



ITALIAN EDIBLES LIMITED

(Formerly Known as Italian Edibles Private Limited)

(The Confectioners)



Date: September 30, 2025

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

NSE Symbol: ITALIANE
ISIN: INE0R7R01018

Ref.: Regulation 30 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Sub.: Proceedings and Voting Results of the 15th Annual General Meeting

Dear Sir/Ma'am,

We wish to inform you that the 15th Annual General Meeting ("AGM") of the Company was held on Tuesday, September 30, 2025, at 01:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the SEBI Listing Regulations along with the Circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI. The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company at 309/1/1/8 Block No.03, Mangal Udyog Nagar, Gram Palda, Indore – 452020.

As per the provisions of the Companies Act, 2013 ("the Act") and the SEBI Listing Regulations read with relevant circulars issued in this regard, the Company had provided the facility of remote e-voting and e-voting facility at the AGM to the Shareholders holding shares as on the cut-off date i.e. September 23, 2025 to enable them to cast their vote electronically on the Resolutions proposed in the Notice of the 15th AGM. The e-voting commenced from September 27, 2025 (Saturday) at 09:00 a.m. (IST) and ended on September 29, 2025 (Monday) at 05:00 p.m. (IST).

The Board of Directors had appointed Mr. Mukesh Siroya, Proprietor of M/s. M Siroya and Co., Practicing Company Secretary, as the Scrutinizer for the remote e-voting and e-voting at the AGM. Mr. Mukesh Siroya has carried out the scrutiny of all the electronic votes received upto 05:00 p.m. (IST) on Monday, September 29, 2025 and e-voting at the AGM till the conclusion of the AGM and has submitted his consolidated report on September 30, 2025.

Based on the consolidated report of the Scrutinizer, all the Resolutions as set out in the Notice of the 15th AGM have been duly approved by the Shareholders with a requisite majority.

The AGM commenced at 01:00 p.m. (IST) and concluded at 01:17 p.m. (IST).

In this regard, please find enclosed the following:

- ❖ Summary of proceedings of the 15th AGM of the Company pursuant to Regulation 30 read with Schedule III and other applicable provisions of the SEBI Listing Regulations.
- ❖ Disclosure pertaining to the voting results of remote e-voting before and during the AGM, pursuant to provisions of Regulation 44(3) of SEBI Listing Regulations.
- ❖ Consolidated Report of the Scrutinizer dated September 30, 2025, pursuant to Section 108 of the Act and Rules made thereunder.



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The voting results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company at www.ofcoursegroup.com

This is for your information and records.

Thanking You,

Yours Faithfully,

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

Ajay Makhija
Managing Director
DIN: 02847288

Encl(s): As above



Summary of proceeding of the 15th Annual General Meeting of the Company pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 15th Annual General Meeting ("AGM" or "Meeting") of the Members of Italian Edibles Limited ("the Company") was held on Tuesday, September 30, 2025, at 01:00 p.m. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") (deemed venue was the registered office of the Company at 09/1/1/8 Block No. 03, Mangal Udyog Nagar, Gram Palda, Indore, Madhya Pradesh – 452020). The Meeting was held in compliance with the Companies Act, 2013 read with the Rules framed thereunder and the Circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") and the Secretarial Standards issued by the Institute of Company Secretaries of India.

Ms. Dhruvi Gandhi – the Company Secretary and Compliance Officer of the Company welcomed all the Members present through VC. The Company Secretary informed the Members on various aspects including participation in the AGM through VC/ OAVM, facility of remote e-voting conducted before and during the AGM provided by the Company through National Securities Depository Limited ("NSDL").

She notified the members about the presence of all the Directors including Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Key Managerial Personnel, Statutory Auditors Secretarial Auditor and Scrutinizer through Video Conferencing from their respective locations.

The Company Secretary further informed the Members that the Statutory registers and relevant documents were available electronically for inspection by the Members at the AGM.

The Company Secretary introduced Mr. Akshay Makhija, Director & CEO, who was unanimously elected as the Chairman of the Annual General Meeting by the Directors present. Consequently, Mr. Akshay Makhija occupied the Chair.

The Chairperson welcomed the members present at the Meeting. After ascertaining that the requisite quorum was present, the Chairman called the Meeting to order. The Chairman introduced all the Directors, Key Managerial Personnel, Statutory Auditors and Secretarial Auditor attending the AGM. All the Directors were also present at the Meeting.

Since this AGM was held through VC/OAVM, physical attendance of the Members was dispensed with. Accordingly, the facility for appointment of Proxies by the Members was not available for the AGM.

Thereafter, he briefed the members on the business highlights and updates of the Company and delivered his speech.

It was further informed that the Statutory Auditor's Report on the Annual Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Secretarial Audit report for the said period do not contain any qualifications, observations or comments on financial transactions or matters, which have adverse effect on the functioning of the Company, hence, the same was not required to be read at the AGM.

The Chairman then requested Ms. Anjali Jain to take the Chair, as Mr. Akshay Makhija and Mr. Ajay Makhija, was interested in agenda items no. 4, 5, and 8. Accordingly, the meeting proceeded with the agenda items as per the Notice. Ms. Anjali Jain occupied the Chair and took forward the proceedings.



The following items of businesses as laid down in the Notice of 15th AGM held on September 30, 2025, were transacted at the Meeting:

Ordinary Businesses:

1. Consideration and Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon;
2. Declaration of Dividend of Rs.0.10/- per Equity Share for the financial year ended March 31, 2025;
3. Re-appointment of Mr. Ajay Makhija (DIN: 02847288), as a Director, liable to retire by rotation;

Special Businesses:

4. Re-appointment of Mr. Ajay Makhija (DIN: 02847288), as the Managing Director of the Company;
5. Re-Appointment of Mr. Akshay Makhija (DIN: 02787252), as the Whole Time Director and designate him as the Executive Director and Chief Executive Officer of the Company;
6. Authorization to file Change Request Form (CRF) with Ministry of Corporate Affairs (MCA) for updating the Corporate Identification Number (CIN) in their records;
7. Approval to make Loans/ Investments/ Guarantee & Security pursuant to Section 186 of the Companies Act, 2013;
8. Approval of Material Related Party Transactions with Nutrabella Foods LLP.

Thereafter, Mr. Akshay Makhija was requested to occupy the Chair and continue with the proceedings.

The Chairman thereafter requested for commencement of remote e-voting during the AGM for the Members attending the AGM but who did not cast their votes through remote e-voting.

The Chairman informed the Members that the e-voting on the NSDL platform was provided for the next 15 minutes after the conclusion of the meeting.

He announced that the voting results for the resolutions would be declared not later than 48 hours of the conclusion of AGM on receipt of the Scrutinizer's Report from Mr. Mukesh Siroya, Proprietor of M/s. M Siroya and Co, Practicing Company, Scrutinizer for AGM and the Results/ Scrutinizer's report will be placed on the website of the Company, and the same shall also be submitted to the Stock Exchange in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman thereafter thanked the Members for their presence and active participation and support extended to the Company and declared the proceedings as closed and concluded the meeting.

As per the attendance record, **29** Members were present.

The Meeting commenced at 01:00 P.M. (IST) and concluded at **1:17** P.M. (IST) post which the E- voting window was opened for next 15 minutes and unblocked at **1:37** P.M. (IST).

The Scrutinizer's Report and Combined e-voting results have been received and is being filed with the Stock exchange.



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This document does not constitute minutes of the proceedings of the AGM of the Company.

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

Ajay Makhija
Managing Director
DIN: 02847288

General information about company	
Scrip code	000000
NSE Symbol	ITALIANE
MSEI Symbol	NOTLISTED
ISIN	INE0R7R01018
Name of the company	Italian Edibles Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2025
Start time of the meeting	01:00 PM
End time of the meeting	01:17 PM

Scrutinizer Details	
Name of the Scrutinizer	Mukesh Kumar Siroya
Firms Name	M. Siroya and Company
Qualification	CS
Membership Number	F5682
Date of Board Meeting in which appointed	03-09-2025
Date of Issuance of Report to the company	30-09-2025

Voting results	
Record date	23-09-2025
Total number of shareholders on record date	1391
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	22
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consideration and Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10857151	10857151	100	10857151	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3920000	92000	2.3469	28000	64000	30.4348	69.5652
	Poll		0	0	0	0	0	0
	Postal Ballot (if		0	0	0	0	0	0

	applicable)							
	Total	3920000	92000	2.3469	28000	64000	30.4348	69.5652
	Total	14777151	10949151	74.0951	10885151	64000	99.4155	0.5845
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes remote e-voting and e-voting during the Annual General Meeting

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Dividend of Rs.0.10/- per Equity Share for the financial year ended March 31, 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10857151	10857151	100	10857151	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3920000	92000	2.3469	28000	64000	30.4348	69.5652
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	3920000	92000	2.3469	28000	64000	30.4348	69.5652
	Total	14777151	10949151	74.0951	10885151	64000	99.4155	0.5845
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes remote e-voting and e-voting during the Annual General Meeting

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Ajay Makhija (DIN: 02847288), as a Director, liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10857151	10857151	100	10857151	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3920000	92000	2.3469	26000	66000	28.2609	71.7391
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	3920000	92000	2.3469	26000	66000	28.2609	71.7391
	Total	14777151	10949151	74.0951	10883151	66000	99.3972	0.6028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes remote e-voting and e-voting during the Annual General Meeting

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Ajay Makhija (DIN: 02847288), as the Managing Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10857151	10857151	100	10857151	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3920000	92000	2.3469	26000	66000	28.2609	71.7391
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	3920000	92000	2.3469	26000	66000	28.2609	71.7391
	Total	14777151	10949151	74.0951	10883151	66000	99.3972	0.6028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes remote e-voting and e-voting during the Annual General Meeting

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-Appointment of Mr. Akshay Makhija (DIN: 02787252), as the Whole Time Director and designate him as the Executive Director and Chief Executive Officer of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10857151	10857151	100	10857151	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3920000	92000	2.3469	26000	66000	28.2609	71.7391
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	3920000	92000	2.3469	26000	66000	28.2609	71.7391
	Total	14777151	10949151	74.0951	10883151	66000	99.3972	0.6028
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes remote e-voting and e-voting during the Annual General Meeting

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authorization to file Change Request Form (CRF) with Ministry of Corporate Affairs (MCA) for updating the Corporate Identification Number (CIN) in their records.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10857151	10857151	100	10857151	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3920000	92000	2.3469	28000	64000	30.4348	69.5652
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	3920000	92000	2.3469	28000	64000	30.4348	69.5652
	Total	14777151	10949151	74.0951	10885151	64000	99.4155	0.5845
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes remote e-voting and e-voting during the Annual General Meeting

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval to make Loans/ Investments/ Guarantee & Security pursuant to Section 186 of the Companies Act, 2013				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10857151	10857151	100	10857151	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3920000	92000	2.3469	28000	64000	30.4348	69.5652
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0

	Total	3920000	92000	2.3469	28000	64000	30.4348	69.5652
	Total	14777151	10949151	74.0951	10885151	64000	99.4155	0.5845
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	E-voting includes remote e-voting and e-voting during the Annual General Meeting

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution(8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval of Material Related Party Transactions with Nutrabella Foods LLP				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	10857151	0	0	0	0	0	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	3920000	92000	2.3469	28000	64000	30.4348	69.5652
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	3920000	92000	2.3469	28000	64000	30.4348	69.5652
Total		14777151	92000	0.6226	28000	64000	30.4348	69.5652
Whether resolution is Pass or Not.							No	

Disclosure of notes on resolution	Textual Information(1)
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Text Block	
Textual Information(1)	E-voting includes remote e-voting and e-voting during the Annual General Meeting This resolution has not been passed by the Members by the requisite majority, as the number of votes cast in favour of the said resolution is less than the number of votes cast against it.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523; Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,
The Chairperson of 15th Annual General Meeting ("AGM") of the Equity Shareholders
Italian Edibles Limited
(Formerly known as Italian Edibles Private Limited),
309/1/1/8 Block No.03, Mangal Udhog Nagar,
Gram Palda, Indore, Madhya Pradesh, India, 452020

Dear Sir,

Sub: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and e-voting conducted at the 15th Annual General Meeting of Italian Edibles Limited ("AGM") held on Tuesday, September 30, 2025 at 01:00 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Italian Edibles Limited (Formerly Known as Italian Edibles Limited)** (the "Company") for the purpose of:
 - a. Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolutions contained in the notice dated September 03, 2025 convening the AGM ("AGM Notice"); and
 - b. Scrutinizing the remote e-voting facility provided to the shareholders during the AGM through VC/OAVM and who had not cast their vote earlier.
2. The management of the Company is responsible to ensure the compliance with the requirement of the Act and Rules relating to remote e-voting before and during the AGM. My responsibility as a Scrutinizer is restricted to scrutinize remote e-voting conducted before and during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the Notice of the AGM based on the report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), appointed by the Company to provide remote e-voting conducted before and during the AGM.
3. I submit herewith a Consolidated report on the results of remote e-voting before and during the AGM as under:
 - (i) The remote e-voting period remained open from 09:00 a.m. IST on Saturday, September 27, 2025, to 05:00 p.m. IST on Monday, September 29, 2025.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
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- (ii) The Annual Report and the AGM Notice inter-alia indicating the process and manner of e-voting was sent by electronic mode to those Members whose e-mail addresses were registered with the Company or Depositories Participants or Registrar and Transfer Agent – Bigshare Services Private Limited pursuant to the circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”).
- (iii) The voting rights were reckoned as on Tuesday, September 23, 2025, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and during the AGM.
- (iv) The Company had also provided e-voting facility to the members present at the AGM through VC/OAVM and who had not cast their e-votes earlier through the remote e-voting.
- (v) After the conclusion of the AGM, the votes cast through remote e-voting conducted before and during the AGM were unblocked on September 30, 2025 at 01:37 p.m. in the presence of two witnesses, namely Ms. Urvashi Karasi and Ms. Aishwarya Thakker, who were not in employment of the Company.
- (vi) Thereafter, we have scrutinized the votes cast through remote e-voting conducted before and during the AGM and reconciled the same with the records maintained by the Company/ NSDL / Registrar and Transfer Agents of the Company.
- (vii) The consolidated result of remote e-voting before and during AGM is enclosed as an Annexure to this Report.

Yours faithfully,

For M Siroya and Company
Company Secretaries

Countersigned
For Italian Edibles Limited

Mukesh Siroya
Company Secretary
Membership No. FCS 5682;
CP No.: 4157
Firm Registration No.: S2003MH061300
PR No.: 1075/2021
UDIN: F005682G001406103

Akshay Makhija
Executive Director and CEO
DIN: 02787252

Place: Mumbai
Date: September 30, 2025

Place: Indore
Date: September 30, 2025

Enclosed: Annexure

M Siroya and Company
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Annexure to the Report
Results of Remote E-Voting and E-Voting during the AGM of Italian Edibles Limited

Ordinary Business:

Item No.: 1: Ordinary Resolution

Consideration and Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon;

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Remote E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	20	10885151	0	0	20	10885151	99.42
Votes against the resolution	4	64000	0	0	4	64000	0.58
Total	24	10949151	0	0	24	10949151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Remote E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 1 of the AGM Notice has been passed with requisite majority.

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Item No.: 2: Ordinary Resolution

Declaration of Dividend of Rs.0.10/- per Equity Share for the financial year ended March 31, 2025;

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Remote E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	20	10885151	0	0	20	10885151	99.42
Votes against the resolution	4	64000	0	0	4	64000	0.58
Total	24	10949151	0	0	24	10949151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Remote E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 2 of the AGM Notice has been passed with requisite majority.

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Item No.: 3: Ordinary Resolution

Re-appointment of Mr. Ajay Makhija (DIN: 02847288), as a Director, liable to retire by rotation

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Remote E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	19	10883151	0	0	19	10883151	99.40
Votes against the resolution	5	66000	0	0	5	66000	0.60
Total	24	10949151	0	0	24	10949151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Remote E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 3 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

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Special Business:

Item No.: 4: Special Resolution

Re-appointment of Mr. Ajay Makhija (DIN: 02847288), as the Managing Director of the Company

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Remote E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	19	10883151	0	0	19	10883151	99.40
Votes against the resolution	5	66000	0	0	5	66000	0.60
Total	24	10949151	0	0	24	10949151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Remote E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Special Resolution as set out in Item No. 4 of the AGM Notice has been passed with requisite majority.

M Siroya and Company **Company Secretaries**

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Item No.: 5: Special Resolution

Re-Appointment of Mr. Akshay Makhija (DIN: 02787252), as the Whole Time Director and designate him as the Executive Director and Chief Executive Officer of the Company

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Remote E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	19	10883151	0	0	19	10883151	99.40
Votes against the resolution	5	66000	0	0	5	66000	0.60
Total	24	10949151	0	0	24	10949151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Remote E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Special Resolution as set out in Item No. 5 of the AGM Notice has been passed with requisite majority.

M Siroya and Company **Company Secretaries**

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Item No.: 6: Special Resolution

Authorization to file Change Request Form (CRF) with Ministry of Corporate Affairs (MCA) for updating the Corporate Identification Number (CIN) in their records.

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Remote E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	20	10885151	0	0	20	10885151	99.42
Votes against the resolution	4	64000	0	0	4	64000	0.58
Total	24	10949151	0	0	24	10949151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Remote E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Special Resolution as set out in Item No. 6 of the AGM Notice has been passed with requisite majority.

M Siroya and Company **Company Secretaries**

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Item No.: 7: Special Resolution

Approval to make Loans/ Investments/ Guarantee & Security pursuant to Section 186 of the Companies Act, 2013

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Remote E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	20	10885151	0	0	20	10885151	99.42
Votes against the resolution	4	64000	0	0	4	64000	0.58
Total	24	10949151	0	0	24	10949151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Remote E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Special Resolution as set out in Item No. 7 of the AGM Notice has been passed with requisite majority.

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Item No.: 8: Ordinary Resolution

Approval of Material Related Party Transactions with Nutrabella Foods LLP

i) Details of Votes in favour and against the resolution:

	Remote e-voting		Remote E-voting at the AGM		Total		Percent- age (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	13	28000	0	0	13	28000	30.43
Votes against the resolution	4	64000	0	0	4	64000	69.57
Total	17	92000	0	0	17	92000	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
Remote E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above results, I hereby report that the Ordinary Resolution set out in Item No. 8 of the AGM Notice has not been passed by the Members by the requisite majority, as the number of votes cast in favour of the said resolution is less than the number of votes cast against it.

M Siroya and Company
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The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves and signs the Minutes of the AGM.

Thanking you,

Yours faithfully,

For M Siroya and Company
Company Secretaries

Countersigned
For Italian Edibles Limited

Mukesh Siroya
Company Secretary
Membership No. FCS 5682;
CP No.: 4157
Firm Registration No.: S2003MH061300
PR No.: 1075/2021
UDIN: F005682G001406103

Akshay Makhija
Executive Director and CEO
DIN: 02787252

Place: Mumbai
Date: September 30, 2025

Place: Indore
Date: September 30, 2025