



KRISHIVAL FOODS LIMITED

CIN No. L74120MH2014PLC254748

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

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the (01/2025-26) Extra-Ordinary General Meeting of the members of **Krishival Foods Limited** (formerly known as Empyrean Cashews Limited) will be held on Thursday, June 26, 2025 at 04:00 P.M. at the Deemed Venue i.e. Registered Office of the Company situated at 1309, Lodha Supremus, Saki Vihar Road, Opp. MTNL Office, Powai, Mumbai - 400072 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 to transact the following business:

SPECIAL BUSINESS:

1. APPROVAL OF RELATED PARTY TRANSACTIONS

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, to the extent applicable, Regulations 2(1)(zc), 23(4) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, 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 be deemed to include the Audit Committee or any other Committee / constituted / empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith for an aggregate value not exceeding Rs. 92,20,00,000/- (Rupees Ninety Two Crores and Twenty Lakhs Only) during F.Y. 2025-26 provided that such transaction(s)/ contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent



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from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors
For Krishival Foods Limited**

**Aparna Sujit Bangar
Chairperson and Managing Director
DIN: 05332039**

**Date: May 30, 2025
Place: Mumbai**



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NOTES:

1. 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.
2. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and other circulars issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
3. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the Members will not be available.
4. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Members can join the EGM through 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 EGM through VC/OAVM will be made available for 1,000 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 EGM without restriction on account of first come first served basis.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
8. The Company has appointed **M/s. MNB & Co. LLP**, Practicing Company Secretaries as Scrutinizer to scrutinize the e-voting process.
9. The result of the e-voting shall be published by the Managing director of the company on Friday, June 27, 2025.



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10. Members desiring any information on the transaction 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.
11. 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.
12. The e-voting period begins on Monday, June 23, 2025 at 10:00 A.M. and ends on Wednesday, June 25, 2025 at 05:00 P.M. During this period, members of the Company, holding shares as on the cut-off date i.e. Thursday, June 19, 2025 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
13. All documents referred to in this notice are open for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on any working day till the date of EGM.
14. The facility for voting will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM. Members who have cast their votes by remote e-voting prior to EGM may attend the EGM but shall not be entitled to cast their vote again.
15. 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.
16. 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.
17. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the Members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.



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The instructions for e-voting are as under: -

- 1) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- 2) 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 MCA Circulars 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/EGM. 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 EGM/AGM will be provided by CDSL.
- 3) The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- 6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.krishival.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
- 7) The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.



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- 8) In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS 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 Monday, June 23, 2025 at 10:00 A.M. and ends on Wednesday, June 25, 2025 at 05:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday, June 19, 2025 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 SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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 members, in respect of all member's 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 members.

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.

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. 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. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Pursuant to abovesaid 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. 3. 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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	1. 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-



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	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. 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see 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.
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



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	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.
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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 securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 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 : 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.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below:



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



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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.
- 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 mandatory 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 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/EGM 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. Members 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. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further members 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. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **atleast 3 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@krishival.com. The members who do not wish to speak during the AGM but have queries may send their queries **in advance 3 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.
8. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those members, 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 members through the e-voting available during the EGM/AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members may be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.



KRISHIVAL FOODS LIMITED

CIN No. L74120MH2014PLC254748

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

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

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 Company at cs@krishival.com or at RTA email id at 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 toll free no. 1800 21 09911

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 toll free no. 1800 21 09911.



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

ITEM NO. 1: APPROVAL FOR RELATED PARTY TRANSACTION

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, The related party transaction has been approved by the audit committee and Board of Directors.

The list of related party transactions is annexed to this notice as an **Annexure I**.

The Board and Audit Committee in its meeting held on Friday, May 30, 2025 has recommended maximum limit of Rs. 92,20,00,000/- (Rupees Ninety Two Crores and Twenty Lakhs Only) for Related Party Transactions for financial year 2025-26 based on the transactions entered during the previous financial year 2024-25.

The related party transaction(s)/contract(s)/arrangement(s) mentioned in this proposal has been evaluated by the independent director and the proposed terms of the contract/agreement are in the ordinary course of business and meet the arm's length testing criteria.

The Related Party Transactions will be entered based on the market price of the relevant material and service. Where market price is not available, alternative method including reimbursement of actual cost incurred or cost plus mark-up as applicable at the sole discretion of the independent directors.

Except the above related parties, none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution. Related party shall not be eligible to vote in the said resolution.

The Board recommends the passing of the resolution set out at the Item No. 1 for approval of the members of the company by way of a special resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is annexed.

**By Order of the Board of Directors
For Krishival Foods Limited**

Aparna Sujit Bangar
Chairperson and Managing Director
DIN: 05332039

Date: May 30, 2025
Place: Mumbai

ANNEXURE TO THE EXPLANATORY STATEMENT

S. No.	Particulars		Siddhivinayak Cashews Industries Private Limited	Melt 'N' Mellow Foods Private Limited	SSBA Innovation Limited
1	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs				
	a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Siddhivinayak Cashews Industries Private Limited is a wholly-owned subsidiary company of Krishival Foods Limited	Melt 'N' Mellow Foods Private Limited is a subsidiary company of Krishival Foods Limited	There are common directors in Krishival Foods Limited and SSBA Innovation Limited
	b	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company and Siddhivinayak Cashews Industries Private Limited has entered into the following transactions:- 1. Sale of goods or services - Rs. 6 Crores 2. Loan - Rs. 2 Crores 3. Investment - Rs. 10 Crores 4. Rent - Rs. 3 Lakhs	The Company and Melt 'N' Mellow Foods Private Limited has entered into the following transactions:- 1. Sale of goods or services - Rs. 15 Crores 2. Loan - Rs. 25 Crores	The Company and SSBA Innovation Limited has entered into the following transactions:- 1. Rent - Rs. 5 Lakhs 2. Professional Fees - Rs. 2 Crores
	c	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Annual Consolidated Turnover - Rs. 202,23,24,000/- 1. Sale of goods or services - 2.96% 2. Loan - 0.99% 3. Investment - 4.94% 4. Rent - 0.014%	Annual Consolidated Turnover - Rs. 202,23,24,000/- 1. Sale of goods or services - 7.14 2. Loan - 12.36%	Annual Consolidated Turnover - Rs. 202,23,24,000/- 1. Rent - 0.025% 2. Professional Fees - 0.99%
2	Justification for the proposed RPTs		Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business
3	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary				
	a	Details of the source of funds in connection with the proposed transaction	Own Funds	Own Funds	Own Funds
	b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	No	No	N.A.
	c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Unsecured Loan @ 12% p.a., repayable on demand	Unsecured Loan @ 12% p.a., repayable on demand	N.A.
	d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the working capital requirements and rental	For acquisition purpose	Rental
4	Arm's length pricing and a statement that the valuation, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.		The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship		Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also a Director on the Board of Siddhivinayak Cashews Industries Private Limited. Her interest, concern, or that of her relatives, is limited only to the extent of her holding directorship / KMP position in the Company and Siddhivinayak Cashews Industries Private Limited	Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also a Director on the Board of Melt 'N' Mellow Foods Private Limited. Her interest, concern, or that of her relatives, is limited only to the extent of his holding directorship / KMP position in the Company and Melt 'N' Mellow Foods Private Limited.	Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also a Director on the Board of SSBA Innovation Limited. Her interest, concern, or that of her relatives, is limited only to the extent of his holding directorship / KMP position in the Company and SSBA Innovation Limited.

ANNEXURE TO THE EXPLANATORY STATEMENT

S. No.	Particulars		Empyrean Healthcare Private Limited	Hamma Foods Private Limited by Melt 'N'	Investment in BVK Foods Private Limited by
1	Summary of information provided by the Management to the Audit				
	a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	There are common directors in Krishival Foods Limited and SSBA Innovation Limited	Investment in Hamma Foods Private Limited by subsidiary company, Melt 'N' Mellow Foods Private Limited	Investment in BVK Foods Private Limited by subsidiary company, Melt 'N' Mellow Foods Private Limited
	b	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company and Empyrean Healthcare Private Limited has entered into the following transaction:- 1. Rent - Rs. 2 Lakhs	The Company is making an indirect investment of Rs. 22 Crores in Hamma Foods Private Limited through its subsidiary, Melt 'N' Mellow Foods Private Limited	The Company is making an indirect investment of Rs. 7 Crores in BVK Foods Private Limited through its subsidiary, Melt 'N' Mellow Foods Private Limited
	c	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Annual Consolidated Turnover - Rs. 202,23,24,000/- 1. Rent - 0.009%	Annual Consolidated Turnover - Rs. 202,23,24,000/- 1. Investment - 10.88%	Annual Consolidated Turnover - Rs. 202,23,24,000/- 1. Investment - 3.46%
2	Justification for the proposed RPTs		Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business
3	Details of proposed RPTs relating to any loans, inter-corporate deposits,				
	a	Details of the source of funds in connection with the proposed transaction	Own Funds	Own Funds	Own Funds
	b	loans, inter-corporate deposits, advances or investments:	N.A.	No	No
	c	Applicable terms, including covenants, tenure, interest rate	N.A.	N.A.	N.A.
	d	The purpose for which the funds will be utilized by the ultimate	Rental	For acquisition purpose	For acquisition purpose
4	Arm's length pricing and a statement that the valuation, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.		The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship		Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company and Mr. Nana Prakash Mhaske, CEO and WTD are Directors on the Board of Empyrean Healthcare Private Limited. Their interest, concern, or that of her relatives, is limited only to the extent of their holding directorship / KMP position in the Company and Empyrean Healthcare Private Limited	Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also Director on the Board of Melt 'N' Mellow Foods Private Limited. Her interest, concern, or that of her relatives, is limited only to the extent of his holding directorship / KMP position in the Company and Melt 'N' Mellow Foods Private Limited	Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also Director on the Board of Melt 'N' Mellow Foods Private Limited. Her interest, concern, or that of her relatives, is limited only to the extent of his holding directorship / KMP position in the Company and Melt 'N' Mellow Foods Private Limited.

ANNEXURE TO THE EXPLANATORY STATEMENT

S. No.	Particulars		SSB Capital Advisors	Empyrean Enviro	SSBA Technologies Private Limited
1	Summary of information provided by the Management to the Audit				
	a	Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)	Promoter, Director of Krishival Foods Limited is partner of SSB Capital Advisors	Promoter, Director of Krishival Foods Limited is partner of Empyrean Enviro	There is common director in Krishival Foods Limited and SSBA Technologies Private Limited
	b	Type, material terms, tenure, monetary value and particulars of the proposed RPTs	The Company and SSB Capital Advisors Private limited has entered into the following transaction:- 1. Rent - Rs. 5 Lakhs	The Company and Empyrean Enviro Private Limited has entered into the following transaction:- 1. Rent - Rs. 5 Lakhs	The Company and SSBA Technologies Private Limited has entered into the following transaction:- 1. Professional Fees - Rs. 3 Crores
	c	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	Annual Consolidated Turnover - Rs. 202,23,24,000/- 1. Rent - 0.025%	Annual Consolidated Turnover - Rs. 202,23,24,000/- 1. Rent - 0.025%	Annual Consolidated Turnover - Rs. 202,23,24,000/- 1. Professional Fees - 1.48%
2	Justification for the proposed RPTs		Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business	Transactions entered on arm's length basis in an ordinary course of business
3	Details of proposed RPTs relating to any loans, inter-corporate deposits,				
	a	proposed transaction	Own Funds	Own Funds	Own Funds
	b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:	N.A.	N.A.	N.A.
	c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A.	N.A.	N.A.
	d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Rental	Rental	Rental
4	Arm's length pricing and a statement that the valuation, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder.		The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.	The pricing mechanism followed for recurring transactions is based on the past practices adopting Arm's Length Principle substantiated and the electronic copy of the same is available for inspection.
5	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship		Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also a partner in SSB Capital Advisors. Her interest, concern, or that of her relatives, is limited only to the extent of his holding directorship / KMP position in the Company and SSB Capital Advisors.	Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also a partner in Empyrean Enviro. Her interest, concern, or that of her relatives, is limited only to the extent of his holding directorship / KMP position in the Company and Empyrean Enviro.	Mrs. Aparna Sujit Bangar, Managing Director and KMP of the Company is also Director on the Board of SSBA Technologies Private Limited. Her interest, concern, or that of her relatives, is limited only to the extent of his holding directorship / KMP position in the Company and SSBA Technologies Private Limited