

NOTICE OF 31st ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-first (31st) Annual General Meeting of the Company will be held on Monday, 23rd March, 2026, at 11.00 a.m. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

Resolution No. 1: Adoption of Financial Statements

To consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2025, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2025 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Resolution No. 2: Appointment of a director in place of Mr. Karnik Shasankan Pillai (DIN: 08529650) who retires by rotation and being eligible, who offers himself for re-appointment:

To appoint a director in place of **Mr. Karnik Shasankan Pillai (DIN: 08529650)** who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Karnik Shasankan Pillai (DIN: 08529650)** who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Resolution No. 3: Appointment of M/s. J. M. Patel & Bros., Chartered Accountants (Firm Registration Number: 107707W), as Statutory Auditors for a term of 5 (Five) Financial Years from financial year 2025-26 to 2029-30:

To appoint M/s J. M. Patel & Bros., Chartered Accountants as Statutory Auditors of the Company for the period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held in the year 2030 on such remuneration as may be mutually agreed by and between the Board of Directors of the Company and the Auditor of the

Company; and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 141, 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-enactments(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company in their meeting held on July 24, 2025, **M/s J. M. Patel & Bros.**, Chartered Accountants, [Firm Registration No. **107707W**], be and is hereby appointed as Statutory Auditor of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the **36th** Annual General Meeting of the Company to be held in the year 2030, at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any one Director and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

SPECIAL BUSINESS:

Resolution No. 4: Appointment of M/s. J. D. KHATNANI & ASSOCIATES, Practicing Company Secretary as Secretarial Auditors for a term of 5 (Five) Financial Years from financial year 2025-26 to 2029-30:

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

“RESOLVED THAT the approval of the shareholders be and is hereby accorded, pursuant to provisions of Section 204 of the Companies Act 2013 read with Companies (Appointment And Remuneration of Managerial Personnel) Rules 2014, as also as per provisions of Regulation 24A and other applicable provisions of the SEBI (LODR) 2015 (Listing Regulations) and SEBI Circulars issued from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, to appoint **M/s. J. D. KHATNANI & ASSOCIATES**, a firm of Practicing Company Secretaries, Ahmedabad having their ICSI Membership Number **A-50727** and holding a Certificate of Practice Number: **18421** as the Secretarial Auditor of the Company for the next five financial years from **2025-26 to 2029-30** and to hold the office as such from the date of conclusion of the **31st** AGM held for the year 2024-25 up to the date of conclusion of **36th** AGM to be held on 2029-30 upon such remuneration to be fixed by the Board of Directors of the Company with the said Auditors.

RESOLVED FURTHER THAT the said Secretarial Auditors may also be engaged for issue of such further Certificates or reports work as per requirements of the Companies Act 2013 or the SEBI (LODR) 2015 or SEBI (Depositories and Participants) Regulations or such other corporate purposes of the Company.

RESOLVED FURTHER THAT a copy of this Resolution be filed with the office of the Registrar of Companies, Ministry of Corporate Affairs, Stock Exchanges or such other authorities as per requirements and Chairman or MD or any Director of the Company or CFO or Company Secretary of the Company be and are hereby authorized to do all such other things, deeds, matters as may be required or necessary for the purpose of giving effect to this resolution.”

Resolution No. 5: Appointment of Ms. Himali Maheshbhai Thakkar (DIN: 10752931) as an Independent Director, in the category of Non-Executive Director, of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, **Ms. Himali Maheshbhai Thakkar (DIN: 10752931)** who was appointed as an Additional Director, in the category of Non-Executive Independent Director of the Company by the Board of Directors with effect from April 12, 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years.

RESOLVED FURTHER THAT any of the directors of the Company or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Resolution No. 6: Appointment of Mr. Sagar Kumar (DIN: 11225507) as an Independent Director, in the category of Non-Executive Director, of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, **Mr. Sagar Kumar (DIN:11225507)** who was appointed as an Additional Director, in the category of Non-Executive Independent Director of the Company by the Board of Directors with effect from August 07, 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years.

RESOLVED FURTHER THAT any of the directors of the Company or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Resolution No. 7: Appointment of Ms. Komal Manoharlal Motiani (DIN: 10226691) as an Independent Director, in the category of Non-Executive Director, of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, **Ms. Komal Manoharlal Motiani** (DIN: **10226691**) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company by the Implementation and Monitoring Committee with effect from February 18, 2025 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years.

RESOLVED FURTHER THAT any of the directors of the Company or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Resolution No. 8: Approve the change in object clause of the Company and consequent change in Memorandum of Association of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals as may be necessary, consent of the shareholders by way of special resolution be and is hereby accorded to alter the existing Clause III (A) and III (B) of the Memorandum of Association (“the MOA”) of the Company by replacing the existing sub-clauses with new sub-clauses, as under:

****III. (A)** The objects to be pursued by the Company on its incorporation are:

1. To carry on the business in India or elsewhere to process, prepare, crush, refine, blend, filter, deodorize, disintegrate, clean, sort, recover, amalgamate, mix, convert, purify, commercialize, grade, compound, pack, re-pack, disinfect, derive, excavate, explore and extract, import, export, buy, sell, turn to account to act as agriculturists, planters, cultivators, agent, broker, stockiest, dealers, distributors, retailer, wholesaler, merchant, trader, supplier, packer, C & F Agent, representative, consignor, jobworker, manufacturer’s representative, franchiser, collaborator, concessionaires, consultants, advisor, or to work on commission or otherwise to deal in all kind of foods, spices, agriculture produces, commodities, products, items, goods, crops, trees, plants, leaves, herbs, grains, food grains, cereals, pulses, spices, flours, rice, wheat, ground nuts seed, agriculture seeds, soyabeans, castors, mustard, maize, Bajara, cotton, sesame, sesame seeds, oilseeds, edible oils and food products.
2. To irrigate, cultivate, improve, manage, maintain, lease, under-let, exchange, demolish, rebuild, sell or otherwise deal with and to develop lands, undertaking or properties whether belonging to the company

or not and to develop the resources thereof by cleaning, draining, planting, manuring, farming, framing, letting or otherwise and to carry on the business usually carried on by agriculturists, horticulturists, planters, cultivators of tea, coffee, teak, tobacco or any other kind of commercial plantations and owners of agro-industries.

3. To carry on the business of Contract Farming in India or elsewhere and to give on lease farming land for the purpose of Contract Farming.
4. To carry on the business of Meat, fish, poultry and game; meat extracts; preserved, dried and cooked fruits and vegetables; jellies, jams, fruit sauces; eggs, milk and milk products; edible oils and fats, Coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery, ices; honey, treacle; yeast, baking powder; salt, mustard; vinegar, sauces, (condiments); spices; ice, Agricultural, horticultural and forestry products and grains not included in other classes; live animals; fresh fruits and vegetables; seeds, natural plants and flowers; foodstuffs for animals, malt, Beers, mineral and aerated waters, and other non-alcoholic drinks; fruit drinks and fruit juices; syrups and other preparations for making beverages, Advertising, business management, business administration, office functions and Services for providing food and drink; temporary accommodation.
5. To carry on the Wholesale or Retail business of FMCG Products and Dairy Products etc, by either establishing the Retail Stores by its own or in a Franchise Mode or online through it's website, e-commerce platforms, quick commerce mode or the like and to carry on the business of import, export, distribution of all merchandise, and to act as agents, stockiest, distributors for firms and companies in India and abroad.
6. To carry on the business of Organic Farming, Hydrofarming, Agroforestry, Aquaculture, Pastoral Farming, Mixed Farming, Industrial Agriculture, Horticulture, Tillage Farming, Dryland Farming, Shifting Cultivation, Permaculture, etc.

** (B) Incidental or Ancillary Objects for furtherance of the Main objects specified in Clause III(A):

1. To buy, sell, manufacture, repair, alter and exchange, let or hire, export, import, and deal in all kinds of apparatus, articles and things which may be required for the purpose of any of the main business in this Memorandum contained or which may seem capable of being profitably dealt with in connection with any of the said business covered in the main object.
2. To aid, assist, promote, develop and manufacture agricultural implements, agricultural machinery and other equipments and technological development in equipments used in agricultural field and to organise, conduct, or manage engineering or repair shop or workshops of all description and to manufacture, import, export, buy, sell, or otherwise deal in, agricultural machinery, of all kinds and to adopt such means of making known the uses thereof.
3. To advance, deposit, securities and property (not amounting to be business of banking as defined under the Banking Regulations Act, 1949) to or with such persons, firms or bodies corporate as the company may think fit and in particular to customers and others having dealing with the company and on such terms as may deem expedient.
4. To guarantee the payment of money secured by or payable under or in respect of business of the Company.

5. To acquire, purchase, sell, lease, mortgage, pledge, hypothecate, exchange, or dispose of movable or immovable property, rights, or assets of any kind, including land, buildings, business concerns, shares, securities, patents, licenses, and claims, in such manner and for such consideration as the company deems fit. This includes transactions on behalf of or for the benefit of the company, with or without a declared trust in favor of the company, and may involve exchanging assets for shares, debentures, or securities of any other body corporate.
6. To receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulation Act. 1949) and to borrow or raise money in such manner as Company shall think fit and in particular by issue of debentures or debenture-stocks (perpetual or otherwise) and to secure the repayment of any money so borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other company or body corporate of and any obligation undertaken by the Company or any other person or Company, as the case may be. Subject to the provision of the Companies Act 2013 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time as may be applicable.
7. To lend money to such person of the Companies and or such terms and conditions as may seem expedient and in particular to members of the staff, customers and to guarantee the performance of contract by any such persons or companies and to give loans to other body Corporates, provided that company shall not carry any business of the Banking Companies Act or the Insurance Act.
8. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundis, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
9. To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit to the attainment of the main objects of the company.
10. To communicate with chambers of commerce and other mercantile and public bodies throughout the world and concern and promote measure for the protection of the trade, industry and person engaged therein.
11. To subscribe to, become a member of, subsidize and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to and such association, such information may be likely to further the objects of the Company.
12. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and manage any buildings, offices, factories, mills, shops, other works and conveniences which the company may think directly or indirectly conducive to its objects and connected with the main line of business which the company will carry on or advance the interest of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working control and management there-of and to join with any other person or company doing any of these things.

13. To apply for purchase or otherwise acquire, protect and renew in any part of the world, patents, licenses, concession, patent rights, trademarks, designs, copyrights and the like, conferring any exclusive or nonexclusive or limited right to their use, any secret or other information regarding any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use develop or grant license in respect there of otherwise turn to account the right of information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
14. To acquire and undertake the whole or any part of the business, property, or liabilities of any person, firm, or body corporate engaged in activities that the company is authorized to carry on, or possessing property suitable for the company's purposes, or capable of being conducted to directly or indirectly benefit the company. Additionally, to establish, promote, or support the establishment of any company for the purpose of acquiring all or part of the rights, liabilities, and properties of the company, or for any other purpose that may benefit the company, and to place, underwrite, subscribe for, invest in, or otherwise acquire shares, debentures, or securities in such company or companies and to procure the company to be registered or recognized in any part of the world outside the Union of India.
15. To enter into any arrangements with any Government or any Authority, supreme, municipal, local or otherwise that may seem beneficial to any of the Company's object and to apply for, promote and obtain any Act of Parliament, privilege, concession, license or authorization of the Government or any other authority local or otherwise for enabling the company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such Act, privilege, concession, license or authorization.
16. To enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties public and private contractors, firms and individual of all products of the company and to secure contracts for supply to the military, civil and other departments of the Government.
17. To pay for any rights or property acquired by the Company and to remunerate any person, company or public bodies whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
18. To merge, amalgamate, union of interests, co-operation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside or carrying on or engaged in or about to carry on or engage in any activity or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for technical knowhow or for such other purpose that may seem calculated beneficial and conducive to the object of the Company.
19. To establish and equip laboratories and carry on analytical experimental and other work or undertaking and search in relation to the objects of the Company.

20. To pay any premium or salaries and to pay for any property, rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of or for the business, of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debentures-stocks or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully-paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the Company.
21. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
22. To adopt such means of making known the product, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase construction and exhibitions of work of art or general interest, by publication of books and by granting prizes, rewards and donations subjects to the provisions of law.
23. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non- contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pension, allowance, emoluments, bonus, profit , sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time Directors or officers of the Company or any of such other company as aforesaid and the wives, widows, families, dependents or connections of any such person and to provide for the welfare of all or any of the aforesaid person from time to time by subscribing, subsidizing or contributing to any institutions, associations, funds, clubs, trusts profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
24. To aid peculiarly or otherwise any association, body or movement having for its objects any solution, settlement or surmounting of industrial labour problems or the promotion of industry or trade.
25. To subscribe in or donate to or guarantee money for national philanthropic, benevolent, public, general or useful object, fund or organization, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the object of the Company or the interest of its members subject to the provisions of the Companies Act, 2013.

26. To make arrangements with persons engaged in any trade, business or profession for the concession to the company's members, ticket-holders and their friends, of any special rights, privileges and advantages and in particular in regard to the supply of goods.
27. To enter into, approve, and carry out related party transactions as defined under applicable laws and regulations, including but not limited to, related party transactions involving the purchase or sale of goods, services, or assets, and the rendering of services, on such terms and conditions as may be deemed appropriate by the Board of Directors, and to grant omnibus approval for such transactions for the period of one financial year, as permitted under the provisions of the Companies Act, 2013, SEBI LODR, 2018 or any other applicable regulations, subject to compliance with the regulatory and statutory requirements.
28. On winding up of the company, to distribute all or any of the property of the company amongst the members in specific or in kind or proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law and subject to Companies Act. 2013.
29. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the company may from time to time think fit profits of the Company or any moneys received by way of premium on share or debenture issued as a premium by the company and any money received in respect of dividend accrued forfeited shares or any money arising from the sale by the company of forfeited shares or any money arising from the sale by the company of forfeited share or from unclaimed dividend.
30. To obtain or help in obtaining any order or act or notification of any government or legislative for enabling the company to carry any of its objects in to effects for effecting any modification of the company constituting or for any other purpose which may seem expedient and to oppose any procedure or application which may seem calculated directly or indirectly to prejudice the company interest.
31. To undertake and execute any trust the undertaking of which may seem to the company durable and either gratuitously or otherwise.
32. To convert unsecured Loan into Equity of this Company in case the same remains unpaid for a period as mutually decided between the lender and the Company or as mentioned in the Loan Agreement.
33. To apply for, tender, acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
34. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
35. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, attorney, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the

world and to undertake the management of any company or companies having objects altogether or in part similar to those of the Company.

RESOLVED FURTHER THAT necessary revision in numbering the clauses of the Memorandum of Association of the Company shall be carried out.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution.”

Resolution No. 9: Approve the proposal for shifting the registered office of the Company from the State of Maharashtra to the State of Gujarat, and to alter Clause II of the Memorandum of Association of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, re-enactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to the approval of the Central Government (Power Delegated to Regional Director) and/ or any authority(ies) as may be prescribed from time to time, the consent of the members of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of “Maharashtra” to the State of “Gujarat” and the existing clause II of Memorandum of Association regarding Registered Office of the Company be substituted with the following clause:

“II. The Registered Office of the Company will be situated in the State of Gujarat.”

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the company be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds including selection of location of the registered office of the Company within the jurisdiction of Registrar of Companies, Gujarat, Dadra & Nagar Haveli, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according /granting approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/ petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company.”

Resolution No. 10: Approve the change in Name of the Company and Subsequent alteration of Name Clause in the Memorandum of Association and relevant changes in Articles of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and subject to the approval of the Central Government (delegated to the Registrar of Companies) and such other approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to change the name of the Company from **Alka India Limited to AUDROC Limited** or such other name as may be approved by the Registrar of Companies.

RESOLVED FURTHER THAT upon approval of the change of name by the Registrar of Companies and issuance of a fresh Certificate of Incorporation, Clause I (Name Clause) of the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause with the following:

“I. The name of the Company is AUDROC Limited.”

RESOLVED FURTHER THAT the change of name shall not affect any rights or obligations of the Company, nor render defective any legal proceedings by or against the Company, and all documents and instruments executed in the former name shall continue to be effective in the new name.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds and things, and to execute all such documents, forms and writings as may be necessary or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making consequential amendments in the Memorandum and Articles of Association of the Company.”

Resolution No. 11: Adoption of New set of Memorandum of Association of the Company in substitution and to the entire exclusion of the existing Memorandum of Association of the Company in conformity with the Companies Act, 2013:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections **4, 13 and other applicable provisions** of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies and such other approvals as may be necessary, the consent of the Members be and is hereby accorded for adoption of a **new set of Memorandum of Association (MOA)** of the Company, aligned with the format prescribed under the Companies Act, 2013, in substitution of and to the complete exclusion of the existing Memorandum of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution, including filing of necessary forms with the Registrar of Companies and making alterations as may be required by any authority.”

Resolution No. 12: Approve the adoption of new set of Articles of Association in substitution and to the entire exclusion of the existing Articles of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”) read with Companies (Incorporation) Rules, 2014 the draft regulations contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or the Company Secretary of the Company be and is hereby authorized to file necessary e-form with the Registrar of Companies and to take all such steps and actions as may be necessary proper and expedient.”

Resolution No. 13: To consider and approve the enhancement of borrowing limits of the Company under section 180 (1) (c) of Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to borrow, from time to time, any sum or sums of money, whether secured or unsecured, from banks, financial institutions, bodies corporate or any other lenders, whether in India or abroad, by way of loans, credit facilities, issue of debentures or other instruments, or otherwise, notwithstanding that the money so borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not exceed ₹ 5,000 crore (Rupees Five Thousand Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including executing all agreements, documents, deeds, and writings in connection therewith.”

Resolution No. 14: To consider and approve enhancement of limits under Section 186 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to make loans, give guarantees, provide security or make investments in shares, securities or other instruments of any body corporate or other person, whether in India or outside India, up to an aggregate amount not exceeding ₹ 5,000 crores (Rupees Five Thousand Crores only), notwithstanding that such loans / guarantees / security / investments, together with the

Company's existing loans, guarantees, security or investments may exceed the limits prescribed under the said Section.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all such agreements, deeds, documents and writings as may be necessary, desirable or expedient in this regard and to do all such acts, deeds and things to give effect to this resolution.”

Resolution No. 15: To consider and approve borrowing of unsecured loan up to Rs. 100 Crores (Rupees Hundred Crores Only) from the Director with an option to convert the loan into equity shares of the Company, at a later date:

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the members be and is hereby accorded to the Company to borrow unsecured loans from the Director of the Company, up to an aggregate amount of ₹ ₹100,00,00,000 (Rupees Hundred Crores Only) on such terms and conditions as may be mutually agreed between the Company and the Director.

RESOLVED FURTHER THAT the loan so borrowed may carry a right to the lender (Director) to convert the outstanding principal and/or interest, in whole or in part, into such number of equity shares of the Company at a price to be determined in accordance with applicable laws, and that such conversion shall be subject to the approval of the Board of Directors and members of the company by way of special resolution at their meeting and compliance with applicable SEBI and statutory guidelines.

RESOLVED FURTHER THAT any of the directors of the company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including execution of agreements, filings with stock exchanges and regulatory authorities.”

Resolution No. 16: To issue equity shares on preferential basis:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with the Bombay Stock Exchange (BSE) on which the Equity Shares of the Company having Face Value of Re. 1/- (Rupees One Only) each (“Equity Shares”) is listed, and subject to any other rules, regulations, guidelines,

notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, Issue, offer and allot at an appropriate time, in one or more tranches, up to **45,00,000 (Forty-Five Lakhs) fully Paid up Equity Shares of the Company having a Face Value of Re. 1/- (Rupee One Only) each at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share ('Preferential Allotment Price'), aggregating to not exceeding Rs. 6,75,00,000 (Six Crores Seventy-Five Lakhs Only)** which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the Proposed Allottees, who are part of Promoter of the Company for consideration other than cash being conversion of unsecured loan which was considered as quasi-equity by the Board of Directors of the company in its meeting held on **30th May, 2025** and as provided in the resolution plan approved by the Hon'ble NCLT Mumbai Bench and up to **23,21,37,112 (Twenty-Three Crores Twenty-One Lakh Thirty Seven Thousand One Hundred and Twelve) fully Paid up Equity Shares of the Company having a Face Value of Re. 1/- (Rupee One Only) each at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share ('Preferential Allotment Price'), aggregating to not exceeding Rs. 3,48,20,56,680 (Three Hundred and Forty-Eight Crores Twenty Lakh Fifty-Six Thousand Six Hundred and Eighty Only)** as a payment to be made towards the acquisition of **5,08,60,554 Equity Shares** representing 100.0% of the Shareholding of **Mementos Foods Limited** ("Target Company 1"), **Satyarath Foods Private Limited** ("Target Company 2"), **Kostub Foods Private Limited** ("Target Company 3"), **Neurich Nutrifoods Limited** ("Target Company 4"), **Phycus Nutrifoods Limited** ("Target Company 5"), **Philimont Nutrifoods Limited** ("Target Company 6"), **Grefos International Private Limited** ("Target Company 7"), (herein after referred to as "Swap of Shares") as listed in the table below, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottee	Category (Promoter/ Non-Promoter)	Amount of Consideration (in ₹)	Number of shares proposed	Post-Issue Shareholding (%)
1	Patel Jatinbhai Ramanbhai*	Promoter-Individual	6,75,00,000	45,00,000	1.99
2	Patel Jatinbhai Ramanbhai	Promoter-Individual	7,47,300	49,820	1.99
3	Patel Vandanaben Hiteshkumar	Promoter-Individual	70,87,46,475	4,72,49,765	19.55
4	Rinkal J Patel	Promoter-Individual	22,98,10,275	1,53,20,685	6.34
5	Bharatbhai Amichand Patel	Non-Promoter-Individual	450	30	0.00
6	Yogeshbhai Vasantbhai	Non-Promoter-Individual	450	30	0.00

Alka India Limited

	Patel	Individual			
7	Ritaben Yogeshkumar Patel	Non-Promoter-Individual	450	30	0.00
8	Bhagavatiben Bharatbhai Patel	Non-Promoter-Individual	450	30	0.00
9	Manjulaben Bharatbhai Patel	Non-Promoter-Individual	66,75,54,825	4,45,03,655	18.42
10	Pinjalben Vishalbhai Patel	Non-Promoter-Individual	750	50	0.00
11	Vishal Ishvarbhai Patel	Non-Promoter-Individual	750	50	0.00
12	Vikaskumar Ashokbhai Chaudhary	Non-Promoter-Individual	750	50	0.00
13	Anita	Non-Promoter-Individual	750	50	0.00
14	Sohan Lal	Non-Promoter-Individual	750	50	0.00
15	Prem Shankar Joshi	Non-Promoter-Individual	750	50	0.00
16	Patel Vinodbhai Ramabhai	Non-Promoter-Individual	73,50,54,825	4,90,03,655	20.28
17	Krunalkumar Kacharabhai Patel	Non-Promoter-Individual	750	50	0.00
18	Anitaben Krunalbhai Patel	Non-Promoter-Individual	750	50	0.00
19	Patel Brijeshbhai Rameshbhai	Non-Promoter-Individual	750	50	0.00
20	Meet Ashishbhai Chaudhary	Non-Promoter-Individual	750	50	0.00
21	Bhanuben Vinodbhai Patel	Non-Promoter-Individual	750	50	0.00
22	Payalben Hiteshkumar Shah	Non-Promoter-Individual	750	50	0.00
23	Patel Sureshkumar R	Non-Promoter-Individual	73,37,28,000	4,89,15,200	20.24
24	Nayi Ajaykumar	Non-Promoter-Individual	750	50	0.00
25	Tejalbahen Ajaykumar Nayi	Non-Promoter-Individual	750	50	0.00
26	Jasminkumar Laxmanbhai Patel	Non-Promoter-Individual	750	50	0.00
27	Meet Rajendrakumar Patel	Non-Promoter-Individual	750	50	0.00
28	Chiragkumar Parshottamdas Patel	Non-Promoter-Individual	750	50	0.00
29	Laxmanbhai Joitabhai Patel	Non-Promoter-Individual	750	50	0.00

30	Rajendrakumar S Patel	Non-Promoter-Individual	34,63,99,560	2,30,93,304	9.56
31	Krishnaben Rajendrakumar Patel	Non-Promoter-Individual	6,00,00,120	40,00,008	1.66
Total				23,66,37,112	97.93

**Conversion of Loan into Equity pursuant to approved resolution plan.*

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determining the floor price for the preferential issue of Equity Shares shall be **Friday, February 20, 2026 (as the Relevant date i.e. February 21, 2026 is falling on weekend, the day preceding the weekend is reckoned as the Relevant Date)**, being the date thirty days prior to the date of Annual General Meeting being Monday, March 23, 2026.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i. The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- ii. The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in case the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- iii. Allotment shall only be made in dematerialized form.
- iv. The offer, issue and allotment of the Equity shares shall be in accordance with Chapter V of the SEBI ICDR Regulations including but not limited to pricing and lock-in;
- v. The price determined above and the number of Equity Shares to be allotted shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above;
- vii. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares as appropriate and utilization of proceeds of the preferential issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

Resolution No. 17: To approve disinvestment in material subsidiary of the company i.e. Vintage FZE (India) Private Limited:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and Regulation 24(5) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) to disinvest

whole or substantially the whole of the Company's shareholding and/or investment in its material subsidiary, Vintage FZE (India) Private Limited, in one or more tranches, by way of sale, on such terms and conditions and at such consideration as the Board may deem fit in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions of such disinvestment, including the manner, timing, pricing, execution of definitive agreements, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including delegation of powers to any Committee of Directors or any officer(s) of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle any questions, difficulties or doubts that may arise in regard to the aforesaid disinvestment and to execute all documents, agreements, writings and instruments as may be required.”

By Order of the Board of Directors
For **Alka India Limited**

Date: February 27, 2026

Place: Ahmedabad

Sd/-
Karnik Shasankan Pillai
Managing Director
DIN: 08529650

Registered Office:

Gala No. D- 3/4/5, Hatkesh Udyog Nagar-1,
Off. Mira Bhayandar Road, Gcc Road,
Mira Near Hatkesh Substation
Thane - 401 107, Mira Road, Maharashtra, India

Corporate Office:

A 1115 Titanium Business Park,
Near Makarba Underpass, Jivraj Park,
Ahmedabad, Ahmadabad City, Gujarat, India, 380051

CIN: L99999MH1993PLC168521

E-mail Id: info@alkaindia.in

ANNEXURE TO ITEM NO. 2 OF THE NOTICE OF THE AGM

Pursuant to Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the required details of the Director proposed to be appointed and the terms of proposed remuneration of the Director is given herein below:

Particulars	Karnik Shasankan Pillai
Director Identification Number	08529650
Age	33 Years
Date of Birth	12/12/1992
Date of Appointment on Board	18/02/2025
Qualifications	Bachelor of Commerce
Experience/Expertise	Karnik Shasankan Pillai is a highly skilled and result-driven professional with extensive experience in Administration, Legal Compliance, Sales, Marketing, and Operations. With a proven track record of driving growth, improving processes, and leading cross-functional teams, Karnik excels at developing and executing strategic plans to enhance organizational performance. He has worked in both the FMCG and Tiles industries, managing complex projects, budgets, and client relationships while ensuring compliance with industry standards. Known for his leadership, strategic thinking, and ability to adapt to changing market conditions, Karnik is adept at fostering teamwork and driving business development. He holds a First Class TYBCOM degree from HL Institute of Commerce, Ahmedabad.
Terms and Conditions of appointment or re-appointment along with remuneration	As decided mutually between Board and the proposed director.
The last drawn remuneration	NIL
Shareholding in the Company	NIL
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
The Number of Meetings of the Board attended during the year	NA
Other Directorships	<ul style="list-style-type: none"> • Dharti Proteins Limited
Memberships/Chairmanship of Committees of other companies	NIL
Listed entities from which the Director has resigned in the past three years	NIL

NOTES

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 19, 2024 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the corporate office of the Company.
2. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
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. In terms of the provisions of Section 152 of the Act, Mr. Karnik Shasankan Pillai, Managing Director of the Company, retire by rotation at the Meeting.
7. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of this Notice.
8. Details of Directors retiring by rotation at this Meeting are provided in the Annexure to this Notice.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an

agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorized agency.

10. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, March 17, 2026 to Monday, March 23, 2026 (both days inclusive).
11. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. March 23, 2026. Members seeking to inspect such documents can send an email to compliance.alkaindia@gmail.com .
13. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.
14. The Notice calling the AGM has been uploaded on the website of the Company at <https://www.alkaindia.in/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of MUFG Intime India Private Limited (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in> .
15. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2024-25 and Notice of the 31st AGM of the Company, may send request to the Company 's email address at compliance.alkaindia@gmail.com mentioning Folio No./DP ID and Client ID.
16. For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at compliance.alkaindia@gmail.com.
17. SEBI has mandated the submission of Permanent Account Number (PAN), proof of identity, address and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their Depository

Participant(s). Members holding shares in physical form shall submit the documents to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited.)

18. Members are informed that the facility of dematerialization of shares of the Company is available and members are advised to go for that by approaching concerned DPs. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.
19. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request Sunday, 8th March, 2026 to Friday, 13th March, 2026 mentioning their name, demat account number/folio number, email id, mobile number at compliance.alkaindia@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries from Sunday, 8th March, 2026 to Friday, 13th March, 2026 mentioning their name, demat account number/folio number, email id, mobile number at compliance.alkaindia@gmail.com. These queries will be replied to by the Company suitably by email.
20. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

- The remote e-voting period begins on **Friday, March 20, 2026 at 09:00 A.M. and ends on Sunday, March 22, 2026 at 05:00 P.M.**
- The Board of Directors of the Company has appointed **Mr. KAMLESHBHAI MAHENDRABHAI SHAH** Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-Voting process and voting through the electronic voting system at the AGM in a fair and transparent manner.
- E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **March 16, 2026**, being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, can cast their vote electronically.
- The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on <https://www.alkaindia.in/>.

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

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.

- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in NSDL form, shall provide ‘point 4’ above
 - Shareholders holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click “Submit” (You have now registered on InstaVote).
Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.

- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- b) Visit URL: <https://instameet.in.mpms.mufig.com> & click on “Login”.
- c) Select the “Company Name” and register with your following details:
- d) Select Check Box - Demat Account No. / Folio No. / PAN
 - Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- e) Click “Go to Meeting”
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your

vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

By Order of the Board of Directors
For **Alka India Limited**

Date: February 27, 2026

Place: Ahmedabad

Sd/-
Karnik Shasankan Pillai
Managing Director
DIN: 08529650

Registered Office:

Gala No. D- 3/4/5, Hatkesh Udyog Nagar-1,
Off. Mira Bhayandar Road, Gcc Road,
Mira Near Hatkesh Substation
Thane - 401 107, Mira Road, Maharashtra, India

Corporate Office:

A 1115 Titanium Business Park,
Near Makarba Underpass, Jivraj Park,
Ahmedabad, Ahmadabad City, Gujarat, India, 380051
CIN: L99999MH1993PLC168521
E-mail Id: info@alkaindia.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Resolution No. 3: Appointment of M/s. J. M. Patel & Bros., Chartered Accountants (Firm Registration Number: 107707W), as Statutory Auditors for a term of 5 (Five) Financial Years from financial year 2025-26 to 2029-30:

The Board of Directors of the Company recommended at its meeting held on July 24, 2025 that M/s. J. M. Patel & Bros., Chartered Accountants, [Firm Registration No. 107707W], be appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 36th AGM to be held in the year 2030. M/s. J. M. Patel & Bros., Chartered Accountants, [Firm Registration No. 107707W] have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons of their relatives, in any way, concerned or interested in the said resolution.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- The fees proposed to be paid to M/s J. M. Patel & Bros., towards statutory audit for the Financial Year 2025-26 to 2029-30 shall not exceed Rs. 2 Lakhs, plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the Balance term, based on the recommendation of the Audit Committee.

The fees for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fees as above, and will be decided by the management in consultation with the Statutory Auditor. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

- There is no material change in the proposed fee for the audit from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s J. M. Patel & Bros. as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm, proven track record of the firm and eligibility criteria prescribed under the Act.
- M/s J. M. Patel & Bros. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (“ICAI”) with Registration No. 107707W).
- The firm is having expertise in Statutory Audit, Income tax practices, with an experience of more than years. He is practicing since 1976 and having 48 years wide experience in a

profession with specialization in Audit and Assurance, Advisor to various corporate to Direct and Indirect Taxes and Project Financing. A long-standing relationship with our clients is mainly due to his ability to win confidence of clients by delivering timely and effective advice/service.

- None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.
- The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 3 of the Notice.

Resolution No. 4: Appointment of M/s. J. D. KHATNANI & ASSOCIATES, Practicing Company Secretary as Secretarial Auditors for a term of 5 (Five) Financial Years from financial year 2025-26 to 2029-30:

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board’s report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. J. D. Khatnani and Associates, Company Secretaries (ACS 50727 COP No. 18421), as the Secretarial Auditors of the Company for a period of five years, commencing from FY 2025-26 to FY 2029-30. The appointment is subject to shareholders’ approval at the Annual General Meeting.

The fees proposed to be paid shall not exceed Rs. 1.5 Lakhs, plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the Balance term, based on the recommendation of the Audit Committee.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 4 of the Notice.

Resolution No. 5: Appointment of Ms. Himali Maheshbhai Thakkar (DIN: 10752931), as an Independent Director, in the category of Non-Executive Director, of the Company:

The Board of Directors of the Company ('the Board') at their meeting held on April 12, 2025, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Himali Maheshbhai Thakkar (DIN: 10752931), as an Independent Director of the Company for a period of 5 years w.e.f. April 12, 2025 to April 11, 2030, with a payment of sitting fees as may be decided by the Board from time to time.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier. Hence, the term of Ms. Himali Maheshbhai Thakkar ceased as on December 31, 2025 which was the last date on which Annual General Meeting must have been held. As the Company was not able to hold the Annual general meeting due to corporate action restrictions, Ms. Himali Maheshbhai Thakkar was appointed by the Board of Directors in their meeting held on December 31, 2025 as an Additional Director, in the category of Non-Executive Independent Director in continuation to her previous term.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice.

The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members.

Resolution No. 6: Appointment of Mr. Sagar Kumar (DIN: 11225507) as an Independent Director, in the category of Non-Executive Director, of the Company:

The Board of Directors of the Company ('the Board') at the meeting held on August 07, 2025, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Mr. Sagar Kumar (DIN: 11225507) as an Independent Director of the Company for a period of 5 years w.e.f. August 07, 2025 to August 06, 2030, with a payment of sitting fees as may be decided by the Board from time to time.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier. Hence, the term of Mr. Sagar Kumar ceased as on December 31, 2025 which was the last date on which Annual General Meeting must have been held. As the Company was not able to hold the Annual general meeting due to corporate action restrictions, Mr. Sagar Kumar was appointed by the Board of Directors in their meeting held on December 31, 2025 as an

Additional Director, in the category of Non-Executive Independent Director in continuation to his previous term.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 6 of the Notice.

The Board recommends the Special Resolution as set out at item no. 6 for approval by the Members.

Resolution No. 7: Appointment of Ms. Komal Manoharlal Motiani (DIN: 10226691) as an Independent Director, in the category of Non-Executive Director, of the Company:

The Implementation and Monitoring Committee of the Company ('the Board') at the meeting held on February 18, 2025, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Komal Manoharlal Motiani (DIN: 10226691) as an Independent Director of the Company for a period of 5 years w.e.f. February 18, 2025 to February 17, 2030, with a payment of sitting fees as may be decided by the Board from time to time.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier. Hence, the term of Ms. Komal Manoharlal Motiani ceased as on December 31, 2025 which was the last date on which Annual General Meeting must have been held. As the Company was not able to hold the Annual general meeting due to corporate action restrictions, Ms. Komal Manoharlal Motiani was appointed by the Board of Directors in their meeting held on December 31, 2025 as an Additional Director, in the category of Non-Executive Independent Director in continuation to her previous term.

Relevant documents in respect of the said item are open for inspection by the members at the Corporate Office of the Company on all working days up to the date of the Meeting.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 7 of the Notice.

The Board recommends the Special Resolution as set out at item no. 7 for approval by the Members.

Pursuant to regulation 36 of Listing regulation a brief of the Ms. Himali Maheshbhai Thakkar, Mr. Sagar Kumar and Ms. Komal Manoharlal Motiani are given below:

Sr. No.	Particulars			
1	Name of the Director	Ms. Himali Maheshbhai Thakkar	Mr. Sagar Kumar	Ms. Komal Manoharlal Motiani
2	DIN	10752931	11225507	10226691
3	Nature of Appointment	Appointment as an Independent Director	Appointment as an Independent Director	Appointment as an Independent Director
4	Father's Name	Maheshbhai Damodardas Thakkar	Mohan Lal	Manoharlal Menghrajmal Motiani
5	Relationship with other Directors	NIL	NIL	NIL
6	Nationality	INDIAN	INDIAN	INDIAN
7	Date of Birth	13/10/1990	12/01/1998	31/08/1987
8	Brief Resume of the Director	A seasoned Company Secretary and Compliance Officer with extensive experience in corporate governance, regulatory compliance, and secretarial functions across listed and unlisted entities. Over the years, the professional has contributed significantly to capital market activities, including IPO handling, listing compliance, and corporate restructuring, while also guiding boards on governance and strategic compliance matters. With a strong background in corporate laws, SEBI regulations, and stock exchange	Sagar Kumar is a Chartered Accountant, qualified in December 2021, with strong experience in financial reporting and internal audit. He has over 2.5 years of experience at BNP Paribas in financial reporting, focusing on accurate and timely delivery of financial statements. He has been actively involved in multiple projects, including entity mergers and automation of manual reporting processes. He is well-versed in IFRS and US GAAP. Currently, Sagar is working in an Internal Audit role	She is a highly competent corporate governance and compliance professional with strong legal, regulatory, and strategic capabilities. Adept at interpreting and applying complex corporate, securities, and intellectual property laws, the individual brings a balanced understanding of governance principles, ethical practices, and organizational objectives. With strong communication and advisory skills, they effectively engage with boards, stakeholders, and regulatory authorities while

		<p>requirements, they bring both technical expertise and practical leadership to organizational compliance frameworks. The professional also holds multiple Independent Directorship positions across listed and unlisted public companies, demonstrating strong governance acumen, integrity, and the ability to offer independent judgment on strategic, operational, and compliance matters.</p>	<p>for DIFC clients at Crowe UAE, a leading consulting firm. His responsibilities include performing risk-based audits, regulatory compliance testing, conducting walkthroughs, and leading discussions with clients throughout the audit cycle—from planning to reporting.</p> <p>He has strong knowledge of DFSA regulatory requirements, including PIB regulations applicable to DIFC-registered financial entities.</p>	<p>ensuring the highest standards of integrity and compliance. ards of integrity and compliance.</p>
9	Qualifications	Company secretary, B.Com and LLB	Chartered Accountant	Company secretary, B.Sc and LLB
10	Expertise	<p>Corporate Governance & Compliance: Skilled in Companies Act, SEBI Regulations, Listing Compliances, Secretarial Standards, and ROC filings for listed and unlisted entities.</p> <p>Capital Market Experience: Hands-on experience in managing IPO processes, listing requirements, and coordination with regulatory</p>	<p>Sagar Kumar brings strong expertise in financial reporting, internal audit, and regulatory compliance. As a Chartered Accountant with over 2.5 years of experience at BNP Paribas, he has developed deep proficiency in preparing accurate and timely financial statements, executing complex reporting processes, and supporting entity mergers and</p>	<p>Legal Knowledge: In-depth understanding of corporate law, securities law, intellectual property law, and taxation, with the ability to interpret and apply legal frameworks to diverse business situations.</p> <p>Regulatory Understanding: Expertise in regulatory requirements of SEBI, RBI, stock exchanges, and other statutory bodies,</p>

		<p>authorities. Board & Regulatory Liaison: Proficient in drafting agendas, minutes, resolutions, and coordinating with stock exchanges, auditors, and regulatory bodies. Independent Directorship: Strong understanding of governance, oversight, risk evaluation, and regulatory compliance in public companies. Secretarial & Disclosure Management: Expertise in handling quarterly, half-yearly, annual compliance, corporate actions, and statutory record maintenance. Legal & Documentation Skills: Well-versed in corporate law, securities law, due diligence, and preparation of legal and statutory documents.</p>	<p>automation initiatives. He is well-versed in IFRS and US GAAP, with hands-on experience in large-scale financial reporting environments. In his current role in Internal Audit at Crowe UAE, Sagar specializes in conducting risk-based audits, performing regulatory compliance testing, and managing end-to-end audit cycles for DIFC clients. He possesses strong working knowledge of DFSA regulations, including PIB requirements applicable to DIFC-registered financial institutions. His combined experience across global financial reporting, audit processes, and regulatory frameworks positions him as a well-rounded finance and audit professional with strong analytical and compliance capabilities.</p>	<p>ensuring effective compliance and timely submissions. Strategic Thinking: Skilled in aligning governance practices, board processes, and compliance frameworks with the long-term goals and strategic direction of the organization. Communication Skills: Strong written and verbal communication abilities, enabling effective coordination with the Board of Directors, senior management, shareholders, and regulators. Ethical Judgment: Demonstrates integrity, sound ethical decision-making, and professionalism in managing sensitive corporate matters and ensuring adherence to best governance practices.</p>
11	Date of First Appointment	April 12, 2025	August 07, 2025	February 18, 2025
12	Number of meetings of the Board attended	N.A.	N.A.	N.A.

Alka India Limited

13	List of Outside Directorships Held (Public Limited Co.)	<ul style="list-style-type: none"> • Rajgor Castor Derivatives Limited • Avtar Steel Limited • Rajgor Proteins Limited 	NIL	<ul style="list-style-type: none"> • R J Bio-Tech Limited • Mementos Foods Limited
14	Listed entities from which the person has resigned in the past three years	Sunrise Middle East Turn Tech Limited	NIL	El-Faro Venture Limited
15	Member of the Committees in Other Companies in India	<ul style="list-style-type: none"> • Rajgor Castor Derivatives Limited (Member-Audit Committee, Member-Nomination & Remuneration Committee, Member- Himali Maheshbhai Thakkar) • Rajgor Proteins Limited (Chairperson-Audit Committee, Member-Nomination & Remuneration Committee, Member- Himali Maheshbhai Thakkar) • Avtar Steel Limited (Member-Nomination and Remuneration Committee) 	NIL	NIL
16	Shareholding in the Company	NIL	NIL	NIL
17	Other Remarks	NA	NA	NA

DISCLOSURES:

Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2024-25: The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2024-25 of the Company.

Resolution No. 8: Approve the change in object clause of the Company and consequent change in Memorandum of Association of the Company:

The existing Object Clause of the Memorandum of Association ("MOA") of the Company does not cover the proposed new business activities which the Company intends to undertake in the near future. With the evolving business environment, the Board of Directors has decided that it is necessary to amend the Object Clause of the Company.

The proposed change in the Object Clause will enable the Company to pursue new business opportunities, diversify its operations, improve long-term growth prospects, and strengthen its competitive position. The alteration will allow the Company to align its business model with current market demands and future expansion strategies.

Pursuant to Section 13 of the Companies Act, 2013, any alteration in the Object Clause requires the approval of members by way of a Special Resolution and filing of necessary forms with the Registrar of Companies.

A copy of the existing and proposed Object Clause is available for inspection at the Registered Office of the Company during business hours and will also be available at the meeting. Additionally, the draft of MOA can be accessed from the website of the company at https://www.alkaindia.in/wp-content/uploads/2026/02/Draft-MOA_Alka.pdf

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

The Board recommends the resolution for approval of the members by way of a Special Resolution.

Resolution No. 9: Approve the proposal for shifting the registered office of the Company from the State of Maharashtra to the State of Gujarat, and to alter Clause II of the Memorandum of Association of the Company:

The Registered Office of the Company is currently situated in the State of Maharashtra. In order to improve operational efficiency, ensure better management oversight, avail administrative convenience, and support the long-term growth plans of the Company, the Board of Directors has approved the proposal to shift the Registered Office of the Company from the State of Maharashtra to the State of Gujarat.

The proposed shifting will facilitate proximity to key stakeholders, clients, financial institutions, and regulatory authorities, thereby enabling smoother and more efficient business operations. Further, the relocation is expected to contribute to cost optimisation and improved administrative control.

In terms of Section 12 and Section 13 of the Companies Act, 2013, shifting of Registered Office from one State to another requires approval of members by way of a Special Resolution, followed by approval of the Central Government (Regional Director).

Upon approval, the Company will file the necessary applications and forms with the Regional Director and Registrar of Companies.

A copy of the MOA of the Company together with the proposed alterations is available for inspection by the members of the Company at its Corporate Office during the normal business hours between 10.00 A.M (IST) to 6:00 P.M. (IST) on all working days upto the date of the meeting. Further, the draft MOA is also available at the website of the company at https://www.alkaindia.in/wp-content/uploads/2026/02/Draft-MOA_Alka.pdf

None of the Directors, Key Managerial Personnel or their relatives are interested in this resolution, except to the extent of their shareholding, if any.

The Board recommends the resolution for approval of the members by way of a Special Resolution.

Resolution No. 10: Approve the change in Name of the Company and Subsequent alteration of Name Clause in the Memorandum of Association and relevant changes in Articles of Association of the Company:

The Board of Directors of the Company has proposed a change in the name of the Company from “**Alka India Limited**” to “**AUDROC Limited**” to better reflect its evolving business activities, long-term strategic direction, and brand identity. The proposed new name is intended to align more closely with the Company’s present operations and future growth plans.

Pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, change of name of the Company requires approval of the shareholders by way of a Special Resolution and subsequent approval of the Registrar of Companies (ROC) / relevant statutory authority.

Consequent to the proposed change of name, it is necessary to amend:

- Clause I (Name Clause) of the Memorandum of Association (MOA) of the Company; and
- The relevant provisions of the Articles of Association (AOA) wherever the existing name of the Company appears.

The proposed amendments will be limited only to the change of the Company’s name, and there will be no alteration in the objects, capital structure, or any other provisions of the Memorandum and Articles of Association, except as may be required to give effect to the change of name.

The change of name shall be effective upon issuance of a fresh Certificate of Incorporation by the Registrar of Companies.

The Board of Directors recommends the passing of Resolution No. 10 as a Special Resolution. None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

Resolution No. 11: Adoption of New set of Memorandum of Association of the Company in substitution and to the entire exclusion of the existing Memorandum of Association of the Company in conformity with the Companies Act, 2013:

The existing Memorandum of Association (“MOA”) of the Company was originally adopted in accordance with the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, a revised format and structure of the MOA has been prescribed.

The Ministry of Corporate Affairs has mandated that companies align their charter documents—particularly the Object Clause—with the requirements and terminology of the Companies Act, 2013, which classifies objects into main objects and matters necessary for furtherance of the objects, instead of earlier main, ancillary, and other objects.

To bring the MOA in line with the current regulatory framework and to reflect the Company’s updated business activities and future plans, the Board of Directors at its meeting held on February 27, 2026 approved the adoption of a new set of Memorandum of Association, subject to approval of the Members.

The proposed new MOA is drafted in accordance with Table A of Schedule I of the Companies Act, 2013 and replaces the existing MOA entirely.

A copy of the draft new MOA is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM and is also available on the Company’s website https://www.alkaindia.in/wp-content/uploads/2026/02/Draft-MOA_Alka.pdf.

The Board recommends the resolution for approval of the Members as a Special Resolution.

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

Resolution No. 12: Approve the adoption of new set of Articles of Association in substitution and to the entire exclusion of the existing Articles of Association of the Company:

The Company’s existing Articles of Association (“AOA”) were adopted in accordance with the provisions of the Companies Act, 1956. Since the enactment of the Companies Act, 2013 and subsequent amendments thereto, several provisions relating to share capital, management,

governance, shareholder rights, voting, meetings, and various compliance requirements have undergone significant changes.

Further, in view of the evolving regulatory framework and the need to align the governance structure of the Company with current best corporate practices, it has become necessary to adopt a revised set of Articles of Association consistent with the provisions of the Companies Act, 2013 and applicable rules made thereunder.

The proposed new set of AOA is comprehensive and incorporates updated provisions relating to (i) the rights and obligations of members, (ii) powers and duties of the Board, (iii) conduct of meetings, (iv) procedures for issue and transfer of securities, and (v) such other matters required for efficient functioning and regulatory compliance of the Company. The adoption of the new AOA will also help the Company operate with greater clarity, flexibility, and efficiency in accordance with the modern corporate legal framework.

A copy of the draft Articles of Association proposed to be adopted is available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the meeting and is also available on the Company's website https://www.alkaindia.in/wp-content/uploads/2026/02/Draft-AOA_Alka.pdf.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, alteration of the Articles of Association requires approval of members by way of a Special Resolution.

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

The Board of Directors recommends the resolution set out at Item No. 11 for approval of the members as a Special Resolution.

Resolution No. 13: To consider and approve the enhancement of borrowing limits of the Company under section 180 (1) (c) of Companies Act, 2013:

The Company's operations and expansion plans require substantial financial resources on an ongoing basis. To support these requirements and ensure adequate flexibility in accessing funds, the Board of Directors has reviewed the Company's current borrowing limits and is of the view that the existing limits may not be sufficient to meet future funding needs relating to working capital, capital expenditure, long-term projects, business expansion, and other corporate purposes.

Section 180(1)(c) of the Companies Act, 2013 mandates that the Board of Directors cannot borrow monies (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company without the approval of members by way of a Special Resolution.

The details of Paid-Up Share Capital, Free Reserves and Securities Premium of the company are as follows:

Sr.No.	Particulars	Amount (in Lakhs Rs.) As on March 31, 2025
1	Paid Up Share Capital	5,000
2	Free Reserves	-
3	Securities Premium	-
Total		5,000

In view of the Company's future growth plans, rising business scale, and need for financial flexibility, the Board has proposed to enhance the borrowing limits up to ₹ 5,000 crores. The proposed limit is considered adequate to meet all current and anticipated funding requirements.

None of the Directors, Key Managerial Personnel ("KMP") or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of this Special Resolution.

Resolution No. 14: To consider and approve enhancement of limits under Section 186 of the Companies Act, 2013:

The Company, in the ordinary course of its business, may be required to make investments, grant loans, provide guarantees or offer security to various bodies corporate, associates, subsidiaries, joint ventures, or other entities for strategic, business, or treasury management purposes. Such financial support may also be necessary to optimise returns, pursue new opportunities, or support entities with strategic importance to the Company.

Under Section 186 of the Companies Act, 2013, a company cannot give loans, guarantees, provide security, or make investments beyond the prescribed limits without obtaining prior approval of members by way of a Special Resolution.

The details of prescribed limit for the company as on March 31, 2025 is as follows:

Sr.No.	Particulars	Amount (in Lakhs Rs.) As on March 31, 2025
1	Paid Up Share Capital	5,000
2	Free Reserves	-
3	Securities Premium	-
Total		5,000
A.	60% of Paid-up Share Capital + Free Reserves + Securities Premium	3,000
B.	100% of Paid-up Share Capital + Free Reserves	5,000
Higher (A and B)		5,000
Prescribed Limit for the company		5,000

Considering the Company's long-term plans, potential investment opportunities, and possible financial support to group entities or strategic ventures, the Board considers it prudent to seek members' approval to authorise aggregate loans/guarantees/security/investments up to ₹ 5,000 crores, notwithstanding that such amounts may exceed the limits specified under Section 186 of the Companies Act, 2013.

The proposed limit will ensure financial and strategic flexibility to pursue business objectives as and when opportunities arise.

None of the Directors, KMP or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of this Special Resolution.

Resolution No. 15: To consider and approve borrowing of unsecured loan up to Rs. 100 Crores (Rupees Hundred Crores Only) from the Director with an option to convert the loan into equity shares of the Company, at a later date:

To support the Company's working capital requirements, business operations, and ongoing projects, the Company requires additional financial assistance. Considering the funding needs and the desire to optimise the capital structure, Mr. Jatinbhai Ramanbhai Patel (DIN: 06973337), Non-Executive Director of the Company, has offered to provide an unsecured loan of up to ₹100,00,00,000 (Hundred Crores Only) on mutually agreed terms.

In order to provide flexibility in future financial planning and to strengthen the Company's balance sheet, the Director has also agreed to extend the loan with an option to convert the outstanding principal and/or interest into equity shares of the Company at a future date.

As per Section 62(3) of the Companies Act, 2013, where a company raises a loan with a right to convert such loan into equity shares at a later stage, the approval of the members by way of a Special Resolution is required.

The proposed arrangement is considered beneficial for the Company, as it provides immediate liquidity, reduces dependency on external borrowings, and gives the Company the option to reduce debt in future through conversion into equity.

The conversion price will be determined in accordance with applicable laws, including SEBI (LODR) Regulations, SEBI pricing guidelines (if applicable), and other statutory requirements. Actual conversion will also require approval of the Board at the relevant time and compliance with all applicable regulatory procedures.

The details as required under Section 188 of Companies Act, 2013 in case of Related Party Transaction is as follows:

Sr.No.	Particulars	
1	Name of the Related Party	Jatinbhai Ramanbhai Patel
2	Name of the director or key managerial personnel who is related, if any	NA
3	Nature of Relationship	Non-Executive Director
4	Nature of transaction	Borrowing of unsecured loan from director
	Material Terms	Subject to conversion into equity shares as per section 62 (3) of Companies Act, 2013
	Monetary Value	Up to Rs. 100,00,00,000 (Hundred Crores only)
	Particulars of the Contract or Arrangement	Loan Agreement

Except Mr. Jatinbhai Ramanbhai Patel, none of the Directors, KMP or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board recommends the passing of this Special Resolution.

Resolution No. 16: To issue equity shares on preferential basis:

The Company has undergone a corporate insolvency resolution process (“CIRP”) under the provisions of the Insolvency and Bankruptcy Code, 2016 (“IBC”). The Resolution Plan submitted by the **Mr. Jatinbhai Ramanbhai Patel, Successful Resolution Applicant** (hereinafter referred as “SRA”) has been unanimously approved by the Committee of Creditors and subsequently by Hon’ble NCLT, Mumbai Bench vide order dated February 07, 2025. In accordance with the terms of the approved Resolution Plan, certain financial restructuring measures are required to be implemented.

Pursuant to the Resolution Plan, the SRA has infused funds amounting to Rs. 7,25,00,000 into the Company. Out of which, the Board of directors in its first meeting held on April 12, 2025 approved allotment of 47,50,000 shares to Promoter and Promoter group and 2,50,000 to public in proportion to their shareholding as on record date, which was fixed as March 04, 2025, out of newly restructured 50,00,000 shares.

The company applied for listing approval of these newly restructured 50,00,000 shares to Bombay Stock Exchange pursuant to which the exchange granted listing approval vide letter number DCS/AMAL/TS/R37-IBC/3943/2025-26 dated December 01, 2025.

Further, the remaining amount of 6,75,00,000 was considered as quasi-equity as per resolution plan and pursuantly it was approved by Board of directors in its meeting held on **May 30, 2025**. Accordingly, the Board proposes to issue Equity Shares to the SRA **for consideration other than cash**, against the conversion of the aforesaid loan.

Also, the Members are hereby informed that the Board in its meeting held on 27th February, 2026, has approved the acquisition of 100% shareholding of **Mementos Foods Limited** (“Target Company 1”), **Satyarath Foods Private Limited** (“Target Company 2”), **Kostub Foods Private Limited** (“Target Company 3”), **Neurich Nutrifoods Limited** (“Target Company 4”), **Phycus Nutrifoods Limited** (“Target Company 5”), **Philimont Nutrifoods Limited** (“Target Company 6”), **Grefos International Private Limited** (“Target Company 7”) in line with the strategy to Expansion of the Business it is decided to acquire 5,08,60,554 Equity Shares constituting 100% stake of Mementos Foods Limited (“Target Company 1”), Satyarath Foods Private Limited (“Target Company 2”), Kostub Foods Private Limited (“Target Company 3”), Neurich Nutrifoods Limited (“Target Company 4”), Phycus Nutrifoods Limited (“Target Company 5”), Philimont Nutrifoods Limited (“Target Company 6”), Grefos International Private Limited (“Target Company 7”). As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company in proportion to the shares held by them in the target companies being the payment towards the swap shares. For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash.

Accordingly, the Board pursuant to its resolution dated 27th February, 2026, has approved the issue of upto 23,21,37,112 (Twenty-Three Crores Twenty-One Lakhs Thirty-Seven Thousand One Hundred Twelve) fully Paid-up Equity Shares of the Company having a Face Value of Re. 1/- (Rupee One Only) each at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share (including premium of Rs. 14/- per share) (‘Preferential Allotment Price’) to the Proposed Allottee for a consideration other than cash, which is not less than the price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) on a preferential basis.

The details allotment of shares on preferential basis by way of consideration other than cash is as follows:

A. By way of Conversion of Loan into Equity:

Sr.No.	Name of proposed allottee	Amount of Unsecured Loan	Number of shares proposed to be allotted
1.	Mr. Jatinbhai Ramanbhai Patel	6,75,00,000	45,00,000
(A) Total			45,00,000

B. By way of swap of shares:

Sr.No.	Name of proposed allottee	Number of shares in Target Company	Number of shares proposed to be allotted
Mementos Foods Limited (Target Company 1) Swap Ratio (1:3)			
1	Patel Jatinbhai Ramanbhai	4,940	14,820
2	Patel Vandanaben Hiteshkumar	84,95,000	2,54,85,000
3	Rinkal J Patel	20	60
4	Bharatbhai Amichand Patel	10	30
5	Yogeshbhai Vasantbhai Patel	10	30
6	Ritaben Yogeshkumar Patel	10	30
7	Bhagavatiben Bharatbhai Patel	10	30
Total (a)		85,00,000	2,55,00,000
Satyarath Foods Private Limited (Target Company 2) Swap Ratio (1:2)			
1	Patel Vandanaben Hiteshkumar	32,22,070	64,44,140
2	Patel Jatinbhai Ramanbhai	5,000	10,000
Total (b)		32,27,070	64,54,140
Kostub Foods Private Limited (Target Company 3) Swap Ratio (1:5)			
1	Patel Vandanaben Hiteshkumar	30,64,125	1,53,20,625
2	Patel Jatinbhai Ramanbhai	5,000	25,000
3	Rinkal J Patel	30,64,125	1,53,20,625
Total (c)		61,33,250	3,06,66,250
Neurich Nutrifoods Limited (Target Company 4) Swap Ratio (1:5)			
1	Manjulaben Bharatbhai Patel	89,00,731	4,45,03,655
2	Pinjalben Vishalbhai Patel	10	50
3	Vishal Ishvarbhai Patel	10	50
4	Vikaskumar Ashokbhai Chaudhary	10	50
5	Anita	10	50
6	Sohan Lal	10	50
7	Prem Shankar Joshi	10	50
Total (d)		89,00,791	4,45,03,955
Phycus Nutrifoods Limited (Target Company 5) Swap Ratio (1:5)			
1	Patel Vinodbhai Ramabhai	98,00,731	4,90,03,655
2	Krunalkumar Kacharabhai Patel	10	50
3	Anitaben Krunalabhai Patel	10	50
4	Patel Brijeshbhai Rameshbhai	10	50
5	Meet Ashishbhai Chaudhary	10	50

6	Bhanuben Vinodbhai Patel	10	50
7	Payalben Hiteshkumar Shah	10	50
Total (e)		98,00,791	4,90,03,955
Philimont Nutrifooods Limited (Target Company 6)			
Swap Ratio (1:5)			
1	Patel Sureshkumar R	97,83,040	4,89,15,200
2	Nayi Ajaykumar	10	50
3	Tejalbahen Ajaykumar Nayi	10	50
4	Jasminkumar Laxmanbhai Patel	10	50
5	Meet Rajendrakumar Patel	10	50
6	Chiragkumar Parshottamdas Patel	10	50
7	Laxmanbhai Joitabhai Patel	10	50
Total (f)		97,83,100	4,89,15,500
Grefos International Private Limited (Target Company 7)			
Swap Ratio (1:6)			
1	Rajendrakumar S Patel	38,48,884	2,30,93,304
5	Krishnaben Rajendrakumar Patel	6,66,668	40,00,008
Total (g)		45,15,552	2,70,93,312
Total (a+b+c+d+e+f+g)		5,08,60,554	23,21,37,112

C. Total number of shares proposed to be issued:

Sr.No.	Particulars	Number of shares
1	A	45,00,000
2	B	23,21,37,112
Total shares proposed to be issued		23,66,37,112

Pursuant to the above transaction, there would be no change in the management or control or would not result in the transfer of ownership of the Company to the Proposed Allottees.

Necessary information/details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 (“Act”) read with the rules issued there-under, are set forth below:

1. Particulars of the offer including the date of passing of the Board resolution:

The Board, pursuant to its resolution dated 27th February, 2026, has approved the proposed preferential issue of up to **23,66,37,112** (Twenty-Three Crores Sixty-Six Lakhs Thirty-Seven Thousand One Hundred Twelve) fully Paid-up Equity Shares of the Company having a Face Value of Re. 1/- (Rupees One Only) each at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share, (including premium of Rs. 14/- per Equity Share), for consideration other than cash, which is not less

than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. Objects of the preferential issue:

The said preferential issue is being undertaken with the objective of achieving inorganic growth, expanding the Company's business operations, strengthening its market presence, diversifying its product portfolio, and creating long-term value for its stakeholders through strategic acquisition of the Target Companies.

The object of the proposed preferential issue of Equity Shares of the Company is to discharge the total purchase consideration payable for acquisition of 5,08,60,554 Equity Shares constituting 100% stake in (i) Mementos Foods Limited, (ii) Satyarath Foods Private Limited, (iii) Kostub Foods Private Limited, (iv) Neurich Nutrifooods Limited, (v) Phycus Nutrifooods Limited, (vi) Philimont Nutrifooods Limited, and (vii) Grefos International Private Limited (collectively referred to as the "Target Companies"), from the proposed allottees, for consideration other than cash.

The acquisition is proposed to be undertaken by way of issuance and allotment of Equity Shares of the Company on a preferential basis, in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), and subject to approval(s) from the stock exchange(s) and such other statutory and regulatory authorities as may be required.

Details of Acquiring and Target Companies:

Alka India Limited is a premier Indian Corporate with interests in various sectors like Textile etc and the same was pursued by the previous management. Based in Mumbai, Maharashtra with its Corporate Office in Ahmedabad, Gujarat, Alka India Limited boasts of a new and dynamic management which has taken over its day-to-day operations with the intent of transforming the company into a resourceful entity that provides value to all its stakeholders in the field of Agro-Processing, Agro-Products Trading, Trading of Metals. The new management has already introduced many changes to increase its presence in the market.

As a part of its growth initiatives, Alka India Limited through an aggressive maneuver of corporate acquisitions is moving forward to acquire the assets and business operations of Mementos Foods Ltd, Satyarath Foods Private Limited, Kostub Foods Private Limited, Neurich Nutrifooods Limited, Phycus Nutrifooods Limited, Philimont Nutrifooods Limited and Grefos International Private Limited.

The major domain of these companies is in the field of Agro-Products. The rationale behind acquisition of these companies' springs from the geographical presence and outreach of the operations of these companies. Mementos Foods Ltd, Satyarath Foods Private Limited, Kostub Foods Private Limited, Neurich Nutrifooods Limited, Phycus Nutrifooods Limited, Philimont Nutrifooods Limited and Grefos International Private Limited has widespread reach in the state of

Gujarat which will immensely assist Alka India Limited in increasing its market penetration and reach a larger number of customers.

The acquisition will enable Alka India Limited to operate on a well-developed turf and save valuable time. As on date, the process of acquisition will help Alka India Ltd add new revenue pockets in the markets already penetrated by the companies which are being acquired. The companies that are being acquired are established players in their niche markets, Alka India Limited plans to create similar niche markets through this successful acquisition which will benefit the future prospects of the Company.

The Company is a debt-free entity and its entire operations are funded by promoter's equity. This low leverage is a big strength for the company which is capable of funding its short terms and long-term operations without being dependent on the outside world for funds. Alka India Limited has the ability to create adequate cash flows through its day-to-day operations to ensure timely funding of its operations. With no dependence on outside funds

The Directorial team of Alka India Limited is led by Shri Karnik Shasankan Pillai, who functions as the Managing Director of the Company. Shri Pillai holds a graduate degree in Commerce and has more than 12 years of experience in the areas of Corporate Finance, Supply Chain and Marketing. He has successfully executed major orders and created successful revenue streams during in career. His exemplary leadership traits and in-depth knowledge of the market come as an added advantage to the day-to-day affairs of the Company. Shri Pillai has inculcated extremely high value supply chains which have the ability to create valuable cash flows in the near future.

Shri Jatinkumar Ramanbhai Patel is an experienced technocrat who has successfully created and nurtured many ventures. He has more than a decade of experience in the leadership position of various corporates with expertise in the fields of Industrial Production, Quality Control, Procurement and Product distribution. During his entrepreneurial journey, Shri Jatinkumar Ramanbhai Patel has created successful value chains which have yielded high value returns for these ventures. Shri Patel's widespread experience and dynamism give extra strength to the future prospects of Alka India limited.

Mementos Foods Limited (Target Company 1) deals in various types of agro products and operates on the presence of a very strong and robust presence of dealers and distributors across the state of Gujarat. It is being acquired by of Alka India Limited as it successfully operates a value chain in the retail markets of Gujarat which can be a substantial asset for the acquiring company. The support that can be added by this acquisition outweighs the cost of the acquisition. The augmentation of revenue post-acquisition will place the company among the market leaders in its segment. The market of Cereals constantly remains in demand due to various demographic dynamics. Also, the prices of cereals have remained favorable for the stakeholders dealing in those specific commodities.

Satyarath Foods Private Limited (Target Company 2) has a marked presence in the markets of Gujarat in the specialized segment of Legumes and Pulses. In order to save time and energy to penetrate these markets in Gujarat, of Alka India Limited wishes to execute this acquisition in a planned manner and create value that handsomely contributes to the topline. Since of Alka India

Limited's management is already in this line of activity, they have been quick to understand the value created by the acquisition. Satyarath Foods Private Limited (Target Company 2) has been on the radar of many other companies in this segment which have wanted to acquire it.

Kostub Foods Private Limited (Target Company 3) majorly deals in Basmati Rice which is in constant demand in the grain markets of Northern Gujarat. Through a careful understanding of the market, they have been able to create a network of more than 2000 dealers/distributors within a short span of time. Alka India Limited wishes to cash upon this distribution chain by acquiring the Company. They clearly understand that the acquisition will have them over the strong network of 2000 dealers/distributors which will in turn add to their revenue in a time bound manner.

Neurich Nutrifoods Limited (Target Company 4) majorly deals in Grains whose demand does not fluctuate much during the entire year. The lack of volatility makes it a stable product in the market and thereby adds consistency to the revenue generation. Alka India Limited wishes to execute this acquisition in a planned manner and create value that handsomely contributes to the topline. Since Alka India Limited's management is already in this line of activity, they have been quick to understand the value created by the acquisition. Neurich Nutrifoods Limited (Target Company 4) has been on the radar of many other companies in this segment which have wanted to acquire it.

Phycus Nutrifoods Limited (Target Company 5) operates in the domain of various kinds of beans (Red Beans, Kidney Beans, Soyabeans, etc.) The management of Alka India Limited wishes to cash in on the distribution network which has been developed by the management of Phycus Nutrifoods Limited in Gujarat since its inception. The presence of this value chain makes it very easy for the management of Alka India Limited to expand its penetration in the state of Gujarat. Since Alka India Limited's management is already in this line of activity, they have been quick to identify the value created by the acquisition. Phycus Nutrifoods Limited (Target Company 5) has been on the radar of many other companies in this segment which have wanted to acquire it.

Philimont Nutrifoods Limited (Target Company 6) operates in the domain of various kinds of peas (Green Peas, Black Eyed Peas Etc). The management of Alka India Limited wishes to cash in on the distribution network which has been developed by the management of Philimont Nutrifoods Limited in Gujarat since its inception. The presence of this value chain makes it very easy for the management of Alka India Limited to expand its penetration in the state of Gujarat. Since Alka India Limited's management is already in this line of activity, they have been quick to identify the value created by the acquisition. Philimont Nutrifoods Limited (Target Company 6) has been on the radar of many other companies in this segment which have wanted to acquire it.

Grefos International Private Limited (Target Company 7) primarily deals in agro-Products (mainly oilseeds). The Company has been able to cultivate a distribution network in these specific commodities which is a great asset to be acquired. Alka India Limited wishes to execute this acquisition in a planned manner and create value that handsomely contributes to the topline. Since Alka India Ltd's management is already in this line of activity, they have been quick to understand the value created by the acquisition of this Company. Grefos International Private Limited (Target Company 7) has been on the radar of many other companies in this segment which have wanted to acquire it.

3. Kinds of securities offered and the price at which the security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue upto **23,66,37,112** (Twenty-Three Crores Sixty-Six Lakhs Thirty-Seven Thousand One Hundred Twelve) fully Paid-up Equity Shares of the Company having a Face Value of Re. 1/- (Rupee One Only) each at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share (including premium of Rs. 14/- per Equity Share), which is not less than the price prescribed under Chapter V of the SEBI ICDR Regulations.

4. The basis on which the price has been arrived at and Justification of Price (including premium, if any):

The Company is listed on Bombay Stock Exchange (BSE) and the Equity Shares of the Company are infrequently traded in accordance with Regulation 165 of the ICDR Regulations.

For the purpose of computation of the price per Equity Share, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies, provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent registered valuer to the stock exchange where the equity shares of the issuer are listed.

5. The price or price band at/within which the allotment is proposed:

The price per Equity Share to be issued is fixed at Rs. 15/- which consists of Re. 1/- as Face Value and Rs. 14/- as Securities Premium per Equity Share. Kindly refer to the abovementioned point no. 4 for the basis of the determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the price for Equity Shares to be issued is **Friday, 20th February, 2026 (as the Relevant date i.e. February 21, 2026 is falling on weekend, the day preceding the weekend is reckoned as the Relevant Date)**, being the date 30 days prior to the date of AGM.

7. The pre-issue and post-issue shareholding pattern of the Company:

The shareholding pattern before and after completion of the proposed preferential issue would be as under:

Sr. No.	Category	Pre-issue		Post-issue**	
		No. of shares	% of capital	No. of shares	% of capital
A	Promoters & Promotor Group Holding				
1	Indian:				
(a)	Individual / Hindu Undivided Family	47,50,000	95.00	7,18,70,270	29.74
(b)	Bodies Corporate	-	-	-	-
(c)	Financial Institution/ Banks	-	-	-	-
(d)	Any Others (Specify)	-	-	-	-
	Sub Total(A)(1)	47,50,000	95.00	7,18,70,270	29.74
2	Foreign promoters				
(a)	Individuals(Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
(b)	Bodies Corporate	-	-	-	-
(c)	Institutions	-	-	-	-
	Sub Total(A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	47,50,000	95.00	7,18,70,270	29.74
B	Non-Promoter Holding				
1	Institutions				
(a)	Institutions (Domestic)	-	-	-	-
(b)	Banks	5	0.00	5	0.00
	Sub Total(B)(1)	5	0.00	5	0.00
2.	Non-institutions				
(a)	Resident Individuals	1,38,989	2.78	16,96,55,831	70.21
(b)	Non Resident Indians (NRIs)	1,290	0.03	1,290	0.00
(c)	Bodies Corporate	1,522	0.03	1,522	0.00
(d)	Any other (specify)	1,08,194	2.16	1,08,194	0.05
	Sub Total(B)(2)	2,49,995	5.00	16,97,66,837	70.26
	Total Public Shareholding (B)= (B)(1)+(B)(2)	2,50,000	5.00	16,97,66,842	70.26
	TOTAL (A)+(B)	50,00,000	100.00	24,16,37,112	100.00
	GRAND TOTAL (A)+(B)	50,00,000	100.00	24,16,37,112	100.00

Note: The above shareholding pattern has been prepared on the basis of shareholding as on 31st December, 2025.

8. Name and address of valuer who performed valuation:

The Company has received Valuation Report dated 27th February, 2026 from CS Abhishek Chhajer, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001.

9. The amount which the Company intends to raise by way of such securities:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 15/- per share in accordance with Regulation 165 of SEBI ICDR Regulations to the Proposed Allottees, towards payment of total consideration payable by the Company for the acquisition of the 100% of issued and Paid-up Capital of Target Company(ies).

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

11. The class or classes of persons to whom the allotment is proposed to be made:

The aforementioned allotment, if approved, is proposed to be made to promoter and non-promoter.

12. The intention of Promoters, Directors or Key Managerial Personnel and senior management to subscribe to the offer:

The Equity Shares shall be offered to the Proposed Allottees (including promoters and director) only. None of the Key Managerial Personnel and Senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Allotment.

13. The proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

14. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

15. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment of any securities has been made to any person.

16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The Company proposes to discharge payment of the total Purchase Consideration payable for the acquisition of the Target Company(ies) by acquiring 5,08,60,554 Equity Shares constituting 100 % stake of the Target Company(ies) from the Proposed Allottees for consideration other than cash by issuance of Equity Shares on a preferential basis to the Proposed Allottees.

The valuation of the same is based on the independent valuation report dated 27th February, 2026, received from by CS Abhishek Chhajed, Ahmedabad, Independent Registered Valuer, having a RV Reg. No. IBBI/RV/03/2020/13674 and having his office at 134-1-2 Nilkanthnagar, Gordhanwadi Tekra, Kankaria, Ahmedabad City, Ahmedabad, Gujarat - 380001 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations. The same is also available at the website of the Company at <https://www.alkaindia.in/preferential-issue/>

17. Lock-in Period:

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottees.

18. Listing:

The Company will make an application to the Stock Exchange at which the existing shares is listed, for listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

19. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed Allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:

Identity of the Allottees and the percentage of post preferential issue capital that may be held by them:

Sr.No	Name of the proposed allottees	Category	Pre-issue holding		Post issue holding		Ultimate beneficial proposed owners/Entities who ultimately control proposed allottees of the warrants proposed to be allotted
			No. of Shares	(%)	No. of Shares	(%)	
1	Patel Jatinbhai Ramanbhai	Promoter	2,50,000	5.00	47,99,820	1.99	Not Applicable
2	Patel Vandanaaben Hiteshkumar	Promoter	32,50,000	65.00	5,04,99,765	20.90	Not Applicable
3	Rinkal J Patel	Non-Promoter	12,50,000	25.00	1,65,70,685	6.86	Not Applicable
4	Bharatbhai Amichand Patel	Non-Promoter	0	0.00	30	0.00	Not Applicable
5	Yogeshbhai Vasantbhai Patel	Non-Promoter	0	0.00	30	0.00	Not Applicable
6	Ritaben Yogeshkumar Patel	Non-Promoter	0	0.00	30	0.00	Not Applicable
7	Bhagavatiben Bharatbhai Patel	Non-Promoter	0	0.00	30	0.00	Not Applicable
8	Manjulaben Bharatbhai Patel	Non-Promoter	0	0.00	4,45,03,655	18.42	Not Applicable
9	Pinjalben	Non-Promoter	0	0.00	50	0.00	Not Applicable

Alka India Limited

	Vishalbhai Patel	r					
10	Vishal Ishvarbhai Patel	Non-Promoter	0	0.00	50	0.00	Not Applicable
11	Vikaskumar Ashokbhai Chaudhary	Non-Promoter	0	0.00	50	0.00	Not Applicable
12	Anita	Non-Promoter	0	0.00	50	0.00	Not Applicable
13	Sohan Lal	Non-Promoter	0	0.00	50	0.00	Not Applicable
14	Prem Shankar Joshi	Non-Promoter	0	0.00	50	0.00	Not Applicable
15	Patel Vinodbhai Ramabhai	Non-Promoter	0	0.00	4,90,03,655	20.28	Not Applicable
16	Krunalkumar Kacharabhai Patel	Non-Promoter	0	0.00	50	0.00	Not Applicable
17	Anitaben Krunalbhai Patel	Non-Promoter	0	0.00	50	0.00	Not Applicable
18	Patel Brijeshbhai Rameshbhai	Non-Promoter	0	0.00	50	0.00	Not Applicable
19	Meet Ashishbhai Chaudhary	Non-Promoter	0	0.00	50	0.00	Not Applicable
20	Bhanuben Vinodbhai Patel	Non-Promoter	0	0.00	50	0.00	Not Applicable
21	Payalben Hiteshkumar Shah	Non-Promoter	0	0.00	50	0.00	Not Applicable
22	Patel Sureshkumar R	Non-Promoter	0	0.00	4,89,15,200	20.24	Not Applicable
23	Nayi Ajaykumar	Non-Promoter	0	0.00	50	0.00	Not Applicable
24	Tejalbaben Ajaykumar Nayi	Non-Promoter	0	0.00	50	0.00	Not Applicable
25	Jasminkumar	Non-Promoter	0	0.00	50	0.00	Not Applicable

	Laxmanbhai Patel	r					
26	Meet Rajendrakumar Patel	Non-Promoter	0	0.00	50	0.00	Not Applicable
27	Chiragkumar Parshottamdas Patel	Non-Promoter	0	0.00	50	0.00	Not Applicable
28	Laxmanbhai Joitabhai Patel	Non-Promoter	0	0.00	50	0.00	Not Applicable
29	Rajendrakumar S Patel	Non-Promoter	0	0.00	2,30,93,304	9.56	Not Applicable
30	Krishnaben Rajendrakumar Patel	Non-Promoter	0	0.00	40,00,008	1.66	Not Applicable

20. The current and proposed status of the Allottees post the preferential issues namely, promoter or non-promoter:

Sr.No.	Name of the proposed allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1	Patel Jatimbhai Ramanbhai	Promoter-Individual	Promoter-Individual
2	Patel Vandanaben Hiteshkumar	Promoter-Individual	Promoter-Individual
3	Rinkal J Patel	Promoter-Individual	Promoter-Individual
4	Bharatbhai Amichand Patel	Non-Promoter-Individual	Non-Promoter-Individual
5	Yogeshbhai Vasantbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
6	Ritaben Yogeshkumar Patel	Non-Promoter-Individual	Non-Promoter-Individual
7	Bhagavatiben Bharatbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
8	Manjulaben Bharatbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
9	Pinjalben Vishalbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
10	Vishal Ishvarbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
11	Vikaskumar Ashokbhai Chaudhary	Non-Promoter-Individual	Non-Promoter-Individual
12	Anita	Non-Promoter-Individual	Non-Promoter-Individual
13	Sohan Lal	Non-Promoter-Individual	Non-Promoter-Individual
14	Prem Shankar Joshi	Non-Promoter-Individual	Non-Promoter-Individual
15	Patel Vinodbhai Ramabhai	Non-Promoter-Individual	Non-Promoter-Individual
16	Krunalkumar Kacharabhai Patel	Non-Promoter-Individual	Non-Promoter-Individual

17	Anitaben Krunalbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
18	Patel Brijeshbhai Rameshbhai	Non-Promoter-Individual	Non-Promoter-Individual
19	Meet Ashishbhai Chaudhary	Non-Promoter-Individual	Non-Promoter-Individual
20	Bhanuben Vinodbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
21	Payalben Hiteshkumar Shah	Non-Promoter-Individual	Non-Promoter-Individual
22	Patel Sureshkumar R	Non-Promoter-Individual	Non-Promoter-Individual
23	Nayi Ajaykumar	Non-Promoter-Individual	Non-Promoter-Individual
24	Tejalbaben Ajaykumar Nayi	Non-Promoter-Individual	Non-Promoter-Individual
25	Jasminkumar Laxmanbhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
26	Meet Rajendrakumar Patel	Non-Promoter-Individual	Non-Promoter-Individual
27	Chiragkumar Parshottamdas Patel	Non-Promoter-Individual	Non-Promoter-Individual
28	Laxmanbhai Joitabhai Patel	Non-Promoter-Individual	Non-Promoter-Individual
29	Rajendrakumar S Patel	Non-Promoter-Individual	Non-Promoter-Individual
30	Krishnaben Rajendrakumar Patel	Non-Promoter-Individual	Non-Promoter-Individual

21. Practicing Company Secretary's Certificate:

A certificate from M/s. Kamlesh Shah & Co., Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations shall be placed before the General Meeting of the shareholders. The same is also available at the website of the Company at <https://www.alkaindia.in/preferential-issue/>

22. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

23. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges.

24. Undertaking:

- a. Neither the Company nor any of its directors and/or Promoters have been declared as wilful defaulters as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

- b. Neither the Company nor any of its directors and/or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- c. The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- d. The Proposed Allottees has confirmed that it has not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- e. The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- f. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Resolution No. 17: To approve disinvestment in material subsidiary of the company i.e. Vintage FZE (India) Private Limited:

The Company currently holds 71.34% of the paid-up equity share capital of **Vintage FZE (India) Private Limited** (“Vintage”), which is a material subsidiary of the Company in terms of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company, at its meeting held on February 27, 2026 has approved, subject to the approval of the Members, the proposal to disinvest the whole or substantially the whole of the Company’s shareholding in Vintage, either in one or more tranches, by way of sale, on such terms and conditions as may be determined by the Board.

Rationale for Disinvestment

The proposed disinvestment is part of the Company’s strategic business restructuring and capital allocation plan, inter alia, for the following purposes:

- To unlock value for shareholders;
- To streamline the Group structure and focus on core business areas;

- To improve liquidity and strengthen the balance sheet;
- To redeploy capital into high-growth opportunities;

Regulatory Requirement

Pursuant to Regulation 24(5) of the SEBI LODR Regulations, disposal of shares in a material subsidiary resulting in reduction of shareholding below 50% or cessation of control requires prior approval of the shareholders by way of a Special Resolution.

Further, as the proposed transaction may involve disposal of substantially the whole of the undertaking of the subsidiary, approval of the Members is also sought pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013.

Salient Details of the Proposed Transaction

- **Name of Subsidiary:** Vintage FZE (India) Private Limited
- **Current Shareholding:** 71.34%
- **Proposed Shareholding Post Transaction:** Nil
- **Nature of Transaction:** Off Market Sale
- **Consideration:** To be determined based on valuation report provided by Mr. Nirmal Premshankar Nagda (IBBI Reg. No.: IBBI/RV/06/2022/14884)

The final terms and conditions of the disinvestment, including consideration and timing, shall be determined by the Board in the best interests of the Company and its shareholders.

Impact of the Transaction

Upon completion of the proposed disinvestment:

- The Company's shareholding in Vintage may reduce below 50% and/or the Company may cease to exercise control over Vintage.
- Vintage may cease to be a subsidiary of the Company.
- The consolidated financial statements of the Company will be impacted accordingly from the effective date of the transaction.

The Board believes that the proposed disinvestment is in the best interest of the Company and its shareholders.

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

Alka India Limited

The Board recommends the Special Resolution set out at Item No. 17 of the Notice for approval of the Members.

Date: February 27, 2026

Place: Ahmedabad

Registered Office:

Gala No. D- 3/4/5, Hatkesh Udyog Nagar-1,
Off. Mira Bhayandar Road, Gcc Road,
Mira Near Hatkesh Substation
Thane - 401 107, Mira Road, Maharashtra, India

Corporate Office:

A 1115 Titanium Business Park,
Near Makarba Underpass, Jivraj Park,
Ahmedabad, Ahmadabad City, Gujarat, India, 380051

CIN: L99999MH1993PLC168521

E-mail Id: info@alkaindia.in

By Order of the Board of Directors
For **Alka India Limited**

Sd/-
Karnik Shasankan Pillai
Managing Director
DIN: 08529650