhushan Taandon is re-appointed as a Non-Executive Independent Director for a second consecutive term of five (5) years, commencing from August 6, 2026 and ending on August 5, 2031, and shall not be liable to retire by rotation.	Mr. Sunil Kumar Agarwal is re-appointed as a Non-Executive Independent Director for a second consecutive term of five (5) years, commencing from October 1, 2026 and ending on September 30, 2031, and shall not be liable to retire by rotation.
6.	No. of Board Meetings attended during the year	21	20	21
7.	Skill and expertise	Corporate Laws, ROC Compliances, Income Tax, GST and Project Financing	Business Management, Entrepreneurship, Construction Activities and Strategic Decision-Making.	Regulatory Compliance, Financial Matters and Strategic Advisory, and Entrepreneurship.

Annexure - 1

8.	**Background Details/Experience**	Practicing Company Secretary with over 9 years of experience in corporate compliance, taxation and project financing.	Over 20 years of professional experience, including extensive entrepreneurial experience in the construction sector.	Over 20 years of professional experience, including Regulatory Compliance, Financial Matters and Strategic Advisory, and Entrepreneurship.
9.	**Past remuneration**	NA	NA	NA
10.	**Recognition and Awards**	NA	NA	NA
11.	**Job profile Suitability**	Suitable for overseeing corporate governance, statutory compliances, taxation matters and providing independent oversight to the Board	Demonstrated leadership, strategic oversight, and deep compliance expertise within regulated industries, ensuring effective governance and risk management.	Demonstrated leadership, strategic oversight, and deep compliance expertise within regulated industries, ensuring effective governance and risk management.
12.	**Remuneration proposed**	NIL	NIL	NIL
13.	**Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel**	No inter-se relationship between the director and other members of the Board and Key Managerial Personnel of the Company	No inter-se relationship between the director and other members of the Board and Key Managerial Personnel of the Company	No inter-se relationship between the director and other members of the Board and Key Managerial Personnel of the Company
14.	**Shareholding**	NIL	NIL	NIL
15.	**List of Directorship held in other Companies**	List of Companies: 1. Abfin Advisory Private Limited 2. Indian Phosphate Limited 3. UBNC LLP	NA	List of Companies: 1. Siddhivinayak Cashew Industries Private Limited 2. Lotus Tapes (India) Private

Annexure - 1

		(Designated Partner)		Limited 3. Crest Lifesciences Private Limited 4. Crest Healthcare Private Limited 5. Crest Topicals Private Limited 6. Crest Hygiene Private Limited 7. Essae Gears and Transmission Private Limited 8. Essae Digitronics Private Limited 9. Crest Life & Health Private Limited 10. Crest Cure Private Limited 11. Melt 'N' Mellow Private Limited 12. Water Proof Corporation Pvt Ltd 13. Saa Estate LLP (Designated Partner)
16.	**Membership / Chairmanship of Committees of other Boards as on date of AGM Notice**	NA	NA	NA
17.	**Listed entities from which the Director has resigned in the past three years**	NA	NA	NA
18.	**Compliance**	-Consent in Form DIR-2	-Consent in Form	-Consent in Form DIR-2

Annexure - 1

	Confirmations	-DIR-8 (non-disqualification) -Declaration of Independence - Declaration of no SEBI debarment	DIR-2 -DIR-8 (non-disqualification) -Declaration of Independence -Declaration of no SEBI debarment	-DIR-8 (non-disqualification) -Declaration of Independence - Declaration of no SEBI debarment
19.	**Terms of Appointment Availability for Inspection**	On request via email (cs@krishival.com) or at the Registered Office	On request via email (cs@krishival.com) or at the Registered Office	On request via email (cs@krishival.com) or at the Registered Office
20.	**Approval Required**	Special Resolution by Members	Special Resolution by Members	Special Resolution by Members

ANNEXURE 2 TO THE EXPLANATORY STATEMENT

S. No.		Particulars	Siddhivinayak Cashews Industries Private Limited	Melt 'N' Mellow Foods Private Limited	SSBA Innovation Limited
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs				
	a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Siddhivinayak Cashews Industries Private Limited is a wholly-owned subsidiary company of Krishival Foods Limited	Melt 'N' Mellow Foods Private Limited is a subsidiary company of Krishival Foods Limited	There are common directors in Krishival Foods Limited and SSBA Innovation Limited
	b	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company and Siddhivinayak Cashews Industries Private Limited has entered into the following transactions:- 1. Loan - Rs. 3 Crores 2. Investment - Rs. 3 Crores 3. Rent - Rs. 3 Lakhs	The Company and Melt 'N' Mellow Foods Private Limited has entered into the following transactions:- 1. Sale of goods or services - Rs. 5 Crores 2. Loan - Rs. 80 Crores 3. Guarantee - Rs. 80 Crores	The Company and SSBA Innovation Limited has entered into the following transactions:- 1. Rent - Rs. 5 Lakhs
	c	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	**Annual Consolidated Turnover - Rs. 2,92,67,24,491/-** 1. Loan - 1.03% 2. Investment - 1.03% 3. Rent - 0.010%	**Annual Consolidated Turnover - Rs. 2,92,67,24,491/-** 1. Sale of goods or services - 1.70% 2. Loan - 27.33% 3. Guarantee-27.33%	**Annual Consolidated Turnover - Rs. 2,92,67,24,491/-** 1. Rent - 0.017%
2	Justification for the proposed RPTs		Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary				
	a	Details of the source of funds in connection with the proposed transaction	Own Funds	Own Funds	Own Funds
	b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	No	No	N.A.
	c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured Loan @ 12% p.a., repayable on demand	Unsecured Loan @ 12% p.a., repayable on demand	N.A.
	d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the working capital requirements and rental	To meet the working capital requirements	Rental
4	Arm's length pricing and a statement that the valuation, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.		The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship		Mrs. Aparna Sujit Bangar, Managing Director and Mr. Nana Prakash Mhaske,Whole-time Director and KMP of the Company are also a Director on the Board of Siddhivinayak Cashews Industries Private Limited. Their interest or concern, or that of their relatives, is limited to the extent of their respective directorships and KMP positions in the Company and Siddhivinayak Cashew Industries Private Limited	Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also a Director on the Board of Melt 'N' Mellow Foods Private Limited. Her interest, concern, or that of her relatives, is limited only to the extent of his holding directorship / KMP position in the Company and Melt 'N' Mellow Foods Private Limited.	Mrs. Aparna Sujit Bangar, Managing Director and Mr. Sujit Sudhakar Bangar, Whole-time Director and KMP of the Company are also a Director on the Board of SSBA Innovation Limited. Their interest or concern, or that of their relatives, is limited to the extent of their respective directorships and KMP positions in the Company and SSBA Innovation Limited.

ANNEXURE 2 TO THE EXPLANATORY STATEMENT					
S. No.		**Particulars**	**Empyrean Healthcare Private Limited**	**Hamma Foods Private Limited loan by Melt 'N' Mellow Foods Private Limited**	**Aparna Sujit Bangar**
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs				
	a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	There are common directors in Krishival Foods Limited and Empyrean Healthcare Private Limited	Loan to Hamma Foods Private Limited by subsidiary company, Melt 'N' Mellow Foods Private Limited	Promoter and Managing Director of Krishival Foods Limited.
	b	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company and Empyrean Healthcare Private Limited has entered into the following transaction:- 1. Rent - Rs. 2 Lakhs	The Company is making an indirect 1. Loan of Rs. 19 Crores in Hamma Foods Private Limited through its subsidiary, Melt 'N' Mellow Foods Private Limited.	Type: Leave and License Agreement. Licensor: Mrs. Aparna Sujit Bangar. Licensee: Krishival Foods Limited. Tenure: 5 years, commencing from 01 July 2026 and ending on 30 June 2031. License Fee: ₹1,50,000/- per month. Annual License Fee: ₹18,00,000/-. Aggregate License Fee for 5 years: ₹90,00,000/-, assuming the license fee remains unchanged throughout the tenure. The premises shall be used by the Company for its business/official purposes.
	c	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	**Annual Consolidated Turnover - Rs. 2,92,67,24,491/-** 1. Rent - 0.007%	**Annual Consolidated Turnover - Rs. 2,92,67,24,491/-** 1. Loan - 6.49%	N.A.
2	Justification for the proposed RPTs		Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business	The premises are required by the Company for its business/official purposes
3	Details of proposed RPTs relating to any loans, inter-corporate deposits,				
	a	Details of the source of funds in connection with the proposed transaction	Own Funds	Own Funds	N.A.
	b	loans, inter-corporate deposits, advances or investments:	N.A.	No	N.A.
	c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if	N.A.	Unsecured Loan @ 12% p.a., repayable on demand	N.A.
	d	The purpose for which the funds will be utilized by the ultimate	Rental	To meet the working capital requirements	N.A.
4	Arm's length pricing and a statement that the valuation, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.		The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship		Mrs. Aparna Sujit Bangar, Managing Director and Mr. Nana Prakash Mhaske,Whole-time Director , Mr. Anant Pandurang Kulkarni and KMP of the Company are also a Director on the Board of Empyrean Healthcare Private Limited. Their interest, concern, or that of her relatives, is limited only to the extent of their holding directorship / KMP position in the Company and Empyrean Healthcare Private Limited	Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also Director on the Board of Melt 'N' Mellow Foods Private Limited. Her interest, concern, or that of her relatives, is limited only to the extent of his holding directorship / KMP position in the Company and Melt 'N' Mellow Foods Private Limited	Mrs. Aparna Sujit Bangar – Promoter and Managing Director of the Company. She is the Licensor under the proposed Leave and License Agreement and will receive the license fee from the Company.

ANNEXURE 2 TO THE EXPLANATORY STATEMENT

S. No.		Particulars	SSB Capital Advisors	Empyrean Enviro
1	Summary of information provided by the Management to the Audit			
	a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Director of Krishival Foods Limited is Propritor of SSB Capital Advisors	Director of Krishival Foods Limited is partner of Empyrean Enviro
	b	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company and SSB Capital Advisors has entered into the following transaction:- 1. Rent - Rs. 5 Lakhs	The Company and Empyrean Enviro has entered into the following transaction:- 1. Rent - Rs. 5 Lakhs
	c	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	**Annual Consolidated Turnover - Rs. 2,92,67,24,491/-** 1. Rent - 0.017%	**Annual Consolidated Turnover - Rs. 2,92,67,24,491/-** 1. Rent - 0.017%
2	Justification for the proposed RPTs		Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business
3	Details of proposed RPTs relating to any loans, inter-corporate deposits,			
	a	proposed transaction	Own Funds	Own Funds
	b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	N.A.	N.A.
	c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A.	N.A.
	d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Rental	Rental
4	Arm's length pricing and a statement that the valuation, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.		The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship		Mr. Sujit Bangar, Whole-time Director and KMP of the Company is also a propritor in SSB Capital Advisors. His interest, concern, or that of his relatives, is limited only to the extent of his holding directorship / KMP position in the Company and SSB Capital Advisors.	Mr. Sujit Bangar, Whole-time Director and KMP of the Company is also a partner in Empyrean Enviro. His interest, concern, or that of his relatives, is limited only to the extent of his holding directorship / KMP position in the Company and Empyrean Enviro.

The instructions for e-voting are as under: -

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. 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 AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

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

5. 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 AGM/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 AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.krishival.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM 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.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

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

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

(i) The voting period begins on Monday, September 22, 2025 at 10.00 a.m. and ends on Wednesday, September 24, 2025 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, September 18, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & 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 optionwhere 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**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will

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

	vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

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

2) Click on "Shareholders" module.

3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

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

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach

'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(ix) Click on the EVSN for the relevant **KRISHIVAL 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 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@krishival.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

KRISHIVAL FOODS LIMITED

CIN No. L74120MH2014PLC254748
Registered Office: 1309, Lodha Supremus, Saki Vihar road, opp. MTNL Office, Powai, Mumbai-400072.
Tel no.: +918779558264, Website: www.krishival.com, Email: cs@krishival.com

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

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

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

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

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

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

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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

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

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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 cs@krishival.com or support@purvashare.com.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 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.