



# ITALIAN EDIBLES LIMITED

(Formally Known as Italian Edibles Private Limited)

(The Confectioners)



Date: March 02, 2026

To,  
The Listing Department  
NATIONAL STOCK EXCHANGE OF INDIA LTD  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex Bandra-East, Mumbai-400051

Name of the Company: Italian Edibles Limited

NSE Symbol: ITALIANE  
ISIN: INE0R7R01018

Dear Sir/Ma'am,

**Sub.: Postal Ballot Notice**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice, being sent today for seeking approval of the members of the Company by electronic means on the below mentioned Special businesses:

Particulars	Type of resolution
Approval of Material Related Party Transactions with Nutrabella Foods LLP	Ordinary Resolution
Re-appointment of Ms. Anjali Jain (DIN: 07757314) as an Independent Director of the Company	Special Resolution
Re-appointment of Mrs. Devyani Chhajed (DIN: 10276186) as an Independent Director of the Company.	Special Resolution

Please note that in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, postal ballot notice is being sent only in electronic form to all those members, whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) and Central Depository Services (India) Limited, as on Tuesday, February 24, 2026 ("Cut-off Date").

Information pertaining to the period of e-voting is mentioned herein below:

Particulars	Details
E-voting start time and date	From 09:00 a.m. (IST) on Tuesday, March 03, 2026
E-voting end time and date	Upto 05:00 p.m. (IST) on Wednesday, April 01, 2026

This Postal Ballot Notice is also available on the Company's website at <https://www.ofcoursegroup.com/>  
This is for your information and record. Thanking you,

Yours faithfully  
For Italian Edibles Limited  
(Formerly known as Italian Edibles Private Limited)

Ajay Makhija  
Managing Director  
DIN: 02847288



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## POSTAL BALLOT NOTICE



*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, each as amended]*

E-voting start time and date	E-voting end time and date
From 9:00 a.m. (IST) on Tuesday, March 03, 2026	Upto 5:00 p.m. (IST) on Wednesday, April 01, 2026

Dear Member(s),

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") as amended, Secretarial Standard-2 on General Meetings ("**SS-2**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**"), Government of India, for holding general meetings/conducting postal ballot process through remote e-Voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read further with other relevant circulars, with the latest being 03/2025 dated September 22, 2025, ("**the MCA Circulars**") and any other applicable laws and regulations, the following Resolutions, as set out in this Notice, are proposed for the approval of the Members of Italian Edibles Limited ("**the Company**") through Postal Ballot by way of voting through electronic means ("**remote e-Voting**") only.

The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act, SEBI Listing Regulation and Circulars or any other applicable provisions if any, pertaining to the said resolutions setting out the material facts and reasons/rationale thereof, is annexed to this Notice.

In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (RTA)/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. Further, in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ("**NSDL**") for the purpose of providing remote e-Voting facility to its members. The detailed procedure for remote e-Voting is annexed to this Notice.

The remote e-Voting period commences from **Tuesday, March 03, 2026, at 9:00 a.m. (IST)** and ends at **5:00 p.m. (IST) on Wednesday, April 01, 2026**. Members desiring to exercise their vote through the remote e-Voting



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process are requested to carefully read the instructions indicated in this Notice and follow the procedures as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting, not later than 5.00 p.m. (IST) on **Wednesday, April 01, 2026**.

The remote e-Voting facility will be disabled by NSDL immediately thereafter. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e. **Tuesday, February 24, 2026**.

The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by the Chairperson/Board, upon completion of the scrutiny of the votes cast through remote e-Voting.

The results of the Postal Ballot will be announced on or before **Friday, April 03, 2026**. The said results along with the Scrutinizer's Report would be intimated to NSE Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://ofcoursegroup.com/> and on the e-voting website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## Special Businesses: -

### **1. Approval of Material Related Party Transactions with Nutrabella Foods LLP**

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with the rules made thereunder, including any statutory amendment(s) or re-enactment(s) thereof for the time being in force, and in terms of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the Company's Policy on Materiality of and Dealing with Related Party Transactions, and subject to such other approvals, consents, permissions and sanctions as may be necessary, and on the basis of the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent, ratification and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company in respect of related party transactions entered into from April 1, 2025 to September 30, 2025 and to enter into, carry out, continue and/or give effect to related party transaction(s) / contract(s) / arrangement(s) / agreement(s), whether existing or proposed, including any modification(s) thereof, whether undertaken as individual transaction(s) or as a series of transaction(s), with Nutrabella Foods LLP, a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, falling within the definition of 'Related Party Transactions' under Regulation 2(1)(zc) of the SEBI Listing Regulations, as more particularly set out in the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the aforesaid approval of the Members shall cover and apply to the related party transaction(s) (i) undertaken during the period commencing from April 1, 2025 up to the date of the Annual General Meeting held on September 30, 2025, and (ii) proposed to be undertaken or entered into for a period of one year from the date of approval hereof, i.e., from April 1, 2026 to March 31, 2027, on the terms and conditions as set out in the Explanatory Statement annexed hereto.



**RESOLVED FURTHER THAT** the said related party transaction(s) shall be carried out in the ordinary course of business of the Company and on an arm's length basis, notwithstanding that the aggregate value of such transaction(s), whether singly or taken together, may exceed the materiality thresholds prescribed under Regulation 23 of the SEBI Listing Regulations or such other limits as may be applicable from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or desirable to give effect to this Resolution, including finalising, executing and delivering such agreements, contracts and other documents as may be required, obtaining such approvals as may be necessary, and settling any questions, difficulties or doubts that may arise in this regard.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred under this Resolution to any Committee of the Board or to any Director(s) or officer(s) of the Company, as may be deemed appropriate.

**RESOLVED FURTHER THAT** all acts, deeds, matters and things done by the Board of Directors of the Company and/or any Committee thereof in connection with or incidental to the matters referred to or contemplated in this Resolution be and are hereby approved, ratified and confirmed in all respects."

## 2. Re-appointment of Ms. Anjali Jain (DIN: 07757314) as an Independent Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Anjali Jain (DIN: 07757314), who was appointed as an Independent Director of the Company at Extra-ordinary General Meeting of the Company held on August 14, 2023 and who holds office of Independent Director upto August 13, 2026 and has submitted a declaration that she meets the criteria for independence as provided in the Act and SEBI Listing Regulations, and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from August 14, 2026 to August 13, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as



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may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

### 3. Re-appointment of Mrs. Devyani Chhajed (DIN: 10276186) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Devyani Chhajed (DIN: 10276186), who was appointed as an Independent Director of the Company at Extra-ordinary General Meeting of the Company held on August 14, 2023 and who holds office of Independent Director upto August 13, 2026 and has submitted a declaration that she meets the criteria for independence as provided in the Act and SEBI Listing Regulations, and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from August 14, 2026 to August 13, 2031 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**By order of the Board of Directors of  
Italian Edibles Limited  
(Formerly known as Italian Edibles Private Limited)**

Sd/-  
**Akshay Makhija**  
Executive Director and CEO  
DIN: 02787252  
Place: Indore  
Date: February 24, 2026

**Registered Office:**  
309/1/1/8 Block No.03, Mangal Udhog  
Nagar,  
Gram Palda, Indore - 452020  
CIN: L15141MP2009PLC022797  
**Website:** <https://ofcoursegroup.com/>  
**Tel.:** +91 73128 62566  
**E-mail:** [italian\\_edibles@yahoo.com](mailto:italian_edibles@yahoo.com)  
**Date:** February 24, 2026  
**Place: Indore**



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## Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act setting out all the material facts and reasons in respect of the special businesses to be transacted is annexed herewith.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI Listing Regulations, and relevant MCA Circulars, this Notice is being sent only by e-mail to all the members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ CDSL/NSDL, the Company's Registrar and Transfer Agent ('RTA') as on **Tuesday, February 24, 2026 ('Cut-off Date')**, and whose e-mail IDs are registered with the Company/RTA/Depositories/Depository Participants or who will register their e-mail address in accordance with the process outlined in this Notice.
3. Members, whose email IDs are not registered, are requested to contact their DP. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide various communications to the members through email. Members may note that this notice is also available on the Company's website at [www.ofcoursegroup.com](http://www.ofcoursegroup.com) and websites of the Stock Exchange where the shares of the Company are listed i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) as well as on e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the enabling MCA and SEBI Circulars, the Company is pleased to provide remote e-Voting facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility provided by NSDL.
5. The voting rights of the 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., **Tuesday, February 24, 2026 ('Cut-off Date')**. It is clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice. Any person who is not a Member as on Cut-off date should treat this Notice for information purpose only.
6. The remote e-Voting period commences from **9:00 a.m. (IST) on Tuesday, March 03, 2026** and ends at **5:00 p.m. (IST) on Wednesday, April 01, 2026**. The remote e-Voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The vote in this postal ballot cannot be exercised through proxy.



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7. The documents referred to in Explanatory Statement will be made available for inspection by the members. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to [italian\\_edibles@yahoo.com](mailto:italian_edibles@yahoo.com). from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID on or before **5:00 p.m. (IST) on Wednesday, April 01, 2026**.
8. The Board of Directors of the Company has appointed CS Mukesh Siroya (ICSI Membership No. FCS 5682, CoP No. 4157), Proprietor, M/s. M Siroya & Company, Practicing Company Secretaries, Mumbai, failing him CS Bhavyata Raval Acharya (ICSI Membership No. ACS: 25734; CoP: 21758), Partner, M/s. Siroya and BA Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot voting process through remote e-Voting in a fair and transparent manner.
9. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by the Chairperson upon completion of the scrutiny of the votes cast through remote e-Voting.
10. The results of the Postal Ballot will be announced on or before **Friday, April 03, 2026**. The said results along with the Scrutinizer's Report would be intimated to National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <https://www.ofcoursegroup.com/> and on the e-voting website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
11. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-Voting i.e. **Wednesday, April 01, 2026**.
12. Instructions for Members for voting electronically are as under:

## **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.



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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> </ol>

	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  App Store              Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting</p>



	website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*



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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



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- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [siroyam@gmail.com](mailto:siroyam@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.



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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Shubham Manethiya at [evoting@nsdl.com](mailto:evoting@nsdl.com).

## Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 [italian\\_edibles@yahoo.com](mailto:italian_edibles@yahoo.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [italian\\_edibles@yahoo.com](mailto:italian_edibles@yahoo.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## EXPLANATORY STATEMENT

Pursuant to Section 102 and 110 of the Companies Act, 2013 ("Act")

The following Explanatory Statement sets out all material facts relating to the business mentioned in the accompanying Postal Ballot Notice.

### **Item no. 1:**

#### **Approval of Material Related Party Transactions with Nutrabella Foods LLP**

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, notified on March 27, 2025, the provisions of Regulation 23 have been made applicable to SME Listed Entities, i.e., entities having either:

- Paid-up equity share capital exceeding ₹10 crore, or
- Net worth exceeding ₹25 crore

As on March 31, 2025, the Company's paid-up capital stood at Rs. 14,77,71,510 and Net Worth stood at Rs. 43,88,42,124. Accordingly, Regulation 23 became applicable to the Company with effect from April 1, 2025.

Regulation 23(4) of the SEBI Listing Regulations mandates prior approval of shareholders for all material related party transactions, including those entered in the ordinary course of business and conducted at arm's length. Approval is required even if the transactions are in the ordinary course of business and conducted at arm's length.

The Company, in the ordinary course of its business and on an arm's length basis, entered into related party transactions with Nutrabella Foods LLP ("Nutrabella") during the period from April 1, 2025 till September 30, 2025 (date of the Annual General Meeting).

The estimated aggregate value of such transactions exceeded the materiality threshold prescribed under Regulation 23 of the of the SEBI Listing Regulations. Accordingly, the said transactions were placed before the members at the Annual General Meeting held on September 30, 2025 for approval; however, the resolution did not receive the requisite majority. Accordingly, the Company has not entered into any transaction with Nutrabella after September 30, 2025.

In view of the above, and in order to ensure full compliance with the SEBI Listing Regulations, the Company now seeks ratification of the material related party transactions already undertaken during the period from April 1, 2025 to September 30, 2025.

In addition to the above ratification, the Company also seeks prior approval of the members for entering into similar related party transactions with Nutrabella for a period commencing from the date of shareholders' approval (01.04.2026) until one year (31.03.2027) or the next Annual General Meeting of the Company, whichever is later, in accordance with Regulation 23(4) of the SEBI Listing Regulations.

The Company has a long-standing and strategically significant business relationship with Nutrabella, involving the purchase and/or sale of raw materials, consumables, and finished goods. These products are marketed under the Company's established brands, namely Sweet Art Lollipop, Whistle Heart Lollipop, and Standy POP Lollipop, which constitute a core component of the Company's business operations.



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This relationship is critical for:

- Ensuring continuity of operations and uninterrupted supply
- Maintaining consistent quality benchmarks
- Achieving cost efficiencies
- Supporting timely market availability of products

The continuation of this relationship is therefore essential for safeguarding the Company's operational stability, brand reputation, and long-term growth.

The transactions undertaken during the period from April 1, 2025, to September 30, 2025, as well as the proposed transactions for the future period (April 1, 2026 to March 31, 2027), were placed before the Audit Committee and Board along with comparable quotations and pricing benchmarks. The Audit Committee and Board, after due consideration, concluded that the transactions already entered into as aforesaid as well as the transactions proposed to be entered into shall be in the ordinary course of business and at arm's length.

Based on the approval and recommendations of the Audit Committee, the Board of Directors approved the proposal for seeking approval of shareholders for ratification of the past transactions covering the aforesaid period and the proposal for entering into future transactions, subject to the approval of the members.

(i) Mr. Akshay Makhija, Executive Director & CEO and Promoter of the Company;  
(ii) Mr. Harshvardhan Makhija, brother of Mr. Ajay Makhija, Managing Director of the Company; and  
(iii) Mr. Ajay Makhija, Managing Director and Promoter of the Company, being father of Mr. Akshay Makhija and brother of Mr. Harshvardhan Makhija, along with other Promoters and their relatives, are concerned or interested in the resolution to the extent of their interest in Nutrabella.

None of the other Directors, Key Managerial Personnel, or their relatives are concerned or interested in the resolution, except to the extent of their respective shareholding or directorships in the Company, if any.

The Board recommends the Ordinary Resolution set out at Item No. 1 for approval of the Members.

Details of the proposed related party transaction(s) including the information required to be disclosed as part of the explanatory statement pursuant to SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, read with Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 October 13, 2025, and Industry Standards issued by Industry Standards Forum ("ISF") containing the minimum information to be provided to the Audit Committee and members for approval of Related Party Transaction are set out as **Annexure A** attached hereinafter.



## Item No. 2

### Re-appointment of Ms. Anjali Jain (DIN: 07757314) as an Independent Director of the Company.

Ms. Anjali Jain was appointed as an Independent Director on the Board of the Company for a period of 3 (three) years from August 14, 2023 to August 13, 2026 by the Shareholders at the Extra-ordinary General Meeting ("EGM") of the Company held on August 14, 2023, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, Ms. Anjali Jain shall complete her present term as an Independent Director of the Company on August 13, 2026 ("first term" in line with the explanation to Section 149(10) and 149(11) of the Act). Upon completion of her term, she is eligible for re-appointment as Independent Director on the Board of the Company for a second term subject to the approval of the Members by a Special Resolution.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company. Further Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

The Nomination and Remuneration Committee ("NRC") at its Meeting held on February 24, 2026 on the basis of performance evaluation and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Ms. Anjali Jain during her tenure, has recommended to the Board that her continued association would be of immense benefit to the Company.

The performance evaluation of Independent Director was based on various criteria, *inter-alia*, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends, etc.

Ms. Anjali Jain possesses the core skills and competencies identified by the Board, particularly in the areas of regulatory compliance, corporate governance, and risk management. Her expertise supports strong governance practices, effective regulatory oversight, and a robust risk management framework.

Based on the above and the performance evaluation, the Board at its Meeting held on February 24, 2026 has recommended the re-appointment of Ms. Anjali Jain as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from August 14, 2026 to August 13, 2031, (both days inclusive), subject to the approval of the Members by way of a Special Resolution.

The Company has received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Ms. Anjali Jain for the office of Director of the Company. Ms. Anjali Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority(ies) and has given her consent to act as a Director of the Company. The Company has also received a written declaration from Ms. Anjali Jain stating that she meets the criteria of independence as provided under Section 149(6) of the Act and under the Regulation 16(1)(b) of the SEBI Listing Regulations.



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She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Anjali Jain, fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

The Board is of the view that the knowledge and experience of Ms. Anjali Jain will be of immense benefit and value to the Company and, therefore, recommends her re-appointment to the Members.

A copy of the draft letter of appointment of Ms. Anjali Jain setting out the terms and conditions of her appointment is available for inspection by the Members.

The relevant information as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is enclosed herein as **Annexure B**.

Save and except Ms. Anjali Jain and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

In compliance with Section 149 read with Schedule IV of the Act and Regulations of the SEBI Listing Regulations, re-appointment of Ms. Anjali Jain as an Independent Director is placed for the approval of the Members by way of a Special Resolution.

The Board recommends the Special Resolution set out as Item No. 2 for approval of the Members.



## Item No. 3

### Re-appointment of Mrs. Devyani Chhajed (DIN: 10276186) as an Independent Director of the Company.

Mrs. Devyani Chhajed was appointed as an Independent Director on the Board of the Company for a period of Three years from August 14, 2023 to August 13, 2026 by the Shareholders at the Extra-ordinary General Meeting (“EGM”) of the Company held on August 14, 2023, pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Accordingly, Mrs. Devyani Chhajed shall complete her present term as an Independent Director of the Company on August 13, 2026 (“first term” in line with the explanation to Section 149(10) and 149(11) of the Act). Upon completion of her term, she is eligible for re-appointment as Independent Director on the Board of the Company for a second term subject to the approval of the Members by a Special Resolution.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the shareholders of the Company. Further Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

The Nomination and Remuneration Committee (“NRC”) at its Meeting held on February 24, 2026 on the basis of performance evaluation and taking into account the external business environment, the business knowledge, acumen, experience and the substantial contribution made by Mrs. Devyani Chhajed during her tenure, has recommended to the Board that her continued association would be of immense benefit to the Company.

The performance evaluation of Independent Director was based on various criteria, *inter-alia*, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company’s business, understanding of industry and global trends, etc.

Mrs. Devyani Chhajed brings key competencies identified by the Board, including financial analysis and oversight, corporate governance, and regulatory compliance, supporting informed decision-making and strong governance standards.

Based on the above and the performance evaluation, the Board at its Meeting held on February 24, 2026 has recommended the re-appointment of Mrs. Devyani Chhajed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years commencing from August 14, 2026 to August 13, 2031, (both days inclusive), subject to the approval of the Members by way of a Special Resolution.

The Company has received a notice in writing from a Member under Section 160(1) of the Act proposing the candidature of Mrs. Devyani Chhajed for the office of Director of the Company. Mrs. Devyani Chhajed is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority(ies) and has given her consent to act as a Director of the Company. The Company has also received a written declaration from Mrs. Devyani Chhajed stating that she meets the criteria of independence as provided under Section 149(6) of the Act and under the Regulation 16(1)(b) of the SEBI Listing Regulations.



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She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Devyani Chhajed, fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the Management.

The Board is of the view that the knowledge and experience of Mrs. Devyani Chhajed will be of immense benefit and value to the Company and, therefore, recommends her re-appointment to the Members.

A copy of the draft letter of appointment of Mrs. Devyani Chhajed setting out the terms and conditions of her appointment is available for inspection by the Members."

The relevant information as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is enclosed herein as **Annexure C**.

Save and except Mrs. Devyani Chhajed and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No.3 of the Notice. None of the Directors and KMP of the Company are inter-se related to each other.

In compliance with Section 149 read with Schedule IV of the Act and Other Regulation of the SEBI Listing Regulations, re-appointment of Mrs. Devyani Chhajed as an Independent Director is placed for the approval of the Members by way of a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 3 for approval of the Members.



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## Annexure A

### Part A

#### Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1	Name of the related party	Nutrabella Foods LLP ("Nutrabella")
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Nutrabella is engaged in the Production and sale of confectionery items.

#### Relationship and ownership of the related party

1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Mr. Akshay Makhija, Executive Director & CEO of the Company and Mr. Harshvardhan Makhija, brother of Mr. Ajay Makhija - Managing Director, are Designated Partners in Nutrabella.  Mr. Akshay Makhija has made a capital contribution of ₹90,000, representing 90% of the total capital of Nutrabella .
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Listed Entity doesn't hold any shareholding/capital, directly or indirectly, in the related party.
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then <b>capital contribution, if any, made by the listed entity/ subsidiary</b> (in case of transaction involving the subsidiary)	The Listed Entity has not contributed any capital to the related party.
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	The related party does not hold any shares, directly or indirectly, in the Listed Entity.  Mr. Akshay Makhija, Designated Partner of the LLP is the promoter and Whole Time Director of the Listed Entity and holds 37.65% shareholding in the Listed Entity.



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## Details of previous transactions with the related party

- 1 Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year

Particulars	Amount
Purchases	₹52.352 Million
Sales	₹103.882Million

The transaction undertaken by the Company in the last financial year 2024-25 were on arm's length basis and in the ordinary course of business.

- 2 Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.

**From April 1, 2025 to September 30, 2025 the Company has entered into the following transactions:**

Particulars	Amount (Inclusive of taxes, wherever applicable)
Purchases	₹22.951 Million
Sales	₹53.760 Million
Advance Given	₹6.00 Million (Approx.)

**There was no transaction entered into with the related party after September 30, 2025**

- 3 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 financial year

There is no such default.

## Amount of the proposed transaction(s)

- 1 Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders
- (i) Upto Rs. 150 Million per annum (sale)
  - (ii) Upto Rs. 150 Million per annum (purchase)
  - (iii) Upto Rs. 10 Million per annum, on account of advance towards purchase of goods and/or services, from time to time
  - (iv) Upto Rs. 10 Million per annum, on account of receipt of advance towards Sale of goods and/or services, from time to time (Inclusive of taxes, wherever applicable)



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- 2 Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? Yes
- 3 Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year  
 (i) Purchase: 17.65%  
 (ii) Sale: 17.65%  
 (iii) Advance to be given: 1.18%  
 (iv) Advance to be received: 1.18%  
 (Inclusive of taxes, wherever applicable)
- 4 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) Not Applicable
- 5 Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.  
 (i) Purchase: 134.29%  
 (ii) Sale: 134.29%  
 (iii) Advance to be given: 8.96%  
 (iv) Advance to be received: 8.96%  
 (Inclusive of taxes, wherever applicable)

6 Financial Performance of the Related Party for the Immediately Preceding Financial Year (FY 2024-25)

Particulars	FY 2024-2025
Turnover	Rs.111.696 Million
Profit After Tax	Rs.1.906 Million
Net worth	Rs.4.961 Million

Overall Remarks

The financial indicators suggest that the related party has maintained a healthy financial position with adequate liquidity, reasonable profitability, and sufficient capital base to support its ongoing business operations and related transactions with the reporting Listed Entity.

### 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.) The proposed transactions involve **purchase and/or sale of goods, including raw materials, consumables, and finished products** that are part of the Company's regular line of business. These include sugar-boiled confectionery and assorted confectionery items marketed under the Company's established brand names, such as Sweet Art Lollipop, Whistle Heart Lollipop, and



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Standby POP Lollipop.

2 Details of each type of the proposed transaction

**Sales:**

The Company proposes to sell Confectionery Items, Raw Materials, Packaging Materials and semi-finished and finished confectionery products to the related party. These sales are undertaken in the ordinary course of business and on an arm's length basis, for use in the manufacturing and production of finished goods which will be supplied back to the Listed Entity.

**Purchases:**

The Company proposes to purchase Confectionery Items, Raw Materials, and Packaging Materials and semi-finished and finished confectionery products from the related party. Such purchases are made in the ordinary course of business and on an arm's length basis.

3 Tenure of the proposed transaction (tenure in number of years or months to be specified)

One (1) years from the date of approval, i.e., April 1, 2026 to March 31, 2027 or the next Annual General Meeting, whichever is later.

4 Whether omnibus approval is being sought?

Yes

5 Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.

Years	Particulars	Amount (In Millions)
FY 2025-2026 (Includes transactions from 01.04.2025 to 30.09.2025)	Sales	₹53.76
	Purchases	₹22.951
	Trade Advance	₹ 6.00 (Approx.)

Years	Particulars	Amount (In Millions)
FY 2026-2027	Sales	₹150
	Purchases	₹150
	Trade Advance	To be given: ₹ 10 To be taken: ₹ 10



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6 Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity

The related party, (“Nutrabella Foods LLP”), has been associated with the Company since its incorporation on May 03, 2018 and is engaged in the production and sale of confectionery items. Given the nature of the Company’s business, entering into transactions with Nutrabella Foods LLP enables the Company to secure a **reliable and consistent supply** of quality raw materials and semi-finished and finished goods at competitive prices, thereby ensuring **operational continuity and efficiency**.

These transactions are carried out in the ordinary course of business and on an arm’s length basis, and are essential for meeting the Company’s production schedules, market demand, and customer expectations in a **cost-effective and timely manner**. The arrangement also supports better coordination across the value chain, contributing to improved service levels and business agility.

7 Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control

**a. Name of the director / KMP** Mr. Akshay Makhija, Executive Director & CEO, and Promoter of the Company.

Ajay Makhija, Managing Director of the Company.

**b. Shareholding of the director / KMP, whether direct or indirect, in the related party** Mr. Akshay Makhija, Executive Director and CEO of the Company, has made a capital contribution of ₹90,000, representing a 90% stake in Nutrabella.

8 Copy of the valuation or other external party report, if any, shall be placed before the Audit Committee

Not Applicable.

9 Other information relevant for decision making

The Company has obtained competitive quotes from other suppliers and the same are placed before the Audit Committee for consideration and approval.

**Part 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

No such bidding or other process was conducted. Parties are chosen on the basis of product



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of goods or services.

requirement, competitive prices and creditworthiness, on mutually agreed terms.

The Company has obtained competitive quotes from other suppliers and the same are placed before the Audit Committee for consideration and approval.

2 Basis of determination of price. In line with market practice at arm's length

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 (i) Equivalent to the Purchase value of the proposed transaction. However, at any given time, total revolving trade advance given not to exceed Rs 10.00 Million

(ii) Equivalent to the Sale value of the proposed transaction. However, at any given time, total revolving trade advance to be taken not to exceed Rs 10.00 Million

b. Tenure Maximum of 12 Months

c. Whether same is self-liquidating? The proposed transaction is self-liquidating as the payments arising from the sale and purchase of goods (i.e., confectionery items, raw materials, and packaging materials) are directly offset through revenue generated from the subsequent sale of finished goods. This ensures that the transaction finances itself over the normal business cycle without creating any long-term funding requirement or external financial exposure.

### Minimum Information, as required pursuant to Industrial Standard dated June 26, 2025 has been provided herein below for the consideration of the shareholders for approval of Material RPTs:

1	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Please refer Part A mentioned above
2	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and	Please refer "Basic details of the proposed transaction" point 6



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	other material terms and conditions of RPT	
3	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed and taken note of the certificate placed before it by Mr. Ajay Makhija, Managing Director and Mr. Satyanarayan Rawat, Chief Financial Officer of the Company, confirming that proposed RPT(s) are in the interest of the Company.
4	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	Approval of the Audit Committee in the meeting dated 24.02.2026
5	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	Not Applicable
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision-making.	Competitive quotes and related information have been obtained from other competitors. However, being commercial secrets, the detailed quotes have not been shared in this report to the shareholders.
7	Any other information that may be relevant.	<p>The Company seeks ratification of the material related party transactions already undertaken during the period from April 1, 2025 to September 30, 2025 and seeks prior approval of the members for entering into similar related party transactions with Nutrabella for a further period commencing from the date of shareholders' approval until one year or the next Annual General Meeting of the Company, whichever is later, in accordance with Regulation 23(4) of the SEBI Listing Regulations.</p> <p>The transactions entered during the period from April 1, 2025 to September 30, 2025 were conducted at arm's length basis and in ordinary course of business. Similarly, all proposed transactions with the Related Party shall be conducted at arm's</p>



# ITALIAN EDIBLES LIMITED

(Formally Known as Italian Edibles Private Limited)



(The Confectioners)

		<p>length basis and in ordinary course of business.</p> <p>It is to be noted that the promoter and promoter group have not derived/ shall not derive any disproportionate economic benefit from the said transactions and the commercial terms of the transactions were/ shall be in the best interest of all stakeholders and of the Company.</p> <p>All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>
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By order of the Board of Directors of  
**Italian Edibles Limited**  
 (Formerly known as Italian Edibles Private Limited)

Sd/-

**Akshay Makhija**  
 Executive Director and CEO  
 DIN: 02787252

Place: Indore  
 Date: February 24, 2026



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## Annexure B

Details of Director seeking re-appointment [pursuant to Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Anjali Jain
Director Identification Number (DIN)	07757314
Date of Birth	23/03/1991
Age	34
Qualification	Company secretary.
Terms and conditions of appointment / re-appointment	Re-appointment for a term of 5 years, not liable to retire by rotation
Profile, Experience and Expertise in specific functional areas	<b>Ms. Anjali Jain</b> is Non - Executive Independent Director of our Company. She is an Associate member of the Institute of Company Secretaries of India with effect from October 20, 2015. Currently she is Company Secretary & Compliance Officer of Gagan Gases Limited. She was appointed on the Board on August 14, 2023 as the Independent Director of the Company. She has over 9+ years of experience in the field of secretarial compliance.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer the Explanatory Statement annexed to the Notice
Details of remuneration sought to be paid	Ms. Anjali Jain will be entitled to sitting fees for attending meetings of the Board and Committee(s) thereof and reimbursement of out- of pocket expenses incurred by her in connection thereto. In addition, she would be entitled to commission out of profits, if any, as determined by the Board of Directors of the Company and as permitted by law.
Details of remuneration last drawn by such person (FY 2024-25)	Rs. 120000/- (Sitting Fees)
Date of first appointment on Board	14-08-2023
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel (KMPs)	Ms. Anjali Jain is not related to any other Director or any Key Managerial Personnel of the Company.



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Name of the Director	Anjali Jain
The number of meetings of the Board attended during the financial year 2024-25	7 (seven)
Listed entities from which the Director has resigned from directorship in last three (3) years	1. Samyak International Limited
Other Directorships (excluding Italian Edibles Limited)	1. Savy Infraand Logistics Limited
Membership / Chairmanship of other Board Committees (excluding Italian Edibles Limited)	<b>A. Savy Infraand Logistics Limited</b> i. Nomination and Remuneration Committee - Member ii. Stakeholder's Relationship Committee - Member



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## Annexure C

Details of Director seeking re-appointment [pursuant to Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Devyani Chhajed
Director Identification Number (DIN)	10276186
Date of Birth	17/03/1991
Age	34
Qualification	Company secretary.
Terms and conditions of appointment / re-appointment	Re-appointment for a term of 5 years, not liable to retire by rotation
Profile, Experience and Expertise in specific functional areas	<p><b>Ms. Devyani Chhajed</b> serves as a Non-Executive Independent Director of the Company. She is a practicing Chartered Accountant and an Associate Member of the Institute of Chartered Accountants of India, holding a valid Certificate of Practice. She was appointed to the Board of the Company as an Independent Director on August 14, 2023. Ms. Chhajed has over four years of experience in the field of Accounting and Finance. She has also been serving as an Independent Director on the boards of various companies, contributing her expertise in financial oversight, governance, and compliance.</p>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer the Explanatory Statement annexed to the Notice
Details of remuneration sought to be paid	Mrs. Devyani Chhajed will be entitled to sitting fees for attending meetings of the Board and Committee(s) thereof and reimbursement of out-of pocket expenses incurred by her in connection thereto. In addition, she would be entitled to commission out of profits, if any, of the Company as determined by the Board of Directors of the Company and within the limits already approved by the Members of the Company and as permitted by law.
Details of remuneration last drawn by such person (FY 2024-25)	Rs 1,20,000 (Sitting Fees)
Date of first appointment on Board	14-08-2023
Shareholding in the Company	Nil



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## (The Confectioners)

Relationship with other Directors and Key Managerial Personnel (KMPs)	Mrs. Devyani Chhajed is not related to any other Director or any Key Managerial Personnel of the Company.
The number of meetings of the Board attended during the financial year 2024 - 25	7 (seven)
Listed entities from which the Director has resigned from directorship in last three (3) years	Nil
Other Directorships (excluding Italian Edibles Limited)	<ol style="list-style-type: none"> <li>1. KCD Industries India Limited</li> <li>2. Topworth Urja &amp;Metals Limited</li> <li>3. Govindah Nutrition Limited</li> <li>4. Shanti Overseas(India)Limited</li> <li>5. KCL Infra Projects Limited</li> </ol>
Membership / Chairmanship of other Board Committees (excluding Italian Edibles Limited)	<p><b>A. KCL Infra Projects Limited</b></p> <ol style="list-style-type: none"> <li>i. Audit Committee- Member</li> <li>ii. Nomination and Remuneration Committee- Member</li> <li>iii. Stakeholder’s Relationship Committee - Member</li> <li>iv. Risk Management Committee – Member</li> </ol> <p><b>B. KCD Industries India Limited</b></p> <ol style="list-style-type: none"> <li>i. Audit Committee- Chairperson</li> <li>ii. Nomination and Remuneration Committee- Member</li> <li>iii. Stakeholder’s Relationship Committee – Member</li> </ol> <p><b>C. Govindah Nutrition Limited</b></p> <ol style="list-style-type: none"> <li>i. Audit Committee- Chairperson</li> <li>ii. Nomination and Remuneration Committee- Chairperson</li> <li>iii. Stakeholder’s Relationship Committee – Member</li> </ol> <p><b>D. Topworth Urja &amp;Metals Limited</b></p> <ol style="list-style-type: none"> <li>i. Audit Committee- Member</li> <li>ii. Nomination and Remuneration Committee- Chairperson</li> <li>iii. Stakeholder’s Relationship Committee – Member</li> </ol>



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By order of the Board of Directors of  
Italian Edibles Limited  
(Formerly known as Italian Edibles Private  
Limited)

Sd/-

Akshay Makhija  
Executive Director and CEO

DIN: 02787252

Place: Indore

Date: February 24, 2026

**Registered Office:**

309/1/1/8 Block No.03, Mangal Udyog Nagar,  
Gram Palda, Indore - 452020

CIN: L15141MP2009PLC022797

**Website:** <https://ofcoursegroup.com/>

**Tel.:** +91 73128 62566

**E-mail:** [italian\\_edibles@yahoo.com](mailto:italian_edibles@yahoo.com)

**Date:** February 24, 2026

**Place:** Indore