

KRISHIVAL FOODS LIMITED
(Formerly known as Empyrean Cashews Limited)

CIN No. L74120MH2014PLC254748

Registered Office: 1309, Lodha Supremus Powai, Saki Vihar road, opp. MTNL Office, Powai,
Mumbai-400072, Maharashtra, India

Tel no.: +918779558264, Website: www.krishival.com, Email: cs@krishival.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th (Tenth) Annual General Meeting (AGM) of the Members of **Krishival Foods Limited** (formerly known as Empyrean Cashews Limited) (the Company) will be held on Friday, September 13, 2024 at 04:00 P.M. through Video Conferencing ("VC")/Other Audio-Visual Means ("OVAM") in compliance with the applicable provisions of Companies Act, 2013 and the rules notified there under (Deemed Venue: 1309, Lodha Supremus, Saki Vihar Road, Opp. MTNL Office, Powai, Mumbai – 400072, Maharashtra, India), to transact the following business:

ORDINARY BUSINESS:

1. (a) To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.

(b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Report of the Auditors thereon.
2. To declare Final Dividend of Rs. 0.20 (Twenty Paise only) per Equity Share of Face Value Rs. 10/- (Rupees Ten only) each for the Financial Year ended 31st March 2024.

SPECIAL BUSINESS:

3. **TO APPROVE THE RE-APPOINTMENT OF MS. APARNA MORALE BANGAR (DIN: 05332039), CHAIRPERSON AND MANAGING DIRECTOR OF THE COMPANY AND APPROVAL OF REMUNERATION**

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 198 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory

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modification(s) or re-enactment thereof for the time being in force) read with provisions prescribed in Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and such other permissions, sanction(s) as may be required, and in line with the recommendation of the Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to re-appoint Ms. Aparna Morale Bangar (DIN: 05332039) as Chairperson and Managing Director of the Company with effect from 16th August, 2024 for a period of three years i.e. upto 15th August, 2027 to perform duties assigned to her by the Board of Directors from time to time on such terms and conditions as may be mutually decided by and between the Board and Ms. Aparna Morale Bangar.

RESOLVED FURTHER THAT on the recommendation of Audit Committee and Nomination & Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for payment of remuneration amounting to Rs.1,20,00,000/- per annum (excluding Perquisites) plus furnished rent free accommodation to Ms. Aparna Morale Bangar (DIN: 05332039), Chairman & Managing Director of the company. The remuneration payable to Ms. Aparna Morale Bangar may be revised from time to time by the Board of Directors that may be formed for this purpose.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration excluding the commission amount payable on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion, deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

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4. **TO APPROVE RE-APPOINTMENT OF MR. NANA PRAKASH MHASKE (DIN: 01911731) AS AN EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY AND APPROVAL OF REMUNERATION**

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

“RESOLVED THAT in pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the provisions Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, and such other permissions, sanction(s) as may be required, and in line with the recommendation of the Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Nana Prakash Mhaske (DIN: 01911731) as Executive Director and Chief Executive Officer (CEO) of the Company with effect from 16th August, 2024 for a period of three years i.e. upto 15th August, 2027, to perform duties assigned to him by the Board of Directors from time to time on such terms and conditions as may be mutually decided by and between the Board and Mr. Nana Prakash Mhaske.

RESOLVED FURTHER THAT on the recommendation of Audit Committee and Nomination & Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for payment of remuneration amounting to Rs.48,00,000/- per annum (excluding Perquisites) to Mr. Nana Prakash Mhaske. The remuneration payable to Mr. Nana Prakash Mhaske may be revised from time to time by the Board of Directors that may be formed for this purpose.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Director, the above remuneration excluding the commission amount payable on the minimum remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

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RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion, deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

5. RE-APPOINTMENT OF MR. ANANT PANDURANG KULKARNI (DIN: 01887356) AS AN EXECUTIVE DIRECTOR AND CHIEF FINANCIAL OFFICER (CFO) AND APPROVAL OF REMUNERATION

“**RESOLVED THAT** in pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the provisions Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, and such other permissions, sanction(s) as may be required, and in line with the recommendation of the Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Anant Pandurang Kulkarni (DIN: 01887356) as Executive Director and Chief Financial Officer (CFO) of the Company with effect from 16th August, 2024 for a period of three years i.e. upto 15th August, 2027, to perform duties assigned to him by the Board of Directors from time to time on such terms and conditions as may be mutually decided by and between the Board and Mr. Anant Pandurang Kulkarni;

RESOLVED FURTHER THAT on the recommendation of Audit Committee and Nomination & Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for payment of remuneration amounting to Rs.28,20,000/- per annum (excluding Perquisites) to Mr. Anant Pandurang Kulkarni. The remuneration payable to Mr. Anant Pandurang Kulkarni may be revised from time to time by the Board of Directors that may be formed for this purpose.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Director, the above remuneration excluding the commission amount payable on the minimum

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remuneration by way of salary, Perquisites and Other terms & Conditions as specified above and subject to receipt of the requisite approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion, deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

By Order of the Board of Directors
For Krishival Foods Limited
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Sd/-
Aparna Morale Bangar
Chairperson and Managing Director
DIN: 05332039

Date: August 13, 2024

Place: Mumbai

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NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, as amended ('Act'), setting out the material facts concerning the business with respect to Item Nos. 3 to 5 forms part of this Notice.
2. **Pursuant to the Circular issued by Ministry of Corporate Affairs (MCA Circulars')** Circular No. 14/2020 dated 08.08.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 2/2022 dated 05.05.2022, Circular No. 3/2022 dated 05.05.2022, Circular No. 10/2022 and Circular No. 11/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023 and **Pursuant to the Circular issued by Securities & Exchange Board of India ('SEBI Circular')**, Circular No. SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05. 2022, Circular No. SEBI/HO/CFD/ PoD-2/CIR/2023/4 dated 05.01.2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The Notice calling the AGM has been uploaded on the website of the Company at <http://www.krishival.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. NSE Limited at www.nseindia.com. The AGM Notice is also

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disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

5. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
6. The Company has appointed **M/s. MNB & Co. LLP**, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process.
7. The result of the e-voting shall be published by the company Secretary of the company on Saturday, September 14, 2024.
8. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. while login for attending the Meeting.
10. The record date for dividend is Friday, September 06, 2024.
11. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 07, 2024 to Monday, September 09, 2024 (both days inclusive) for the purpose of the Annual General Meeting and Dividend of the Company.
12. The e-voting period begins on Tuesday, September 10, 2024 at 10.00 a.m. and ends on Thursday, September 12, 2024 at 5.00 p.m. During this period, shareholders of the Company, holding shares as on the cut-off date i.e. Friday, September 06, 2024 may cast

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their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

13. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote cast by remote e-voting prior to the meeting shall prevail. The Members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights during the meeting also.
14. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off Date i.e. Friday, September 06, 2024.
15. All documents referred to in this notice are open for inspection at the Registered Office of the Company between 11.00 am to 4.00 pm on any working day till the date of AGM.
16. The facility for voting will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.
17. Pursuant to proviso to Regulation 40(1) of the Regulations, effective 1st April 2019, the Company is not permitted to process requests for transfer of securities, other than transmission or transposition of names in physical form. So, persons holding shares in physical form are requested to take actions for dematerialization of their holdings to ensure hassle free transactions in the shares.
18. Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may obtain the nomination form from the RTA. Those holding shares in demat form may approach their DP for registering the nominations.
19. 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 Act.

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20. Dividend on Equity shares as recommended by the Board of Directors for the year ended March 31, 2024, if approved at the AGM, will be payable, to those Members of the Company who hold shares:
- a) In dematerialised ('demat') mode, based on the beneficial ownership details to be received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on the date of book closure;
 - b) In physical mode, if their names appear in the Company's Register of Members as on the date of book closure;
21. Regulations 12 read with Schedule I of the Listing Regulations requires all Companies to use the facilities of Electronic Clearing Services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars. Accordingly, Members are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the RTA in respect of shares held in physical form.
22. Under the Act, dividends that are unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ('IEPF') administered by the Central Government.
23. The details of unclaimed dividends for the financial year 2022-23 and 2023-24 and the last date for claiming such dividends are given below:

Financial Year	Date of Declaration of Dividend	Unclaimed Amount as on March 31, 2024	Due Date for transfer to IEPF
2022-2023	June 23, 2022	7,170.95	On completion of 7 years from the date of declaration of dividend
2023-2024	July 22, 2023	8,742.44	On completion of 7 years

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			from the date of declaration of dividend
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Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above or with the Company's registered office or at cs@krishival.com

List of unpaid dividend is uploaded on Company's website at:

<https://krishival.com/pages/investors-desk>

24. Pursuant to the Income Tax Act, 1961 as amended, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source on dividend paid to the Members at the prescribed rates.
25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.

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

Item No. 3, 4 and 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 13, 2024, approved the appointment of Ms. Aparna Morale Bangar (DIN: 05332039) as a Chairperson & Managing Director (Whole Time Key Managerial Personnel), Mr. Anant Pandurang Kulkarni (DIN: 01887356) as Executive Director Cum Chief Financial Officer (Whole Time Key Managerial Personnel) and Mr. Nana Prakash Mhaske (DIN: 01911731) as Executive Director Cum Chief Executive Officer (Whole Time Key Managerial Personnel), not liable to retire by rotation at the Board Meeting held on August 13, 2024 for a period of 3 years upto August 15, 2027.

The Directors are neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. They have given all the necessary declarations and confirmation including their consent to be appointed on the Board of the Company.

The Directors shall follow the code of conduct of the company and perform the duties as prescribed by the directors from time to time subject to the provisions of section 166 of the Companies act, 2013.

The Company also seeks the approval of the members by way of special resolution as per the provisions of sections 196, 197 and schedule V of the companies act, 2013 read with the companies rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the re-appointment of Ms. Aparna Morale Bangar as the Chairperson & Managing Director with the fixation of remuneration not exceeding Rs 1,20,00,000/- plus rent free accommodation, Mr. Anant Pandurang Kulkarni as the as Executive Director Cum Chief Financial Officer with the fixation of remuneration Rs 28,20,000/- and Mr. Nana Prakash Mhaske as the as Executive Director Cum Chief Executive Officer with the fixation of remuneration Rs. 48,00,000/-. The revision in remuneration would be effective from April 1, 2024 for all three KMP's.

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ANNEXURE - I

In term of the requirements as per sub-clause (IV) of the proviso to sub paragraph (B) of Paragraph (1) of Section II of Part II of Schedule V to the Act, the brief profile of Ms. Aparna Morale Bangar, Mr. Nana Prakash Mhaske and Mr. Anant Pandurang Kulkarni is given hereinunder:

1. Aparna Morale Bangar:

Aparna Morale Bangar is the promoter and CMD of the Company. Aparna has completed her graduation as Bachelor of Pharmacy from Pune University and MBA in operations from Symbiosis. Aparna has 12 years of experience of business administration and operations. She is a full-time director in the company. Aparna has a keen interest in quality analysis and control, accounts and financial concepts.

2. Anant Pandurang Kulkarni:

Anant Pandurang Kulkarni is a promoter and CFO of the company. He has 18 years of experience in accounts and finance He has completed his graduation and post-graduation in commerce from Pune university of Maharashtra. He is full time Director in Company.

3. Nana Prakash Mhaske:

Nana Prakash Mhaske is a promoter and CEO of the Company. Nana has a work experience of 19 years in cashew Industry with specialisation in operations and sales. He is graduated from Pune university of Maharashtra in political science. He is full time Director in a Company.

The board proposes the resolution No. 3, 4 and 5 for the approval of the Shareholders.

Memorandum of Interest:

Except for Ms. Aparna Morale Bangar, Mr. Anant Pandurang Kulkarni and Mr. Nana Prakash Mhaske none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 3, 4 and 5 respectively.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below for Ms. Aparna Morale Bangar, Mr. Anant Pandurang Kulkarni and Mr. Nana Prakash Mhaske

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I. General Information

1. **Nature of Industry:** The Company is into the business of manufacturers, producers, processors, distributors, Wholesalers, retailers, buyers, sellers, suppliers, agents, merchants, traders, importers, exporters, makers, and dealers of cashews products and its related dry fruits products, confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drink.
2. **Date or expected date of commencement of commercial production:** March 21, 2014
3. **In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
4. **Financial Performance based on given indicators**

Particulars	2023-24	2022-23
Revenue from Operations	10,261.73	7,002.94
Other Income	214.11	118.82
Total Income	10,475.83	7,121.76
Less: Expenses	9,242.74	6,198.76
Net Profit/Loss Before Tax	1,233.09	923.00
Current Tax	272.30	229.40
Net Profit/Loss After Tax	976.46	676.60

5. **Foreign Investments and Collaborations:** The Company has not made any Foreign Investments nor entered into any collaborations during the last year

II. Information about the Appointees

1. Background Details

- a) **Ms. Aparna Morale Bangar:** Aparna has 12 years of experience of business administration and operations. She has a keen interest in quality analysis and control, accounts and financial concepts.
- b) **Mr. Anant Pandurang Kulkarni:** He has 18 years of experience in accounts and finance.
- c) **Mr. Nana Prakash Mhaske:** Nana has work experience of 19 years in cashew Industry with specialisation in operations and sales.

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2. Past remuneration:

- a) Ms. Aparna Morale Bangar (DIN: 05332039) – Rs. 96 /- Lakhs
- b) Mr. Anant Pandurang Kulkarni (DIN: 01887356) – Rs. 16.20/- Lakhs
- c) Mr. Nana Prakash Mhaske (DIN: 01911731) – Rs. 20.40/- Lakhs

3. Shareholding:

- a) Ms. Aparna Morale Bangar (DIN: 05332039) holding 76,80,641 Equity Shares of Rs. 10/- each.
- b) Mr. Anant Pandurang Kulkarni (DIN: 01887356) holding 3,05,000 Equity Shares of Rs. 10/- each.
- c) Mr. Nana Prakash Mhaske (DIN: 01911731) holding 3,05,000 Equity Shares of Rs. 10/- each.

4. List of Directorship held in other Companies:

- a) **Ms. Aparna Morale Bangar (DIN: 05332039)**
 - 1. Empyrean Healthcare Private Limited
 - 2. SSBA Innovations Limited
 - 3. Kuldew Technologies Private Limited
 - 4. Siddhivinayak Cashew Industries Private Limited
 - 5. SSBA Technologies Private Limited
- b) **Mr. Anant Pandurang Kulkarni (DIN: 01887356)**
 - 1. Empyrean Speciality Sugar And Biomass Limited
 - 2. Empyrean Healthcare Private Limited
 - 3. Crazy Talkies Entertainment Private Limited
- c) **Mr. Nana Prakash Mhaske (DIN: 01911731)**
 - 1. Empyrean Speciality Sugar And Biomass Limited
 - 2. Empyrean Healthcare Private Limited
 - 3. Crazy Talkies Entertainment Private Limited
 - 4. Siddhivinayak Cashew Industries Private Limited

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Registered Office: 1309, Lodha Supremus Powai, Saki Vihar road, opp. MTNL Office, Powai,
Mumbai-400072, Maharashtra, India

Tel no.: +918779558264, Website: www.krishival.com, Email: cs@krishival.com

5. Recognition and Awards: Not Applicable

6. Job profile Suitability:

Ms. Aparna Morale Bangar: Aparna has 12 years of experience of business administration and operations. She has a keen interest in quality analysis and control, accounts and financial concepts.

Mr. Anant Pandurang Kulkarni: He has 18 years of experience in accounts and finance.

Mr. Nana Prakash Mhaske: He has work experience of 19 years in cashew Industry with specialisation in operations and sales.

7. Remuneration proposed: As per Resolution No. 3, 4 and 5

8. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Ms. Aparna Morale Bangar, Mr. Anant Pandurang Kulkarni and Mr. Nana Prakash Mhaske the remuneration proposed to be paid commensurate with the remuneration packages paid to their similar counterparts in other companies

9. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel

Besides the remuneration proposed to be paid to Ms. Aparna Morale Bangar, Mr. Anant Pandurang Kulkarni and Mr. Nana Prakash Mhaske they do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other Information

1. Reasons of inadequate profits:

The Company is into the business of processing and sells of nuts and dry fruits its related products and is dependent on the consumer demand for selling these products. If consumer demand recedes or the company is not able to serve demand from market, the Company may incur inadequate profits in the respective years.

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2. Steps taken or proposed to be taken for improvement

As explained above, the Company shall venture into newer market and increase its capabilities to secure its order and adopt innovative strategies to cater to the needs of its Clients.

3. Expected increase in productivity and profits in measurable terms: The company shall optimize production to make production more and more efficient with reduction in overheads. The company shall keep investing in innovation, research and development.

IV. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2024

(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors; - Salary and Travel allowance

(ii) details of fixed component and performance linked incentives along with the performance criteria; - No performance linked incentives

(iii) service contracts, notice period, severance fees; and - Notice Period - 3 Months and No Severance Fees;

(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable – Not Applicable

By Order of the Board of Directors
For Krishival Foods Limited
Formerly known as Empyrean Cashews Limited

Sd/-

Aparna Morale Bangar
Chairperson and Managing Director
DIN: 05332039

Date: August 13, 2024

Place: Mumbai

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The instructions for e-voting are as under: -

1. 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, and **Pursuant to the Circular issued by Ministry of Corporate Affairs (MCA Circulars')** Circular No. 14/2020 dated 08.08.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 2/2022 dated 05.05.2022, Circular No. 3/2022 dated 05.05.2022, Circular No. 10/2022 and Circular No. 11/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023 and **Pursuant to the Circular issued by Securities & Exchange Board of India ('SEBI Circular')**, Circular No. SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05. 2022, Circular No. SEBI/HO/CFD/PoD-2/CIR/2023/4 dated 05.01.2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, September 10, 2024 at 10.00 a.m. and ends on Thursday, September 12, 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the

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cut-off date i.e. Friday, September 6, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) **Pursuant to the Circular issued by Ministry of Corporate Affairs (MCA Circulars')** Circular No. 14/2020 dated 08.08.2020, Circular No.17/2020 dated 13.04.2020, Circular No. 20/2020 dated 05.05.2020, Circular No. 02/2021 dated 13.01.2021, Circular No. 2/2022 dated 05.05.2022, Circular No. 3/2022 dated 05.05.2022, Circular No. 10/2022 and Circular No. 11/2022 dated 28.12.2022, Circular No. 09/2023 dated 25.09.2023 and **Pursuant to the Circular issued by Securities & Exchange Board of India ('SEBI Circular')**, Circular No. SEBI/HO/CFD/CMD/1/CIR/P/2020/79 dated 12.05.2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13.05. 2022, Circular No. SEBI/HO/CFD/PoD-2/CIR/2023/4 dated 05.01.2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07.10.2023, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circular No. EBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

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	- If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing

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	the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can

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securities in Demat mode with CDSL	contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax

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	Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **KRISHIVAL FOODS LIMITED** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

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- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@krishival.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@krishival.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@krishival.com. These queries will be replied to by the company suitably by email.

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8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@krishival.com or support@purvashare.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911.

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.