

Sheetal

Date: 20/09/2025

To,
The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400 001
Scrip Code: **540757**

To,
The Listing Compliance Dept,
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Bandra (E) Mumbai-400051
Trading Symbol: **SCPL**

Dear Sir/Madam,

Sub: Proceedings of the 12th Annual General Meeting of the Company - Regulation 30 of SEBI (LODR) Regulations, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief proceedings of the 12th Annual General Meeting of SHEETAL COOL PRODUCTS LIMITED are given below:

In compliance of various circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the 12th Annual General meeting of the Company was held today i.e., on Saturday, 20th September 2025 at 12:00 PM through Video Conferencing ('VC') / Other Audio-Visual Means (OAVM) to seek the approval of members of the Company on resolutions set out in the Notice convening the Meeting.

Considering requisite quorum being present the meeting called in order.

The Members were welcomed for 12th Annual General Meeting held through VC/ OAVM.

The Chairman and Managing Director, Whole time Directors, Independent Directors, Compliance officer, Statutory Auditors, Secretarial auditors, Scrutinizer and other panelists of the Company had joined the meeting through video conferencing. The NSDL portal for joining the AGM through Video Conference was also open for Members and speakers to the AGM.

Thereafter, Chairman greeted the shareholders and gave brief introduction of Company's performance and products development, operational and financial performance of the Company.

The notice of AGM, Business transaction items and the Directors' Report already circulated to the members were taken as read. Auditors' report and Secretarial Auditors' Report did not contain any qualification or observations. Necessary statutory registers and documents were made available for inspection by the members during the Meeting through online mode.

The members were informed about the remote e voting facility provided to the members which commenced on Wednesday, 17th September 2025 at 09:00 A.M. and concluded on Friday, 19th September 2025 at 5:00 P.M. Members who were present at AGM through

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Plot No. 75 to 81, G.I.D.C. Estate, Amreli - 365601, Gujarat, INDIA.

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VC were also provided an opportunity to cast their vote through E-voting facility made available by the Company during the Meeting.

It was informed that the Company had appointed Shri Chetan Patel, partner of Chetan Patel and Associates, Company Secretaries as the Scrutinizer for remote e-voting and e-voting during the Annual General Meeting. The combined result of remote e-voting and e-voting during the Annual General Meeting will be announced within 2 working days of the conclusion of the Annual General Meeting on receipt of Scrutinizer's report and will be submitted to the stock exchange separately.

Thereafter, the questions and queries of the shareholders who registered themselves as speakers were considered by the Directors in the Annual General Meeting.

Further, the following items of business as set out in the Notice convening the 12th Annual General Meeting for members were considered:

Ordinary Business:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with Board's Report thereon and Auditors' Reports thereto.
2. To appoint a director in place of Mr. Sanjaybhai Dakubhai Bhuvu (DIN:06616086), who retires by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of the Statutory Auditors. – ORDINARY RESOLUTION

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. H.B. Kalaria & Associates, Chartered Accountants (ICAI registration No. 104571W) be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting to be held in the year 2030, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

Special Business

4. Ratification of Remuneration of Cost Auditor. – ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), a remuneration of Rs.24,190 (Rupees Twenty Four Thousand One Hundred and

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Ninety Only) Including Goods & Service Tax (GST) as applicable and reimbursement of actual travel and out of - pocket expenses, for the Financial Year ending on March 31, 2026, as fixed by the Audit Committee and approved by the Board of Directors of the company, to be paid to M/s Tadhani and Co., Cost Accountants (Firm Registration Number 101837) for the conduct of the Cost Audit of the Company's Milk products be and is hereby ratified and confirmed.”

5. Appointment of Secretarial Auditor. - ORDINARY RESOLUTION

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on recommendation of Audit Committee of Directors and the Board of Directors, M/s Chetan Patel & Associates., Practicing Company Secretaries, be and are hereby appointed as Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years commencing from FY2025-26 to FY2029-30 to undertake Secretarial Audit of the Company, on such remuneration plus applicable taxes, travel and actual out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor from time to time.”

RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized 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.”

6. Re-appointment of Mr. Bhupatbhai Dakubhai Bhuva (DIN: 06616061) as a Whole Time Director of the Company. - SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 196 & 197, Schedule V, other applicable provisions, if any, of the Companies Act, 2013, Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in Articles of Association of the Company and in pursuance of recommendation of by Nomination and Remuneration Committee, the Approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Bhupatbhai D Bhuva (DIN: 06616061) as Managing Director of the Company for a period of Five years with effect from September 5, 2025 to September 4, 2030 on such terms and conditions mentioned hereunder:

Remuneration:

Mr. Bhupatbhai D Bhuva will be paid remuneration of Rs.1,60,000/- (Rupees One Lac Sixty Thousands Only) per month w.e.f. September 05, 2025 with authority to the Board of Directors after receiving recommendations from the Nomination and remuneration Committee to revise the same from time to time in accordance with limits specified in Schedule V to the Companies Act, 2013.

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Other Facilities (In addition to above remuneration):

- He shall also be provided with company-maintained car with driver for performance of his official duties.
- He shall be provided with telephone and other communication facilities at his residence including cell phone to be used for performance of his official duties.
- The Company shall pay premium of health insurance of Mr. Bhupatbhai D Bhuva and his family on yearly basis.
- The Company shall pay the premium on yearly basis for the personal accident cover for Mr. Bhupatbhai D Bhuva.

“RESOLVED FURTHER THAT the Approval of the members of the Company to the Board of Directors of the Company be and is here by accorded, to vary and/or modify the terms and conditions of the Agreement that may be entered as set out in the said agreement including remuneration payable to Mr. Bhupatbhai D Bhuva in such manner and within the limits as prescribed in Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the company in any financial year, during the term of office of Mr. Bhupatbhai D Bhuva, Managing Director of the Company, the above referred remuneration shall be paid to him as minimum remuneration subject to the limits as set out in Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

7. Re-appointment of Mr. Dineshbhai Dakubhai Bhuva (DIN: 06616078 as a Whole Time Director of the Company. - SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 196 & 197, Schedule V, other applicable provisions, if any, of the Companies Act, 2013, Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in Articles of Association of the Company and in pursuance of recommendation of by Nomination and Remuneration Committee, the Approval of members of the Company be and is hereby accorded for the re-appointment of Mr. Dineshbhai D Bhuva (DIN: 06616078) as Whole Time Director of the Company for a period of Five years with effect from September 5, 2025 to September 4, 2030 on such terms and conditions mentioned hereunder:

Remuneration:

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Mr. Dineshbhai D Bhuva will be paid remuneration of Rs.1,50,000/- (Rupees One Lac Fifty Thousand Only) per month w.e.f. September 05, 2025 with authority to the Board of Directors after receiving recommendations from the Nomination and remuneration Committee to revise the same from time to time in accordance with limits specified in Schedule V to the Companies Act, 2013.

Other Facilities (In addition to above remuneration):

- He shall also be provided with company-maintained car with driver for performance of his official duties.
- He shall be provided with telephone and other communication facilities at his residence including cell phone to be used for performance of his official duties.
- The Company shall pay premium of health insurance of Mr. Dineshbhai D Bhuva and his family on yearly basis.
- The Company shall pay the premium on yearly basis for the personal accident cover for Mr. Dineshbhai D Bhuva.

“RESOLVED FURTHER THAT the Approval of members of the Company to the Board of Directors of the Company be and is here by accorded, to vary and/or modify the terms and conditions of the Agreement that may be entered as set out in the said agreement including remuneration payable to Mr. Dineshbhai D Bhuva in such manner and within the limits as prescribed in Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the company in any financial year, during the term of office of Mr. Dineshbhai D Bhuva, Whole Time Director of the Company, the above referred remuneration shall be paid to him as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

8. Re-appointment of Mr. Sanjaybhai Dakubhai Bhuva (DIN: 06616086) as a Whole Time Director of the Company. - SPECIAL RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 196 & 197, Schedule V, other applicable provisions, if any, of the Companies Act, 2013, Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in Articles of Association of the Company and in pursuance of recommendation of by Nomination and Remuneration Committee, the Approval of members of the Company be and is

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hereby accorded for the re-appointment of Mr. Sanjaybhai D Bhuva (DIN: 06616086) as Whole Time Director of the Company for a period of Five years with effect from September 5, 2025 to September 4, 2030 on such terms and conditions mentioned hereunder:

Remuneration:

Mr. Sanjaybhai D Bhuva will be paid remuneration of Rs.1,40,000/- (Rupees One Lac Forty Thousand Only) per month w.e.f. September 05, 2025 with authority to the Board of Directors after receiving recommendations from the Nomination and remuneration Committee to revise the same from time to time in accordance with limits specified in Schedule V to the Companies Act, 2013.

Other Facilities (In addition to above remuneration):

- He shall also be provided with company-maintained car with driver for performance of his official duties.
- He shall be provided with telephone and other communication facilities at his residence including cell phone to be used for performance of his official duties.
- The Company shall pay premium of health insurance of Mr. Sanjaybhai D Bhuva and his family on yearly basis.
- The Company shall pay the premium on yearly basis for the personal accident cover for Mr. Sanjaybhai D Bhuva.

“RESOLVED FURTHER THAT the Approval of members of the Company to the Board of Directors of the Company be and is here by accorded, to vary and/or modify the terms and conditions of the Agreement that may be entered as set out in the said agreement including remuneration payable to Mr. Sanjaybhai D Bhuva in such manner and within the limits as prescribed in Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the company in any financial year, during the term of office of Mr. Sanjaybhai D Bhuva, Whole Time Director of the Company, the above referred remuneration shall be paid to him as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

It was also stated that the e-voting at AGM would be allowed for 15 minutes after conclusion of the meeting.

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As all the business of the meeting were completed, Vote of thanks given to all the Directors, Auditors and Members for attending the meeting and with a vote of thanks to the chair declared the meeting as concluded.

The Meeting Concluded at 12:15 PM.

We request you to take note of the same.

Thanking you,

For SHEETAL COOL PRODUCTS LIMITED

Bhupatbhai Bhuva
Chairman & Managing Director
DIN: 06616061

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