



SRIVARI SPICES AND FOODS LIMITED

CIN: L15494TG2019PLC130131

Registered Office: Shed No. 5-105/4/A, SY No.234/A Sriram Industrial Area, Kattedan, Jalpally, Hyderabad - 500077, Telangana, India

Corporate Office: 4-1-875, 876, 877, and 877/1, RDB Blue Hope, Tilak Road, Abids, Hyderabad G.P.O., Hyderabad, Telangana, India, 500001

Tele No.: +91 90552 34567, **Web:** www.srivarispices.com, **Email Id:** info@srivarispices.com

NOTICE

Notice is hereby given that the **06th Annual General Meeting (AGM)** of the Members of **Srivari Spices and Foods Limited** will be held on Tuesday, the 30th September 2025 at 11:00 A.M. at the corporate office of the Company situated at 4-1-875, 876, 877, and 877/1, RDB Blue Hope, Tilak Road, Abids, Hyderabad G.P.O., Hyderabad, Telangana, India, 500001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, together with the reports of the Auditors and Board of Directors thereon;**
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with the reports of the Auditors thereon.**

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

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

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions, and in connection with any matter incidental thereto.”

2. To declare a dividend on equity shares for the financial year ended 31st March 2025

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

“RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 5% (i.e. ₹ 0.50/- per share) on 85,70,400 Equity Shares of ₹10/- each fully paid up for the year ended 31st March, 2025 and the same be paid out of the profits of the Company.”

3. To appoint a director in place of Mrs. Neihaa Rathi (DIN: 05274847), who retires by rotation and is eligible, offers herself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, **Mrs. Neihaa Rathi (DIN: 05274847)**, who retires by rotation at this meeting, and being eligible, offers herself for re-appointment, is re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolution, and in connection with any matter incidental thereto.”

SPECIAL BUSINESS:

4. To reappoint MRS. Neihaa Rathi (DIN: 05274847) as Chairman and Whole-time Director of the Company with effect from 02nd March, 2026

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, ("the Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and based on the recommendation of the Nomination and Remuneration Committee of the Company and Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of **Mrs. Neihaa Rathi (DIN: 05274847)** as **Chairman and Whole-time Director** of the Company, for a further period of three (3) years commencing from 02nd March, 2026 ending on 01st March, 2029 (both days inclusive), liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice pursuant to Section 102(1) of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof) be and is authorised to revise, alter, modify, amend the terms and conditions of the reappointment including remuneration Mrs. Neihaa Rathi (DIN: 05274847), from time to time as it may deem fit and as may be agreed with her, in accordance with the provisions of the Companies Act, 2013 (including Section 196, 197 and

Schedule V), the SEBI (LODR) Regulations, 2015, and any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during her tenure as Chairman & Whole-time Director, the remuneration, as detailed in the Explanatory Statement annexed to this notice or such other remuneration as may be approved by the Board within the applicable statutory limits, shall be paid to **Mrs. Neihaa Rathi (DIN: 05274847)** as minimum remuneration.

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

5. To reappoint Mr. Narayan Das Rathi (DIN: 09065949) as Whole-time Director of the Company with effect from 02nd March, 2026

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, ("the Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and based on the recommendation of the Nomination and Remuneration Committee of the Company and Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of **Mr. Narayan Das Rathi (DIN: 09065949)** as **Whole-time Director** of the Company, for a further period of three (3) years commencing from 02nd March, 2026 ending on 01st March, 2029 (both days inclusive), liable to retire by rotation, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice pursuant to Section 102(1) of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof) be and is authorised to revise, alter, modify, amend the terms and conditions of the reappointment including remuneration of Mr. Narayan Das Rathi (DIN: 09065949), from time to time as it may deem fit and as may be agreed with him, in accordance with the provisions of the Companies Act, 2013 (including Section 196, 197 and Schedule V), the SEBI (LODR) Regulations, 2015, and any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his tenure as Whole-time Director, the remuneration, as detailed in the Explanatory Statement annexed to this notice or such other remuneration as may be approved by the Board within the applicable statutory limits, shall be paid to **Mr. Narayan Das Rathi (DIN: 09065949)** as minimum remuneration.

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

6. To approve alteration in the Object Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 15, and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications, amendments, re-enactments or substitutions thereof, for the time being in force), and subject to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other approvals, consents, permissions and sanctions as may be required from the Registrar of Companies or any other regulatory/statutory authority(ies), the consent of the members be and is hereby accorded to amend clause III (A) (the object clause) of the Memorandum of Association of the Company in the following manner:

The addition of the following object(s) after the existing sub clause 3 of Clause III(A) (Main Objects) of the Memorandum of Association of the Company:

4. To carry on in India or elsewhere, the business of manufacturing, trading, importing, exporting, distributing, supplying, marketing, buying, selling, and otherwise dealing in pooja articles, devotional goods, spiritual and festival-related items, religious décor, gift items, accessories and all other allied, incidental or ancillary products, whether traditional, modern or innovative in nature, and to undertake all such activities as are necessary or expedient for the promotion of devotional, cultural, and festival-related businesses.
5. To carry on the business of the Company in India and outside India, as permitted under law.
6. To engage in the business of e-commerce, quick commerce, online trading, digital marketplaces, mobile applications, and delivery platforms for food, beverages, FMCG, consumer goods, and other permissible products, together with related storage, transportation, and delivery support for the Company’s business operations.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, including filings with the Registrar of Companies, Stock Exchanges and other authorities, and to settle any questions, difficulties or doubts that may arise in this regard, as it may in its absolute discretion deem necessary, proper, or desirable, for the purpose of giving effect to this resolution.”

7. Disinvestment of 100% stake in Wholly Owned Subsidiary Company M/s. Srivari Supply Chain Private Limited

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a), 188 and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, Regulation 23 & 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modifications, amendments or re-enactments thereof, for the time being in force), and based on the approval of the Audit Committee and the Board of Director, subject to other requisite approvals to

the extent necessary as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell/ transfer or otherwise dispose-off, the entire investment of 10,000 equity shares held in Srivari Supply Chain Private Limited, a wholly owned subsidiary company, together with all its assets and liabilities, to Mr. Naryan Das Rathi, Whole Time Director and Mrs. Neihaa Rathi Chairman & Whole Time Director, for a consideration of ₹615/- per share as determined by an independent valuation report.

RESOLVED FURTHER THAT the Members hereby take note that in terms of Regulation 23(7) of SEBI (LODR), the related parties (including the aforesaid Directors) shall abstain from voting on this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize and execute all necessary agreements (if any), deeds, documents and writings, and to do all such acts, deeds, matters and things, as may be necessary, expedient or desirable for giving effect to this resolution including determination of the final terms and conditions of the transaction, and settling any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any director(s) or Company Secretary or any other Officer(s) / Authorised Representative(s) of the company, to take such steps as may be considered necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorized 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.”

8. Approval of Material Related Party Transactions for the Year 2025-26

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other provisions, if any of the Companies Act, 2013 (the Act) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, as amended from time to time and the Company’s policy on Related Party Transactions, and based on the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into and/or carry out and/or continue contract(s)/arrangement(s)/ transaction(s) with Srivari Supply Chain Private Limited (SSCPL), being a ‘Related Parties’ within the definition as per Section 2(76) of the Act and rules made thereunder and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the sale of goods by the company to SSCPL, during the FY 2025-26. For an aggregate value not exceeding ₹25 Crores and on such terms and conditions as mutually agreed between the Company and SSCPL as specified in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT all actions taken by the Board (which term shall include any Committee of the Board) or any person duly authorised by the Board, in connection with the aforesaid matter, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the

Board”, which term shall be deemed to include any Committee of the Board), be and are hereby authorized to finalise the terms and conditions, execute necessary documents, and do all such acts, deeds, matters, and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

9. Appointment of Secretarial Auditors for a period of 5 years

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

“RESOLVED THAT pursuant to the provisions of Section 204(1) of Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (to the extent applicable), including any amendment(s), modification(s) or reenactment(s) thereof for the time being in force, pursuant to the recommendations of Audit Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded for the appointment of P. S. Rao & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company, for a period of five years commencing from the financial year 2025-26 till Financial Year 2029-30, to undertake Secretarial Audit for each of the said years at such remuneration as may be decided by the Board of Directors from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to decide and finalize the terms and conditions of appointment, including remuneration and to do all such acts, deeds and things, and execute all such documents and writings, as they may in their absolute discretion deem necessary or incidental thereto, including paying such fees and incurring such expenses, in relation thereto as they may deem appropriate, and to file such documents, forms, etc., as required with the regulatory/statutory authorities, and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this resolution.”

**By order of the Board of Directors
For Srivari Spices and Foods Limited**

Place: Hyderabad

Date: 01.09.2025

**Sd/-
Ms. Sushma Barla
Company Secretary & Compliance Officer
ICSI M. No. A51275**

CIN: L15494TG2019PLC130131

Registered Office:

Shed No. 5-105/4/A, SY No.234/A Sriram Industrial Area,
Kattedan, Jalpally, Hyderabad - 500077, Telangana, India

Tele No.: +91 90552 34567

Email: info@srivarispices.com

Website: www.srivarispices.com

NOTES FOR MEMBERS:

1. Explanatory Statement and Additional Information:

- (i) The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
- (ii) Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India ("ICSI") pertaining to the Directors proposed to be appointed/re-appointed as mentioned in the Notice is provided in "**Annexure A**" to this Notice. Director(s) have furnished the requisite consents/ declarations for their appointment / re-appointment.
- (iii) The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the depository participants with whom they are maintaining their demat accounts.
- (iv) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any members as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified

2. Proxy/Authorized Representative:

- (i) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the Company, not less than 48 (Forty-Eight) hours before the commencement of the AGM. Proxy Form is enclosed with the Notice.

Members are requested to note that a person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 (Twenty-Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 (three) days of notice in writing is to be given to the Company.

- 3. Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips and Annual Reports. Members are requested to come to the venue of the meeting well in advance for registration. No registration will be entertained after fifteen minutes from the scheduled time of the commencement of the meeting. The Proxy Form and the Attendance slip are enclosed with this notice.**

- (i) Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote in their behalf at the Meeting.
- (ii) In case of joint holders attending the AGM, only such joint holders who is higher in the order of names will be entitled to vote.
- (iii) Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.

4. Book Closure:

The Register of Members and the Share Transfer Books of the Company will remain closed **from 24th September 2025 to 30th September 2025 (both days inclusive)** for the purpose of payment of dividend.

5. Cut Off Dates:

- (i) This Notice is being sent to all the Members whose names appear as on **Friday, 29th August, 2025**, in the Register of Members/in the Register of beneficial owners as received from M/s. Bigshare Services Private Limited, the Registrar and Transfer Agent ("RTA") of the Company.
- (ii) A person whose name is recorded in the Register of Members/in the Register of beneficial owners maintained by the depositories as on **Tuesday 23rd September 2025, (the "Cut-Off Date")** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. 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.

6. Treatment of Unclaimed Dividends & Shares:

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs

The provisions with regard to transfer of dividend and shares to IEPF is not applicable to the Company as, 7 (Seven) years has not been completed since the first declaration of dividend by the Company.

It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount.

Members may address all the correspondences relating to dividend, unclaimed shares, change of address, share transfer, transmission, nomination etc. to the Company/ RTA at the below mentioned addresses:

- (i) **Registered office of the Company:** M/s. Srivari Spices and Foods Limited, Shed No. 5-105/4/A, SY No.234/A Sriram Industrial Area, Kattedan, Jalpally, Hyderabad - 500077, Telangana, India, **Corporate Office of the Company:** M/s. Srivari Spices and Foods Limited, at 4-1-875, 876, 877, and 877/1, Tilak Road, Abids, Hyderabad G.P.O., Hyderabad -500001, Telangana, India. Ph.: +91 90552 34567, Email: info@srivarispices.com
- (ii) **Registrar & Transfer Agents:** M/s. Bigshare Services Pvt. Ltd., 306, Right Wing, Amrutha Ville, Opp. Yashodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500082, Tel.: 040 4014 4967, Email Id.: bsshyd@bigshareonline.com.

7. Disclosures with respect to demat suspense account/ unclaimed suspense account:

Since no shares of the Company have been transferred to Demat Suspense Account/ Unclaimed suspense Account in accordance with Regulation 39 of the SEBI (LODR) Regulations, 2015 read with Schedule VI thereto, disclosures w.r.t to the same are not applicable to the Company.

8. Communication to Members:

- (i) In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their Members through electronic mode.
- (ii) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of Annual Report is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s) and also to the Auditors and Directors of the Company. For the Members who have not registered their email addresses, physical copies of the annual report along with the aforesaid documents are being sent by the permitted mode.
- (iii) Members may note that the Notice and the Annual Report will also be available on the Company's website at www.srivarispices.com, website of the National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited (CDSL) at <https://ivote.bigshareonline.com/landing>.
- (iv) Members who have still not registered their e-mail IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their e-mail IDs with the Company or the RTA (M/s. Bigshare Services Pvt. Ltd.), for receiving the Notice and Annual Report. Requests can be e-mailed to info@srivarispices.com or investor@bigshareonline.com. We urge members to support this environment friendly effort of the Company and get their e-mail IDs registered.
- (v) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, are open for inspection at the corporate office of the Company which is also the venue for the ensuing AGM, on all working days except Saturdays and Sunday, between 11.00 AM to 1.00 PM up to the date of AGM. The aforesaid documents along with documents referred to in the Notice will also be available for inspection at the corporate office of the Company by the members, without payment of any

fees, from the date of circulation of this Notice up to the **date of AGM, i.e. Tuesday, 30th September, 2025.**

- (vi) In case you have any query related to the enclosed annual accounts you are requested to send the same to the corporate office of the Company or on email Id info@srivarispices.com, at least 10 (ten) days before the date of AGM so as to enable the management to collect the relevant information and redress the queries.

9. Voting by Members:

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- (i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period as mentioned below in Para 8.1.
- (ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the Members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper. Ballot Papers will be made available at the venue of the AGM.
- (iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If Member casts vote through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

8.1 VOTING THROUGH ELECTRONIC MEANS:

Details of E-Voting:

The business as set out in the Notice may be transacted through an electronic voting system and the Company is providing the facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 06th Annual General Meeting.

The Company has engaged the services of Bigshare Services Private Limited ('Bigshare') to provide the E-voting facility.

The e-voting period will commence on Saturday, 27th September, 2025 at 09:00 a.m. (IST) and will end on Monday, 29th September, 2025 at 05:00 p.m. (IST). During this period, members of the company, holding shares either in Physical form or in Dematerialized form, as on the **Cut-Off Date** i.e., **Tuesday, 23rd September, 2025**, may cast their vote electronically. The Remote E-Voting shall not be allowed beyond **29th September, 2025 at 05:00 p.m. (IST)** and the e-voting module shall be disabled by CDSL for voting thereafter.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Saturday, 27th September, 2025 at 09:00 a.m. (IST)** and ends on **Monday, 29th September, 2025 at 05:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

- (record date) of **Tuesday, 23rd September, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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 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.

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

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website

	<p>for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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-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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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 BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.
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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 22 55 33.
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.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

8.2 VOTING THROUGH BALLOT PAPER:

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers The Ballot Paper/s will be issued to the Shareholders / Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as (v) against “**FOR**” or

“AGAINST” as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

Please note that the Members who have cast their vote by Remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- (i) The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through remote e-voting will, not later than two days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.srivarispices.com, and on the website of <https://ivote.bigshareonline.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- (ii) The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within two days of the AGM.

10. Scrutinizer:

- (i) Mr. M Ramana Reddy, (M. No. F11891, CP No. 18415) Practicing Company Secretary from P.S. Rao & Associates, Hyderabad, having consented to act as a scrutinizer, has been appointed as “Scrutinizer” for scrutinizing the voting process (Ballot Paper as well as Remote E-voting) in a fair and transparent manner.
- (ii) The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of a scrutinizer, by use of **“Ballot Paper”** for all those Members who are present at the AGM but have not cast their votes by availing the Remote E-voting facility.
- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot Papers and thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within a period not later than **2 (Two) working days** from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

11. Declaration of Results:

The result of voting (Remote E-voting and the voting at the AGM) on the resolutions shall be declared not later than **2 (Two) working days** from the date of AGM by the Chairman or any person authorized by him for this purpose. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.srivarispices.com, and on the website of <https://ivote.bigshareonline.com>. The results shall simultaneously be communicated to the Stock Exchange at www.nseindia.com.

12. Nomination:

Members holding shares in the physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed Form SH-13 to the RTA. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nominations in respect of their shares.

13. Dematerialization:

Pursuant to SEBI (LODR) (Fourth Amendment) Regulations, 2018 issued on 08th June, 2018 and effective from 05th December, 2018, SEBI has mandated that transfer of securities in a listed company will be processed only if the securities are held in dematerialized form.

14. Other Information:

- (i) Route Map for the AGM is also enclosed with the Notice for easy location of the Venue, Copy of the AGM Notice along with the route map will also be available on the website of the Company at www.srivarispices.com, in the Investor Relations section.
- (ii) As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting".
- (iii) Shareholders are requested to immediately notify any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and to the Registrar and Share Transfer Agent of the Company viz. **Bigshare Services Pvt. Ltd.**, 306, Right Wing, Amrutha Ville, Opp. Yasodha Hospital, Somajiguda, Raj Bhavan Road, Hyderabad - 500082, having email Id bsshyd@bigshareonline.com to receive the soft copy of the annual report and all other communication and notice of the meetings, etc., of the Company.
- (iv) The annual report for the financial year 2024-25 is being sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The members will be entitled to physical copy of the annual report for the financial year 2024-25, free of cost, upon sending a request to the corporate office of the Company situated at 4-1-875, 876, 877, and 877/1, RDB Blue Hope, Tilak Road, Abids, Hyderabad G.P.O., Hyderabad, Telangana, India, 500001 For any Communication, the shareholders may also send request to the Company's E-Mail Id: info@srivarispices.com.

**By order of the Board of Directors
For Srivari Spices and Foods Limited**

**Place: Hyderabad
Date: 01.09.2025**

**Sd/-
Ms. Sushma Barla
Company Secretary & Compliance Officer
ICSI M. No. A51275**

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 4:

Mrs. Neihaa Rathi, aged 44 years, is the Promoter, Chairperson, and Whole-time Director of the Company. She holds a Bachelor's degree in Science from Stella Mary Residential Degree College and has over 12 years of experience in the education sector. Since the incorporation of the Company, Mrs. Rathi has played a pivotal role in building a strong organizational culture, efficiently overseeing operations, and actively participating in all key decision-making processes.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from the appointee, subject to approval of members, the Board of Directors, in their meeting held on 01st September, 2025, recommended the appointment of **Mrs. Neihaa Rathi (DIN: 05274847)** as **Chairperson and Whole-time Director** of the Company, for a further period of three (3) years with effect from 02nd March, 2026 with a remuneration of up to ₹50,00,000/- (Rupees Fifty Lakh only) per annum. The said appointment and terms of appointment, including remuneration to be paid to her, require the approval of the shareholders.

Mrs. Neihaa Rathi has conveyed her consent to act as a Director of the Company and confirmed that she is not disqualified under Section 164 of the Companies Act, 2013, and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. Necessary disclosures as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been received.

Mrs. Rathi also meets the eligibility conditions prescribed under Section 196(3) of the Act and Part I of Schedule V.

Accordingly, in terms of Sections 196, 197, and other applicable provisions of the Companies Act, 2013, read with the applicable rules made thereunder and SEBI (LODR) Regulations, 2015, the Board of Directors recommends the special resolution set out in Item No. 4 of the Notice for approval of the members

Terms of appointment

A. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. 02nd March, 2026 to 01st March, 2029, subject to retirement by rotation.

B. Remuneration, benefits, and perquisites

Maximum consolidated remuneration up to ₹ 50,00,000/- (Rupees Fifty Lakh Only) per annum, inclusive of any remuneration, directly or otherwise, or by way of salary and allowances, incentives w.e.f. 02nd March 2026

C. Other

Service Contract: Not Applicable. However, the above terms may be treated as memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013. Personal accident cover and term life insurance, mediclaim coverage, D&O Insurance, notice period etc. will be as per Company's policy.

Additional disclosures pursuant to the provisions of Schedule V of the Companies Act, 2013

- Payment of remuneration is approved by a resolution passed by the Board and Nomination and Remuneration Committee of the Company, vide resolutions passed dated 01st September, 2025.
- Your Company has not defaulted on any due to any bank or public financial institution, or other secured holder. Your Company has not issued any non-convertible debenture. Hence, the Company does not require prior approval of bank/or public financial institution / other secured creditor.
- Statement referred in clause (iv) of Section II of Part II of the Schedule V of the Companies Act, 2013

I. General information

- Nature of industry: Fast Moving Consumer Goods (FMCG)
- Date or expected date of commencement of commercial production: NA
- In case of new companies, expected date of commencement of activities, as per project approved by financial institutions, appearing in the prospectus: NA
- Financial performance based on given indicators

Financial Parameter	Financial Year		
	2024-25	2023-24	2022-23
Total Revenue	111,98,81,000	78,28,53,000	35,82,01,000
Total Expenses	97,90,57,000	68,25,32,000	31,55,93,000
Net Profit	9,71,59,000	7,03,40,000	3,09,15,000
Paid-up Capital	8,57,04,000	7,14,20,000	5,00,00,000
Reserves & Surplus	50,13,00,000	16,84,55,000	4,13,77,000
Earning per Share (EPS)	12.43	11.19	6.99

- Foreign investments or collaborations, if any: There is no foreign collaboration in the Company.

Foreign Investment in the company as on 31st March 2025 is as mentioned below:

Sl. No.	Category of Shareholder	No. of shareholders	No. of Shares	% of shareholding
1	Non-Resident Indians (NRIs)	62	94339	1.10%

II. Information about the appointee(s):

Provided in Annexure-A to this Notice.

III. Other information

- Reasons of loss or inadequate profits: NA
- Steps taken or proposed to be taken for improvement: NA
- Expected increase in productivity and profits in measurable terms: The management of the Company expecting better financial results in the future.

Other required information about the salary, perquisites, bonus, service contract, notice period, etc. is given in Explanatory Statement, annexed to this Notice.

- The brief resume and additional information of appointees, in pursuance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on

General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India have been given in Annexure A to the Notice.

- e. The above explanatory statement (together with annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/ re-appointment as specified under Section 190 of the Companies Act, 2013.

Your Board of Directors recommends the Resolution at Item No. 4 for approval by the Members by way of Special Resolution.

Except Mrs. Neihaa Rathi (DIN: 05274847) being the appointee Director and Mr. Narayan Das Rathi, Whole Time Director, and their relatives, none of the Directors and/or and other Key Managerial personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in the respective Resolution, set out at Item No. 4 of this Notice.

Item No. 5:

Mr. Narayan Das Rathi, aged 47 years, is the Promoter and Whole-time Director of the Company. He holds a Bachelor’s degree in Commerce from Osmania University, Hyderabad, Telangana. With over two decades of experience in the food industry, he previously managed his family business in trading grains and spices. He joined our organization in 2019 as Marketing Head and has since led strategic initiatives in marketing and brand development. He oversees the overall management and operations of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, and the consent and disclosures from the appointee, subject to approval of members, the Board of Directors, in their meeting held on 01st September, 2025, recommended the appointment of **Mr. Narayan Das Rathi (DIN: 09065949)** as **Whole-time Director** of the Company, for a further period of three (3) years with effect from 02nd March, 2026 with a remuneration of up to ₹50,00,000/- (Rupees Fifty Lakh only) per annum. The said appointment and terms of appointment, including remuneration to be paid to him, require the approval of the shareholders

Mr. Narayan Das Rathi has conveyed his consent to act as a Director of the Company and confirmed that he is not disqualified under Section 164 of the Companies Act, 2013, and is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. Necessary disclosures as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been received.

Mr. Rathi also meets the eligibility conditions prescribed under Section 196(3) of the Act and Part I of Schedule V.

Accordingly, in terms of Sections 196, 197, and other applicable provisions of the Companies Act, 2013, read with the applicable rules made thereunder and SEBI (LODR) Regulations, 2015, the Board of Directors recommends the special resolution set out in Item No. 5 of the Notice for approval of the members

Terms of appointment
A. Period of appointment

Appointed for a period of 3 (three) years, w.e.f. 02nd March, 2026 to 01st March, 2029, subject to retirement by rotation.

B. Remuneration, benefits, and perquisites

Maximum consolidated remuneration up to ₹ 50,00,000/- (Rupees Fifty Lakh Only) per annum, inclusive of any remuneration, directly or otherwise, or by way of salary and allowances, incentives w.e.f. 02nd March 2026

C. Other

Service Contract: Not Applicable. However, the above terms may be treated as memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013. Personal accident cover and term life insurance, mediclaim coverage, D&O Insurance, notice period etc. will be as per Company's policy.

Additional disclosures pursuant to the provisions of Schedule V of the Companies Act, 2013

- Payment of remuneration is approved by a resolution passed by the Board and Nomination and Remuneration Committee of the Company, vide resolutions passed dated 01st September, 2025.
- Your Company has not defaulted on any due to any bank or public financial institution, or other secured holder. Your Company has not issued any non-convertible debenture. Hence, the Company does not require prior approval of bank/or public financial institution / other secured creditor.
- Statement referred in clause (iv) of Section II of Part II of the Schedule V of the Companies Act, 2013

I. General information

- Nature of industry: Fast Moving Consumer Goods (FMCG)
- Date or expected date of commencement of commercial production: NA
- In case of new companies, expected date of commencement of activities, as per project approved by financial institutions, appearing in the prospectus: NA
- Financial performance based on given indicators

Financial Parameter	Financial Year		
	2024-25	2023-24	2022-23
Total Revenue	111,98,81,000	78,28,53,000	35,82,01,000
Total Expenses	97,90,57,000	68,25,32,000	31,55,93,000
Net Profit	9,71,59,000	7,03,40,000	3,09,15,000
Paid-up Capital	8,57,04,000	7,14,20,000	5,00,00,000
Reserves & Surplus	50,13,00,000	16,84,55,000	4,13,77,000
Earning per Share (EPS)	12.43	11.19	6.99

- Foreign investments or collaborations, if any: There is no foreign collaboration in the Company.

Foreign Investment in the company as on 31st March 2025 is as mentioned below:

Sl. No.	Category of Shareholder	No. of shareholders	No. of Shares	% of shareholding
1	Non-Resident Indians (NRIs)	62	94339	1.10%

II. Information about the appointee(s):

Provided in Annexure-A to this Notice.

III. Other information

- (1) Reasons of loss or inadequate profits: NA
- (2) Steps taken or proposed to be taken for improvement: NA
- (3) Expected increase in productivity and profits in measurable terms: The management of the Company expecting better financial results in the future.

Other required information about the salary, perquisites, bonus, service contract, notice period, etc. is given in Explanatory Statement, annexed to this Notice.

- d. The brief resume and additional information of appointees, in pursuance of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India have been given in Annexure A to the Notice.
- e. The above explanatory statement (together with annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/ re-appointment as specified under Section 190 of the Companies Act, 2013.

Your Board of Directors recommends the Resolution at Item No. 5 for approval by the Members by way of Special Resolution.

Except Mr. Narayn Das Rathi (DIN: 09065949) being the appointee Director Mrs. Neihaa Rathi (DIN: 05274847) Chairman & Whole Time Director and their relatives, none of the Directors and/or and other Key Managerial personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolution, set out at Item No. 5 of this Notice.

Item No. 6:

The Board of Directors of your company, considering the Company's long-term business plan to explore new growth opportunities, at their duly convened Board Meeting held on Saturday, 09th August, 2025, decided to amend, subject to members approval, the Object Clause of the Memorandum of Association of the Company. This amendment will enable the Company to undertake take certain new activities, in addition to company's existing businesses, as more particularly described in the resolution proposed for members approval at Company's ensuing Annual General Meeting.

Clause 4 is proposed to explicitly include the business of pooja articles, devotional goods, spiritual and festival-related items, religious décor, gift items, accessories, and allied products, whether traditional, modern, or innovative in nature. Although such products may technically fall under "consumer goods" in the existing objects, the inclusion of this clause ensures clarity of intent and communicates the Company's focus in this specialized segment.

Clause 5 is proposed to clearly authorize the Company to carry on business in India and outside India, making explicit the Company's intention to undertake overseas operations. While import/export activities are already covered in the existing objects, this clause provides unambiguous clarity for international business expansion.

Clause 6 is proposed to cover the Company's engagement in e-commerce, quick commerce, online trading, digital marketplaces, mobile applications, and delivery platforms for food, beverages, FMCG, consumer goods, and other permissible products. It also includes related storage, transportation, and delivery support for the Company's own products. Although e-commerce and related activities are already encompassed in the broad wording of the existing objects, the inclusion of this clause makes the Company's intent more precise and clearly articulated, particularly in the context of digital and quick commerce.

The proposed amendments aims to expand the Company's scope of operations, diversify into new business segments, and thereby enhance both revenue and profitability in the years to come. Accordingly, the Board of Directors of your Company has approved and recommended the amendment to the object clause of the Memorandum of Association, as detailed in the resolution stated at item No. 6 of this notice.

None of the Directors or Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

Accordingly, the Board of Directors of your Company recommends the Resolution set out at Item No. 6 of this Notice for the approval by the Members through a Special Resolution.

Item No. 7:

The Company holds 10,000 equity shares representing 100% shareholding in its Wholly-Owned Subsidiary, Srivari Supply Chain Private Limited ("SSCPL"), engaged in logistics and supply chain services including transportation, warehousing, and distribution, as well as in the trading of fast-moving consumer goods (FMCG), primarily food and grocery products.

The Board of Directors at its meeting held on 01st September 2025, based on the recommendation of the Audit Committee, approved the proposal to sell the entire shareholding in SSCPL to Mr. Narayan Das Rathi, Whole-time Director and Mrs. Neihaa Rathi, Chairman & Whole-time Director, at a consideration of ₹615/- per share, aggregating to ₹61,50,000, determined on the basis of an independent valuation report dated August 26, 2025 issued by Ekadrisht Capital Private Limited a SEBI-registered Category I Merchant Banker (Registration code INM000013040).

As the transaction involves related parties (promoter-directors), it constitutes a Related Party Transaction ("RPT") under Section 188 of the Companies Act, 2013, and Regulation 23 of SEBI LODR Regulations, 2015, requires prior approval of shareholders by way of a Special Resolution.

While Regulation 23 (RPT provisions) of SEBI LODR does not apply to SME-listed companies in terms of Regulation 15(2), the Company has, in the interest of transparency and good governance, voluntarily

disclosed details of the transaction in line with SEBI's RPT Industry Standards (circular dated June 26, 2025).

In accordance with Regulation 23(7) of SEBI LODR, the related parties shall abstain from voting on this resolution.

Minimum Information Disclosures (as per SEBI/NSE RPT Industry Standards)

Part A – Basic details

Sl. No.	Particulars	Information																		
1.	Name of Related Parties	Mr. Narayan Das Rathi & Mrs. Neihaa Rathi																		
2.	Country of incorporation of the related party	India																		
3.	Nature of Business of Related Party	Individuals engaged in promoter/directorial capacity																		
4.	<p>Relationship between the listed entity/subsidiary¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control².</p>	<p>Details of Relationship with the Company</p> <table> <tr> <th>Name of the related Party</th><th>Nature of Relationship</th><th>Shareholding</th></tr> <tr> <td>Narayan Das Rathi</td><td>Whole Time Director</td><td>2536250, 29.59%</td></tr> <tr> <td>Neihaa Rathi</td><td>Chairman & Whole Time Director</td><td>2458750, 28.68%</td></tr> </table> <p>Details of Relationship with the Wholly Owned Subsidiary Company</p> <table> <tr> <th>Name of the related Party</th><th>Nature of Relationship</th><th>Shareholding</th></tr> <tr> <td>Narayan Das Rathi</td><td>Director</td><td>Nil</td></tr> <tr> <td>Neihaa Rathi</td><td>Director</td><td>10 (held shares on Behalf of Srivari Spices and Foods Limited)</td></tr> </table>	Name of the related Party	Nature of Relationship	Shareholding	Narayan Das Rathi	Whole Time Director	2536250, 29.59%	Neihaa Rathi	Chairman & Whole Time Director	2458750, 28.68%	Name of the related Party	Nature of Relationship	Shareholding	Narayan Das Rathi	Director	Nil	Neihaa Rathi	Director	10 (held shares on Behalf of Srivari Spices and Foods Limited)
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Narayan Das Rathi	Director	Nil																		
Neihaa Rathi	Director	10 (held shares on Behalf of Srivari Spices and Foods Limited)																		

	While calculating indirect shareholding, shareholding held by relatives shall also be considered.			
5.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary	Sl. No.	Nature of Transactions	FY 2024-25 (INR)
		1.	Unsecured loan taken from the Director, Mrs. Neihaa Rathi	20,00,000
		2.	Unsecured loan repaid to the Director, Mrs. Neihaa Rathi	(30,00,000)
		3.	Rent Paid to the director, Mrs. Neihaa Rathi, for the Registered Office and Manufacturing Unit – I	6,00,000
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rent Paid for the Registered Office and Manufacturing Unit – I – ₹ 1,50,000/- (from April 2025 to June 2025)		
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None		
8.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 61,50,000 (10,000 shares @ ₹615/- each)		
9.	Whether the proposed transactions, taken together with the transactions undertaken with the related party during the current financial year, would render the proposed transaction a material RPT?	No, not applicable to SME listed entities; however, for transparency, this transaction amounts to 0.54% of consolidated turnover of FY 2024-25.		
10.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Proposed transaction of ₹ 61,50,000, which is 0.54% of the consolidated turnover of the Company, i.e, ₹ 113,80,54,000 for FY 2024-25.		

11.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Proposed transaction of ₹ 61,50,000, which is 5.27% of the standalone turnover of Subsidiary Company Srivari Supply Chain Private Limited, i.e., ₹ 11,67,63,777, for FY 2024-25
12.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on the standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable, as related parties are individuals
13.	Financial performance of related parties (last FY)	Not applicable, as related parties are individuals

Basic details of the proposed transaction

Sl. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale/disposal of 100% shareholding (10,000 equity shares) of Srivari Supply Chain Private Limited ("SSCPL"), a wholly-owned subsidiary, together with all its assets and liabilities
2.	Details of each type of the proposed transaction	Sale to related parties – Mr. Narayan Das Rathi (Whole-time Director) and Mrs. Neihaa Rathi (Chairman & Whole-time Director) at a consideration of ₹615/- per share, based on an independent valuation report
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One-time transaction; immediate transfer of shares upon completion of approvals
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹61,50,000 (10,000 shares @ ₹615 per share). Entirely in FY 2025–26.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company is primarily engaged in the manufacturing and trading of FMCG products, which constitute its core operations. Its wholly-owned subsidiary, SSCPL, is engaged in logistics and distribution services, along with trading, retailing, and e-commerce of FMCG, food, and grocery

		<p>products through its direct-to-consumer (D2C) e-commerce platform 'Poushtik'. The Poushtik business model, however, is not aligned with the Company's core FMCG trading focus, as it involves running an e-commerce and logistics platform that is capital-intensive, technology-driven, and requires high spending on customer acquisition and distribution. In contrast, the Company's FMCG manufacturing and trading operations are asset-light and margin-accretive. Hence, continuing with Poushtik could adversely affect consolidated profitability."</p> <p>To safeguard the Company's overall financial performance, sharpen strategic focus, and optimize resource allocation towards its core FMCG trading business, the Company proposes to divest its entire shareholding in SSCPL. Post-transaction, SSCPL and the Poushtik brand will cease to form part of the Company's consolidated financials. The sale consideration has been determined based on an independent valuation report to ensure fairness and transparency.</p>																		
7.	<p>Details of the promoter(s)/director(s)/KMP of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Mr. Narayan Das Rathī – Whole-time Director; Mrs. Neihaa Rathī – Chairman & Whole-time Director and Mrs. Rashida Younus Ahmedabadwala – Independent Director, as promoters and directors of SSCPL and Mr. Narayan Das Rathī & Mrs. Neihaa Rathī are the direct acquirers of SSCPL shares.</p> <table border="1"> <thead> <tr> <th>Name of the related Party</th><th>Nature of Relationship</th><th>Shareholding</th></tr> </thead> <tbody> <tr> <td>Narayan Das Rathī</td><td>Whole Time Director</td><td>2536250, 29.59%</td></tr> <tr> <td>Neihaa Rathī</td><td>Chairman & Whole Time Director</td><td>2458750, 28.68%</td></tr> <tr> <td>Rashida Younus Ahmedabadwala</td><td>Independent Director</td><td>0</td></tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Name of the related Party</th><th>Nature of Relationship</th><th>Shareholding</th></tr> </thead> <tbody> <tr> <td>Narayan Das Rathī</td><td>Director</td><td>Nil</td></tr> </tbody> </table>	Name of the related Party	Nature of Relationship	Shareholding	Narayan Das Rathī	Whole Time Director	2536250, 29.59%	Neihaa Rathī	Chairman & Whole Time Director	2458750, 28.68%	Rashida Younus Ahmedabadwala	Independent Director	0	Name of the related Party	Nature of Relationship	Shareholding	Narayan Das Rathī	Director	Nil
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Neihaa Rathī	Chairman & Whole Time Director	2458750, 28.68%																		
Rashida Younus Ahmedabadwala	Independent Director	0																		
Name of the related Party	Nature of Relationship	Shareholding																		
Narayan Das Rathī	Director	Nil																		

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		Neihaa Rathi	Director	10 (held shares on Behalf of Srivari Spices and Foods Limited)
		Rashida Younus Ahmedabadwala	Independent Director	0
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Valuation report dated 26 th August 2025, obtained from Ekadrisht Capital Private Limited, a SEBI-registered Category I Merchant Banker (Registration code INM000013040), presented to and approved by the Audit Committee.		
9.	Other information relevant for decision making	All material information relating to the proposed transaction has been provided in this Explanatory Statement for the consideration of the Members. There are no other facts or details that would impact the decision-making of shareholders.		

Part B(6) – Disposal of shares of subsidiary

Sl. No.	Particulars	Information
1.	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.	Direct transfer to promoter-directors (no bidding process, since sale is to related parties)
2.	Basis of price determination	Valuation Report dated August 26, 2025, obtained from Ekadrisht Capital Private Limited, a SEBI-registered Category I Merchant Banker (Registration code INM000013040).
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.	The Company is primarily engaged in the manufacturing and trading of FMCG products, which constitute its core operations. Its wholly-owned subsidiary, SSCPL, is engaged in logistics and distribution services, along with trading, retailing, and e-commerce of FMCG, food, and grocery products through its direct-to-consumer (D2C) e-commerce platform 'Poushtik'. The Poushtik business model, however, is not aligned with the Company's core FMCG trading focus, as it involves running an e-commerce and logistics platform that is capital-intensive, technology-driven, and requires high spending on customer acquisition and distribution. In contrast, the

		<p>Company’s FMCG manufacturing and trading operations are asset-light and margin-accretive. Hence, continuing with Poushtik could adversely affect consolidated profitability.”</p> <p>To safeguard the Company’s overall financial performance, sharpen strategic focus, and optimize resource allocation towards its core FMCG trading business, the Company proposes to divest its entire shareholding in SSCPL. Post-transaction, SSCPL and the Poushtik brand will cease to form part of the Company’s consolidated financials. The sale consideration has been determined based on an independent valuation report to ensure fairness and transparency.</p>														
4.	<p>Financial track record of the subsidiary/undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:</p> <table><tr><td></td><td>FY 2024-25</td><td>FY 2023-24</td><td>FY 2022-23*</td></tr><tr><td>Turnover</td><td>11,67,63,777.63</td><td>0</td><td rowspan="3">Not Applicable</td></tr><tr><td>Net Worth</td><td>36,99,617.79</td><td>99000</td></tr><tr><td>Net Profit</td><td>36,00,187.00</td><td>(1000)</td></tr></table> <p>* Srivari Supply Chain Private Limited was incorporated on 03rd March 2024; hence, financial data for the FY 2022-23 is not applicable.</p>		FY 2024-25	FY 2023-24	FY 2022-23*	Turnover	11,67,63,777.63	0	Not Applicable	Net Worth	36,99,617.79	99000	Net Profit	36,00,187.00	(1000)	
	FY 2024-25	FY 2023-24	FY 2022-23*													
Turnover	11,67,63,777.63	0	Not Applicable													
Net Worth	36,99,617.79	99000														
Net Profit	36,00,187.00	(1000)														
5.	<p>Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary/undertaking</p> <table><tr><td>a. Expected impact on turnover</td><td>Nil</td></tr><tr><td>b. Expected impact on net worth</td><td>Nil</td></tr><tr><td>c. Expected impact on net profits</td><td>Nil</td></tr></table>	a. Expected impact on turnover	Nil	b. Expected impact on net worth	Nil	c. Expected impact on net profits	Nil									
a. Expected impact on turnover	Nil															
b. Expected impact on net worth	Nil															
c. Expected impact on net profits	Nil															

Part C(5) – Additional disclosures for Material RPT (disposal of shares of subsidiary)

Sl. No.	Particulars	Information
1.	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months	Yes. In April 2024, 100% shares of SSCPL were sold to Mr. Narayan Das Rathi (Whole-time Director) at ₹10 per share (face value). Subsequently, in December 2024, the Company reacquired those shares at ₹10 per share, restoring SSCPL as a wholly-owned subsidiary.

2.	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.	No – cash consideration
3.	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary	Yes. The sale of SSCPL will result in the elimination of its consolidation in the listed entity's segment reporting.
4.	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?	No
5.	Are there any other major non-financial reasons for going ahead with the proposed transaction?	The proposed transaction supports the Company's focus on core FMCG trading activities and helps unlock value from non-core operations.

Additional Disclosures

Justification:

The Company is primarily engaged in the manufacturing and trading of FMCG products, which constitute its core operations. Its wholly-owned subsidiary, SSCPL, is engaged in logistics and distribution services, along with trading, retailing, and e-commerce of FMCG, food, and grocery products through its direct-to-consumer (D2C) e-commerce platform 'Poushtik'. The Poushtik business model, however, is not aligned with the Company's core FMCG trading focus, as it involves running an e-commerce and logistics platform that is capital-intensive, technology-driven, and requires high spending on customer acquisition and distribution. In contrast, the Company's FMCG manufacturing and trading operations are asset-light and margin-accretive. Hence, continuing with Poushtik could adversely affect consolidated profitability."

To safeguard the Company's overall financial performance, sharpen strategic focus, and optimize resource allocation towards its core FMCG trading business, the Company proposes to divest its entire shareholding in SSCPL. Post-transaction, SSCPL and the Poushtik brand will cease to form part of the Company's consolidated financials. The sale consideration has been determined based on an independent valuation report to ensure fairness and transparency.

CEO/CFO Certificate:

The Audit Committee has reviewed the certificates provided by the **CEO/Managing Director/Whole Time Director and CFO**, confirming that the transaction is in the interest of the Company.

Audit Committee & Board Confirmation:

The Audit Committee and the Board of Directors at their meeting held on 01st September 2025, have approved the proposed transaction and recommend it to shareholders for approval.

Access to Valuation Report:

Shareholders can access the independent valuation report on the website of the company, www.srivairspices.com

In terms of Regulation 23(7) of SEBI LODR, related parties (including Mr. Narayan Das Rathi and Mrs. Neihaa Rathi) will abstain from voting on this resolution.

Except for **Mr. Narayan Das Rathi** and **Mrs. Neihaa Rathi**, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors, based on the recommendation of the Audit Committee, recommends passing of this resolution as a **Special Resolution**.

Item No. 8:

Pursuant to the provisions of Section 188(1) and 177 of the Companies Act, 2013 (the 'Act'), read along with Rule 15 and 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section, require prior approval of the Board and approval of the Audit Committee, and subsequently the members of the Company, which exceed such sum as are specified in Rule 15(3) of the said rules.

Further, as required in Regulation 23 of SEBI (LODR) Regulations, 2015, all material Related Party Transactions require the approval of the shareholders. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 50 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

However, the said approval of shareholders for material Related Party Transactions is not required for the transactions entered into between a holding company and its wholly-owned subsidiary, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval, in terms of Regulation 23(5) of SEBI (LODR) Regulations, 2015.

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval, and to facilitate seamless contracting and rendering/availing of products and services between the Company and related parties, the Company seeks the shareholders' approval for the said transactions by way of Ordinary Resolution, to approve entering into contracts/arrangements within the thresholds and conditions mentioned below.

The Members are informed that Srivari Spices & Foods Limited (the "Company") proposes to enter into transactions with **Srivari Supply Chain Private Limited (SSCPL)**, for the **sale of goods** in the ordinary course of business. Mr. Narayan Das Rathi (Whole Time Director), Mrs. Neihaa Rathi (Chairman & Whole Time Director), and Mrs. Rashida Younus Ahmedabadwala (Independent Director) are also Directors in SSCPL, and therefore, these transactions qualify as **Related Party Transactions** under Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

The particulars of Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, as per SEBI/NSE RPT Industry Standards, are as follows:

Basic details

Sl. No.	Particulars	Information																								
1.	Name of Related Parties	Srivari Supply Chain Private Limited (SSCPL)																								
2.	Country of incorporation of the related party	India																								
3.	Nature of Business of Related Party	SSCPL is engaged in the business of logistics distribution services along with trading, retailing, and e-commerce of FMCG, food, and grocery products.																								
4.	<p>Relationship between the listed entity/subsidiary¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control².</p> <p>While calculating indirect shareholding, shareholding held by relatives ³shall also be considered.</p>	<p>Mr. Narayan Das Rathi (Whole Time Director). Mrs. Neihaa Rathi (Chairman & Whole Time Director), Mrs. Rashida Younus Ahmedabadwala (Independent Directors) are also directors in SSCPL.</p> <p>Details of Relationship with the Company</p> <table> <tr> <th>Name of the related Party</th><th>Nature of Relationship</th><th>Shareholding</th></tr> <tr> <td>Narayan Das Rathi</td><td>Whole Time Director</td><td>2536250, 29.59%</td></tr> <tr> <td>Neihaa Rathi</td><td>Chairman & Whole Time Director</td><td>2458750, 28.68%</td></tr> <tr> <td>Rashida Younus Ahmedabadwala</td><td>Independent Director</td><td>0</td></tr> </table> <p>Details of Relationship with the Wholly Owned Subsidiary Company</p> <table> <tr> <th>Name of the related Party</th><th>Nature of Relationship</th><th>Shareholding</th></tr> <tr> <td>Narayan Das Rathi</td><td>Director</td><td>Nil</td></tr> <tr> <td>Neihaa Rathi</td><td>Director</td><td>10 (held shares on Behalf of Srivari Spices and Foods Limited)</td></tr> <tr> <td>Rashida Younus Ahmedabadwala</td><td>Independent Director</td><td>0</td></tr> </table>	Name of the related Party	Nature of Relationship	Shareholding	Narayan Das Rathi	Whole Time Director	2536250, 29.59%	Neihaa Rathi	Chairman & Whole Time Director	2458750, 28.68%	Rashida Younus Ahmedabadwala	Independent Director	0	Name of the related Party	Nature of Relationship	Shareholding	Narayan Das Rathi	Director	Nil	Neihaa Rathi	Director	10 (held shares on Behalf of Srivari Spices and Foods Limited)	Rashida Younus Ahmedabadwala	Independent Director	0
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5.	Total amount of all the transactions undertaken by the listed entity or	<table> <tr> <th>Sl. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (INR)</th></tr> <tr> <td>1.</td><td>Sale of goods</td><td>12,90,97,000</td></tr> </table>	Sl. No.	Nature of Transactions	FY 2024-25 (INR)	1.	Sale of goods	12,90,97,000																		
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	subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary	2.	Loan Subsidiary	to	10,00,000
6.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	₹ 2,53,01,487 (April 2025 to June 2025)			
7.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None			
8.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders	Up to ₹ 25,00,00,000			
9.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes			
10.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	The proposed transaction is up to ₹ 25,00,00,000, which is 21.97% of the consolidated turnover of the Company, i.e, ₹ 113,80,54,000 for FY 2024-25.			
11.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable			
12.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	As the related party is a wholly-owned subsidiary whose financial statements are consolidated with those of the Company, the requirement to compute the percentage based on the subsidiary's turnover is not applicable			

13.	<p>Financial performance of the related party for the immediately preceding financial year:</p> <p>Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</p>		
		Particulars	FY 2024-25
		Turnover	11,67,63,777.63
		Profit After Tax	36,00,187.00
		Net Worth	36,99,617.79

Basic details of the proposed transaction

Sl. No.	Particulars of the information	Information provided by the management							
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of Goods							
2.	Details of each type of the proposed transaction	Proposed Sale goods to Related Party is up to ₹25,00,00,000/-							
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	FY 2025-26							
4.	Whether omnibus approval is being sought?	No							
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	FY 2025-26 up to ₹25,00,00,000/-							
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed sale of goods is at an arm’s length price and in the ordinary course of business. The transaction is based on prevailing market terms, ensures operational efficiency, and is not prejudicial to the interests of the Company or its minority shareholders							
7.	Details of the promoter(s)/director(s)/KMP of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Narayan Das Rathi – Whole-time Director; Mrs. Neihaa Rathi – Chairman & Whole-time Director, and Mrs. Rashida Younus Ahmedabadwala (Independent Director) are also directors of SSCPL							
	Explanation: Indirect interest shall mean interest held through any person over which an individual has control.								
	a. Name of the director / KMP								
	b. Shareholding of the director / KMP, whether direct or indirect, in	<table><tr><th>Name of the related Party</th><th>Nature of Relationship</th><th>Shareholding in the company</th></tr><tr><td>Narayan Das Rathi</td><td>Whole Time Director</td><td>2536250, 29.59%</td></tr></table>	Name of the related Party	Nature of Relationship	Shareholding in the company	Narayan Das Rathi	Whole Time Director	2536250, 29.59%	
Name of the related Party	Nature of Relationship	Shareholding in the company							
Narayan Das Rathi	Whole Time Director	2536250, 29.59%							

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	the related party	<table> <tr> <td>Neihaa Rathi</td><td>Chairman & Whole Time Director</td><td>2458750, 28.68%</td></tr> <tr> <td>Rashida Younus Ahmedabadwala</td><td>Independent Director</td><td>0</td></tr> </table>	Neihaa Rathi	Chairman & Whole Time Director	2458750, 28.68%	Rashida Younus Ahmedabadwala	Independent Director	0						
Neihaa Rathi	Chairman & Whole Time Director	2458750, 28.68%												
Rashida Younus Ahmedabadwala	Independent Director	0												
		<table> <tr> <th>Name of the related Party</th><th>Nature of Relationship</th><th>Shareholding</th></tr> <tr> <td>Narayan Das Rathi</td><td>Director</td><td>0</td></tr> <tr> <td>Neihaa Rathi</td><td>Director</td><td>10 (held shares on Behalf of Srivari Spices and Foods Limited)</td></tr> <tr> <td>Rashida Younus Ahmedabadwala</td><td>Independent Director</td><td>0</td></tr> </table>	Name of the related Party	Nature of Relationship	Shareholding	Narayan Das Rathi	Director	0	Neihaa Rathi	Director	10 (held shares on Behalf of Srivari Spices and Foods Limited)	Rashida Younus Ahmedabadwala	Independent Director	0
Name of the related Party	Nature of Relationship	Shareholding												
Narayan Das Rathi	Director	0												
Neihaa Rathi	Director	10 (held shares on Behalf of Srivari Spices and Foods Limited)												
Rashida Younus Ahmedabadwala	Independent Director	0												
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable												
9.	Other information relevant for decision making	All material information relating to the proposed transaction has been provided in this Explanatory Statement for the consideration of the Members. There are no other facts or details that would impact the decision-making of shareholders.												

Specific Disclosures for Sale/Purchase/Supply of Goods

S. No.	Particulars of the Information	Information Provided						
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	Not applicable – SSCPL is a Related Party; transaction is based on a long-standing business relationship and synergies						
2	Basis of determination of price	Arm’s length pricing, benchmarked against prevailing market prices						
3	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>) , if any, proposed to be extended to the related party in relation to the transaction, specify the following	<table><tr><td>Amount of Trade Advance</td><td>Nil</td></tr><tr><td>Tenure</td><td>NA</td></tr><tr><td>Whether same is self-liquidating: [Yes/No/NA]</td><td>NA</td></tr></table>	Amount of Trade Advance	Nil	Tenure	NA	Whether same is self-liquidating: [Yes/No/NA]	NA
Amount of Trade Advance	Nil							
Tenure	NA							
Whether same is self-liquidating: [Yes/No/NA]	NA							

The proposed sale of goods is at arm's length price and in the ordinary course of business. The transaction is based on prevailing market terms, ensures operational efficiency, and is not prejudicial to the interests of the Company or its minority shareholders

Mr. Narayan Das Rathi – Whole-time Director; Mrs. Neihaa Rathi – Chairman & Whole-time Director, and Mrs. Rashida Younus Ahmedabadwala - Independent Director are also Directors in SSCPL and may be deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel has any other material interest in the proposed transaction, as set out at Item No. 8 of the Notice

The Board recommends the Ordinary Resolution for approval by the Members

Item No. 9:

In view of the Third Amendment to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which became effective on April 1, 2025, Regulation 24A has been revised such that:

1. Every listed company and its material unlisted subsidiaries in India are now required to conduct a Secretarial Audit, and the Secretarial Audit Report must be annexed to the Annual Report.
2. The Secretarial Auditor must be a Peer Reviewed Company Secretary in practice, or a firm thereof.
3. Appointment or re-appointment of the Secretarial Auditor (individual or firm) requires shareholder approval via an Ordinary Resolution in the AGM.
4. The tenure limit is defined as—one five-year term for individuals, or up to two five-year terms for firms.

Therefore, in pursuance of Section 204 of the Companies Act, 2013, and Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 (to the extent applicable to the company), the Company is required to obtain a Secretarial Audit Report from a Company Secretary in practice, which shall form part of its Board Report.

Accordingly, the Board of Directors of the Company, considering the experience, competency, efficiency, independence of the proposed Auditor, and on the recommendation of the Audit Committee, at its meeting held on 01st September, 2025, has approved the appointment of P. S. Rao & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for a period of **five years**, commencing from FY 2025-26 till FY 2029-30, subject to approval of members at the ensuing AGM.

The remuneration payable to the Secretarial Auditor shall be ₹ 3,00,000/- (plus applicable taxes) for the FY 2025-26 and such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditors for subsequent years

P. S. Rao & Associates is a peer-reviewed firm established in 1994, with over three decades of experience in corporate law, corporate governance, secretarial audits, and compliance advisory services. The firm has confirmed its eligibility under the provisions of the Companies Act, 2013, the SEBI (LODR) Regulations, 2015, and the ICSI guidelines, and has given its consent to act as the Secretarial Auditor of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 9 of the Notice for approval by the Members

**By order of the Board of Directors
For Srivari Spices and Foods Limited**

**Place: Hyderabad
Date: 01.09.2025**

**Sd/-
Ms. Sushma Barla
Company Secretary & Compliance Officer
ICSI M. No. A51275**

Annexure – A

Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name	Mrs. Neihaa Rathi	Mr. Narayan Das Rathi
DIN	05274847	09065949
Date of Birth	10.08.1981 (44years)	20.11.1977 (47 Years)
Date of appointment on the Board of the Company	29 th January, 2019	19 th August, 2022
Background Details/ Brief Resume		
i) Age	44 years	47 years
ii) Qualification	Bachelor's degree in Science from Stella Mary Residential Degree College	Bachelor's degree in commerce from Osmania University of Hyderabad, Telangana.
iii) Experience in specific functional area	She has over 12 years of experience in the education sector. She is a certified Nutritionist.	He has more than two decades of experience in the food industry. Previously managed his family business of trading of grains and spices before joining our company
Nature of expertise in specific functional Areas	Since the incorporation of the Company, Mrs. Rathi has played a pivotal role in building a strong organizational culture, efficiently overseeing operations, and actively participating in all key decision-making processes.	He joined the organization in 2019 as Marketing Head and has since led strategic initiatives in marketing and brand development. He oversees the overall management and operations of the Company.
Job profile and suitability to the company	Experience and expertise as stated above	Experience and expertise as stated above
Recognition or awards	Mrs. Telangana Winner, Visionary Entrepreneur Award by ET Inspiring Woman Leaders 2025	-
Terms and conditions of Appointment/ Reappointment	As mentioned in the Resolution and Explanatory Statement	As mentioned in the Resolution and Explanatory Statement
Remuneration, last drawn (including sitting fees, if any)	Remuneration paid during the FY 2024-25 is ₹ 18,00,000/-. The Company has not paid any sitting fees.	Remuneration paid during the FY 2024-25 is ₹ 24,00,000/- The Company has not paid any sitting fees.
Remuneration proposed to be paid	As mentioned in the Explanatory Statement	As mentioned in the Explanatory Statement
Pecuniary relationship in the Company	Mrs. Neihaa Rathi does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to her.	Mr. Narayan Das Rathi does not have any other pecuniary relationship in the Company, except remuneration proposed paid/ to be paid to him.

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Shareholding in the Company as on 31 March 2024	2458750, 28.68%	2536250, 29.59%
Names of other companies in which he/she is acting as Director	M/s. Srivari Supply Chain Private Limited	M/s. Srivari Supply Chain Private Limited
Directorship/membership/Chairmanship of Committees of the board of Company	Member of the Stakeholder Relationship Committee	Member of the Audit and Corporate Social Responsibility Committee of the company
Names of listed entities in which the person, also, is a director/member / chairperson of committees of other Boards as on 31 March 2025	Not Applicable	Not Applicable
Number of meetings attended during the financial year	14	14
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 origin)	Taking into consideration the size and scale of operations of the Company, as well as the profile, experience, expertise, and responsibilities discharged by MRS. Neihaa Rathi, Managing Director, the proposed remuneration of ₹50 lakh per annum is considered fair, reasonable, and commensurate with the remuneration packages generally paid to managerial personnel in comparable companies in the FMCG sector. The remuneration is conservative in nature and well within the limits prescribed under the Companies Act, 2013.	Taking into consideration the size and scale of operations of the Company, as well as the profile, experience, expertise, and responsibilities discharged by Mr. Narayan Das Rathi, Managing Director, the proposed remuneration of ₹50 lakh per annum is considered fair, reasonable, and commensurate with the remuneration packages generally paid to managerial personnel in comparable companies in the FMCG sector. The remuneration is conservative in nature and well within the limits prescribed under the Companies Act, 2013.
Name(s) of companies in which committee Membership(s) held	Not Applicable	Not Applicable
Relationship with other directors	Wife of Mr. Narayan Das Rathi, Whole Time Director	Husband of MRS. Neihaa Rathi, Chairperson & Whole Time Director of the Company.

**By order of the Board of Directors
For Srivari Spices and Foods Limited**

**Place: Hyderabad
Date: 01.09.2025**

**Sd/-
Ms. Sushma Barla
Company Secretary & Compliance Officer
ICSI M. No. A51275**

