

# Sheetal

**Date: 28/08/2025**

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

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

**Scrip Code: 540757**

**Trading Symbol: SCPL**

**Dear Sir/Madam,**

**SUB: Intimation of 12<sup>th</sup> Annual General Meeting of the Company**

We would like to inform you that the Company's 12<sup>th</sup> Annual General Meeting will be held on Saturday, 20<sup>th</sup> September 2025 through two-way Video Conferencing ('VC') facility or other audio-visual means ('OAVM').

We are enclosing herewith notice of the 12<sup>th</sup> Annual General Meeting of the Company.

The Notice is available on the website of the Company i.e., [www.scplco.com](http://www.scplco.com)

We request you to kindly take the above information on your record.

Thanking you,

**Your Faithfully,**

**For Sheetal Cool Products Limited**

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**Bhupatbhai D Bhuva**  
**Managing Director**  
**DIN: 06616061**

**Encl: As above**

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## **SHEETAL COOL PRODUCTS LIMITED**

Plot No. 75 to 81, G.I.D.C. Estate, Amreli - 365601, Gujarat, INDIA.  
(02792) 240501 | [info@sheetalicecream.com](mailto:info@sheetalicecream.com) | [www.scplco.com](http://www.scplco.com)  
**CIN : L15205GJ2013PLC077205**

**NOTICE**

**NOTICE** is hereby given that 12th Annual General Meeting of the Members of **SHEETAL COOL PRODUCTS LIMITED** will be held on **Saturday, September 20, 2025, at 12.00 PM**, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following businesses:

**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 Bhuva (DIN:06616086), who retires by rotation and being eligible, offers himself for re- appointment.
3. Re-appointment of the Statutory Auditors

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

To consider and if thought fit, to pass without modification(s), the following Resolution as an **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 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**

To consider and, if thought fit, to pass the following resolution as an **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.**

To consider and if thought fit, to pass the following resolution as 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.160,000/- (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.

**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.**

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

Mr. Dineshbhai D Bhuva will be paid remuneration of Rs.150,000/- (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.**

To consider and if thought fit, to pass the following resolution as 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. 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.”

By Order of the Board of Directors  
**For Sheetal Cool Products Limited**

Date: August 25, 2025  
Place: Amreli

Sd/-  
Bhupatbhai D. Bhuva  
Chairman & Managing Director  
[DIN: 06616061]

**NOTES**

1. Information required to be furnished as required under SS-2 and pursuant to Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the particulars of Director who is proposed to be re-appointed is given below:

<b>Name of the Director</b>	<b>Date of Birth</b>	<b>Date of Appointment</b>	<b>Qualification and Expertise in Functional areas</b>	<b>Share holding in the Company</b>	<b>Details of Directorship held in other Companies as on 31.03.2025 along with listed entities from which they have resigned in the past three years</b>	<b>Details of Membership / Chairmanship of Committee(s) held in other Companies as on 31.3.2025 along with listed entities from which they have resigned in the past three years. #</b>	<b>No. of board meetings attended during Financial Year 2024-2025</b>
Mr. Sanjay bhai D. Bhuva	01-06-1978	05-09-2020	He is qualified in Bachelor of Commerce and having vast experience in administration, leadership, and public relations.	18,15,450 Equity Shares	NIL.	NIL.	Seven
Mr. Dinesh bhai D. Bhuva	01-06-1971	05-09-2020	Under Matriculate, He is having expertise in franchise business, corporate relationship management, liasioning, external business affairs, corporate social responsibility etc.	8,48,550 Equity Shares	NIL.	NIL.	Seven
Mr. Bhupat bhai D. Bhuva	13-01-1978	05-09-2020	He is qualified in Bachelor of Commerce and having vast experience in administration, leadership, and public relations.	2,38,800 Equity Shares	NIL.	NIL.	Seven

- Relation of Re-appointed Director with other Directors: Mr. Sanjaybhai Bhuvu being brother Of Dineshbhai Bhuvu and Bhupatbhai Bhuvu.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
  3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
  4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of

Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at <https://staging.bonoboz.in/sheetal/investor-relations/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued from time to time.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on September 17th, 2025 at 09:00 A.M. and ends on September 19th, 2025 at 17:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 12th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 12th September 2025.**

#### **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 and joining virtual meetings 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.

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>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.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 <b>e-Voting</b> page. Click on company name or e-Voting <b>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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 ‘<b>IDeAS</b>’ 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 or joining virtual meeting &amp; voting during the meeting.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="528 1547 879 1756" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<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 My easi 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 e-Voting and joining virtual meeting 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.

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).
  - 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.
  - d) 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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 [chetanpatelcs@gmail.com](mailto:chetanpatelcs@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.
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 (Name of NSDL Official) 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 (Company email id).
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 (Company email id). If you are an Individual shareholder 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 and joining virtual meeting 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@sheetalicecream.com](mailto:cs@sheetalicecream.com) before seven days from the date of Annual General Meeting. The same will be replied by the company suitably.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.
6. Shareholders holding shares in demat mode, not registered their email address and mobile no. with DP, are immediately requested to register with your DP.
7. CS Chetan B. Patel of M/s. Chetan Patel & Associates Practicing Company Secretaries (ICSI Membership No.5188, COP: 3986) will act as the Scrutinizer to scrutinize the voting during AGM and remote e-voting process in a fair and transparent manner.
8. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the

By Order of the Board of Directors  
**For Sheetal Cool Products Limited**

Date: August 25, 2025  
Place: Amreli

Sd/-  
Bhupatbhai D. Bhuva  
Chairman & Managing Director  
[DIN: 06616061]

**EXPLANATORY STATEMENT**

(Pursuant to section 102(2) of the Companies Act, 2013)

In conformity with the provisions of Section 102(2) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

**Item No. 4 of Special Business:**

Pursuant to provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice, on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and to be ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on 23.05.2025, the Board has considered and approved appointment of M/s Tadhani and Co., Cost Accountants (Registration Number 101837), for the conduct of the Cost Audit of the Cost Records at a remuneration of Rs. 24,190/- Including Goods & Service Tax (GST) as applicable and excluding reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2026.

Accordingly, the Board recommends the resolution set out at Item No. 4 of the Notice for ratification of remuneration by the members in terms of Section 148 of the Companies Act, 2013, as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the passing of the Resolutions set out at Item No. 4.

**ITEM NO. 5 of Special Business**

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a listed entity is required to appoint a Secretarial Audit firm for up to two terms of five consecutive years, subject to Members approval at the Annual General Meeting. In this regard, based on the recommendation of the Audit Committee of Directors, the Board of Directors, at its meeting on August 25, 2025, approved the appointment of M/s. Chetan Patel and Associates. Practicing Company Secretaries, as the Company's Secretarial Auditor for five years commencing from FY2025-26 to FY2029-30, subject to Members' approval, after taking into account the eligibility of the firm's qualification, experience, independent assessment, competency and Company's previous experience based on the evaluation of the quality of audit work done by them in the past. The Company has received a consent letter from Chetan Patel and Associates, confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended. Chetan Patel and Associates hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, Chetan Patel and Associates confirms that they hold a valid peer review certificate issued by ICSI and it fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

Chetan Patel and Associates is a leading firm of practicing Company Secretaries with over more than 24 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc.

The Board of Directors has approved remuneration of and out of pocket expenses for FY26 and for subsequent years of the term, such fee as determined by the Board on recommendation of Audit Committee of Directors in consultation with Chetan Patel and Associates. Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which Chetan Patel and Associates will be remunerated separately on mutually agreed terms. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor. None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 5 of the accompanying Notice.

The Board recommends the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

**Item No.6 of Special Business:**

Mr. Bhupatbhai D Bhuva, Managing Director, having Director Identification Number. 06616061 has been Re-appointed by Board

of Directors in the meeting held on 26th June 2020 as a Managing Director and approved by shareholders at Annual General Meeting of the Company held on 28th December 2020. His term will expire on 04th September 2025. The Board of Directors at their meeting held on 25th August 2025 after receiving recommendation from the Nomination and remuneration committee, has re-appointed Mr. Bhupatbhai D Bhuva (DIN: 06616061) as Managing Director, subject to approval of the members, for a period of five years with effect from 5th September 2025 to 4th September 2030.

Mr. Bhupat Bhai Bhuva, aged 47 with the experience of 30+ years, has been the linchpin of Sheetal Cool Products Limited throughout its historical voyage since its beginning. He is the chairman and the Managing Director of the company. He looks after the day-to-day affairs of the Company related to Administration, Decision Making, Marketing and Sales. He looks after the overall working of various segments like Ice Cream, Indian Savouries, Milk & Milk Products, Sweets, Frozen Food, Vegetable etc. He also holds the post of Recruiter and Financial Manager. All areas, like Human Resource Management, Finance, Accounts, Legal, Systems, Energy Production, Market Expansion and Export, have been well administered to make crowning glory for Sheetal Cool Products Limited by the eminent personality.

The remuneration paid to him is in consonance with the remuneration being paid by Companies of similar size in the industry with respect to experience of the appointee. Further, details such as financial performance, export performance of the Company, and components of the remuneration package of Directors, are given in Directors' Report as well as Report on Corporate Governance.

The Board of Directors recommend passing of the Special Resolution as set out in this Notice. Except Mr. Bhupatbhai D Bhuva, being the proposed beneficiary, Mr. Dineshbhai D Bhuva, Mr. Sanjaybhai D Bhuva and Mr. Dakubhai J Bhuva, no other director or Key Managerial Personnel including their relative is concerned and/or interested in this Resolution.

#### **Item No.7 of Special Business:**

Mr. Dineshbhai D Bhuva, Whole Time Director, having Director Identification Number. 06616078 has been Re-appointed by Board of Directors in the meeting held on 26th June 2020 as a Whole Time Director and approved by shareholders at Annual General Meeting of the Company held on 28th December 2020. His term will get expire on 04th September 2025. The Board of Directors at their meeting held on 25th August 2025 after receiving recommendation from the Nomination and remuneration committee, has re-appointed Mr. Dineshbhai D Bhuva (DIN: 06616078) as Whole Time Director, subject to approval of the members, for a period of five years with effect from 5th September 2025 to 4th September 2030.

Dinesh Bhai Bhuva, aged 54, is the Whole Time Director of Sheetal Cool Products Limited and has led the company in undertaking various projects of social importance and upliftment. Mr. Dinesh Bhai Bhuva plays a vital role in the progressive journey of the company, holding the responsibilities of CSR, New Development, Infrastructure, Human Resource and Parlor Expansion. It is his vision, passion and indefatigable energy that has been instrumental in bringing a small Pan and Cold Drink Shop into a profiled company. He has 30+ years of experience in conceiving and developing Projects solely in the infrastructure of the company and social welfare. His innovative approach on marketing and sales brought out the idea of Cool Parlours, Cool Points, J'Adore Parlours and Smiley parlours of Sheetal Cool Products Limited.

The remuneration paid to him is in consonance with the remuneration being paid by Companies of similar size in the industry with respect to the experience of the appointee. Further, details such as financial performance, export performance of the Company, and components of the remuneration package of Directors, are given in the Directors' Report as well as the Report on Corporate Governance.

The Board of Directors recommend passing of the Special Resolution as set out in this Notice. Except Mr. Dineshbhai D Bhuva, being the proposed beneficiary, Mr. Bhupatbhai D Bhuva, Mr. Sanjaybhai D Bhuva and Mr. Dakubhai J Bhuva, no other director or Key Managerial Personnel including their relative is concerned and/or interested in this Resolution.

#### **Item No.8 of Special Business:**

Mr. Sanjaybhai D Bhuva, Whole Time Director, having Director Identification Number. 06616086 has been Re-appointed by Board of Directors in the meeting held on 26th June 2020 as a Whole Time Director and approved by shareholders at Annual General Meeting of the Company held on 28th December 2020. His term will get expire on 04th September 2025. The Board of Directors at their meeting held on 25th August 2025 after receiving recommendation from the Nomination and remuneration committee, has re-appointed Mr. Sanjaybhai D Bhuva (DIN: 06616086) as Whole Time Director, subject to approval of the members, for a period of five years with effect from 5th September 2025 to 4th September 2030.

Mr. Sanjaybhai D Bhuva, aged 45 with the experience of 23+ years, is the Whole Time Director of Sheetal Cool Products Limited having excellent skills in executing practical solutions since its beginning. He looks after Production Department, Purchase and

coordinates multi-talented workers of various segments like Ice Cream, Indian Savouries, Milk & Milk Products, Sweets, Frozen Food, Vegetable etc. He looks after the offices of Research and Development, the Logistics, Recruitment, QA/QC and the Technical Head.

The remuneration paid to him is in consonance with the remuneration being paid by Companies of similar size in the industry with respect to experience of the appointee.

The Board of Directors recommend passing of the Special Resolution as set out in this Notice.

Except Mr. Sanjaybhai D Bhuva, being the proposed beneficiary, Mr. Bhupatbhai D Bhuva, Mr. Dineshbhai D Bhuva and Mr. Dakubhai J Bhuva no other director or Key Managerial Personnel including their relative is concerned and/or interested in this Resolution.

By Order of the Board of Directors  
**For Sheetal Cool Products Limited**

Date: August 25, 2025  
Place: Amreli

Sd/-  
Bhupatbhai D. Bhuva  
Chairman & Managing Director  
[DIN: 06616061]