

NOTICE is hereby given that the 28th (twenty-eighth) Annual General Meeting (AGM) of Chatha Foods Limited (the “Company”) will be held on Saturday, August 30, 2025 at 12:00 P.M. through video conference (VC) and other audio-visual means (OAVM), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at 272, Mota Singh Nagar, Jalandhar-144001, Punjab, India.

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon, and
2. To appoint a director in place of Mr. Gurpreet Chatha (DIN:01389143), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

3. To consider and approve material related party transactions with Allana CF Foods Private Limited

To consider and pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23 and other relevant regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), as amended from time to time, Sections 177, 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Company's Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions and further, in accordance with the approval and recommendation of the Audit Committee and the Board of Directors of the Company (hereinafter referred to as 'Board') respectively, the approval of the members of the Company, be and is hereby accorded, to enter into Material Related Party Transactions with Allana CF Foods Private Limited, Subsidiary Company as detailed in the explanatory statement to this resolution, for an amount not exceeding Rs. 40,00,00,000/- (Rupees Forty Crore) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) on such material terms and conditions may be mutually agreed between the related party and the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers, be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution and ensure compliance with applicable laws and regulations.”

**By order of Board of Directors of
Chatha Foods Limited**

Sd/-

Priyanka Oberoi

Company Secretary & Compliance Officer

Place: Mohali

Date: 06.08.2025

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No.09/2024 dated September 19, 2024 read with General Circular No.09/2023 dated September 25, 2023, General Circular Nos. 2/2022 dated May 05, 2022, 21/2021 dated December 14, 2021, 02/2021 dated January 13, 2021, 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 08, 2020 (collectively referred to as "MCA Circulars") permitted holding of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without physical presence of the Members at a common venue, upto September 30, 2025.

Further, the Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, and subsequent circulars issued in this regard, the latest being October 3, 2024 (collectively referred to as 'SEBI Circulars'), has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In compliance with the applicable provisions of the Companies Act, 2013 ('Act'), the Listing Regulations, MCA Circulars, SEBI Circulars and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), the 28th AGM of the Company is being held through VC/OAVM on Saturday, August 30, 2025, at 12:00 p.m. (IST) with the deemed venue being the Registered Office of the Company situated at 272, Mota Singh Nagar, Jalandhar-144001, Punjab, India.
2. An Explanatory Statement pursuant to Section 102 of the Act, which sets out the details relating to the Special Business to be transacted at the AGM, is annexed hereto.
3. Pursuant to MCA Circulars, since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, Corporate / Institutional members intending to appoint their authorized representative(s) to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/ Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to csgagneetkaur@gmail.com, with a copy marked to cs@cfpl.net.in
5. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address to receive all communication from the Company electronically.
6. Inspection: All the relevant documents, referred to in this Notice and other statutory register shall be open for inspection by the Members online during the AGM through VC/OAVM.
7. Submission of questions or queries prior to AGM/ Registration of Speakers: Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number in advance at least 10 days prior to meeting at cs@cfpl.net.in. Such questions shall be taken up during the meeting or replied by the Company suitably. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
8. In accordance with the MCA circulars and SEBI circular dated October 7, 2023, the Notice of AGM is being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent ('RTA'), or the Depository Participant(s). The Company will not be dispatching physical copies of the Notice of AGM to any Member. Members are requested to register/ update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with RTA, by following due procedure.
9. A copy of the Notice of this AGM is available on the Company's website at <https://www.cfpl.net.in/>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and also on the website of Central Depository Services (India) Limited (CDSL) at <https://www.cdslindia.com>
10. Members are requested to notify immediately about any change in their postal address/E-mail address/dividend mandate/ bank details to their Depository Participant (DP) in respect of their shareholding in DEMAT mode and in respect of their physical shareholding to the Company's RTA, viz. Skyline Financial Services Private Ltd having its office at **D-153 A| 1st Floor | Okhla Industrial Area, Phase – I, New Delhi-110 020** or E-Mail at info@skylinerta.com
11. The Securities and Exchange Board of India ('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 their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the RTA.

12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/e-mail id 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.
13. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
14. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
15. Since the AGM will be held through VC/OAVM Facility, the Route Map of Venue is not annexed to this Notice.
General instructions for accessing and participating in the AGM through VC/OAVM Facility and Voting through electronic means including remote e-Voting
16. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Committees of the Board, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circulars and Secretarial Standard- 2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by **Central Depository Services (India) Limited (CDSL)**
19. The remote E-voting period for item of business contained in this notice of AGM shall commence from **Wednesday, August 27, 2025 at 9:00 a.m. (IST)** and will end on **Friday, August 29, 2025 at 5:00 p.m. (IST)**. The E-Voting module shall be disabled by **Central Depository Services (India) Limited (CDSL)**, for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
20. The cut-off date for determining the eligibility of shareholders to exercise remote E-voting rights and attendance at AGM is **Saturday, August 23, 2025**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the above-mentioned cut-off date, shall be entitled to avail the facility of remote E-voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
21. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolution through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system during the AGM.
22. The Members who have cast their vote by remote E-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-voting before casting their vote.
23. At the AGM, the Chairperson of the meeting shall after discussion on the resolution on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-voting facility. The Board of Directors of your Company have appointed **Ms. Gagneet, Practicing Company Secretary (CP No. 28126)** of M/s Gagneet & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and voting through E-voting system at the AGM in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson, or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.

25. The results declared along with the Scrutinizer's report shall be placed on the website of the Company and shall also be communicated to the Stock Exchange. The Resolution, if approved, shall be deemed to be passed, on the date of AGM.

26. THE INSTRUCTIONS FOR SHAREHOLDERS

FOR REMOTE E-VOTING AND JOINING GENERAL MEETING AREAS UNDER:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <p>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</p>

<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
---	---

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

- (i) The voting period begins on **Wednesday, August 27, 2025 at 09:00 a.m. (IST)** and ends on **Friday, August 29, 2025 at 05:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date (record date) **Saturday, August, 23, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its 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.

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

- (I) 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.

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

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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat. Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the "**CHATHA FOODS LIMITED**" on which you choose to vote.
- (vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option

“YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- ❖ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to

www.evotingindia.com and register themselves in the “Corporates” module.

- ❖ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ❖ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ❖ The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- ❖ It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ❖ Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@cfpl.net.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted

their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM/EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM/EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(I) OF THE COMPANIES ACT, 2013 ("THE ACT") AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

ITEM 3: To consider and approve material related party transactions with Allana CF Foods Private Limited

Pursuant to Regulation 23(1) of SEBI Listing Regulations, 2015 in case of a listed entity which has listed its specified securities on the SME Exchange, the threshold limit for determination of material related party transactions is the lower of Rs. 50 crore (Rupees Fifty crore) or 10% (ten percent) of the annual standalone turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

The Company proposes to enter into certain transactions with Allana CF Foods Private Limited, Subsidiary of the company,

which is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Taking into account the terms and conditions outlined in the shareholders' agreement entered into between the parties and for strategic commercial benefits, operational synergies, and in alignment with the Company's long-term growth objectives, the Company proposes to enter into the said transaction. The aggregate value of the proposed transaction is expected to exceed 10% of the annual standalone turnover of the Company, thereby qualifying as a material related party transaction requiring shareholder approval in terms of the provisions of Regulation 23(1) SEBI Listing Regulations, 2015.

The details of the transactions required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as follows:

S. No.	Particulars	Description		
1.	Name of the Related Party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest	Allana CF Foods Private Limited is a subsidiary of Chatha Foods Limited. Accordingly, Allana CF Foods Private Limited is a related party of Chatha Foods Limited as per Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations.		
2.	Type, Tenure, Value and particulars of the proposed transaction	Nature of Transaction	Total Amount (In Crores)	Tenure
		Corporate Guarantee	20.00	54 Months
		Sale of Capital Assets	10.00	One Time Event
		Procurement of goods, Services etc.	9.00	Period not exceeding 1 (one) financial year commencing from April 01, 2025 up to March 31, 2026 and shall require fresh approval thereafter of Audit Committee in terms of Regulation 23(2) of SEBI Listing Regulations, 2015
		Reimbursement of expenses	0.25	
		Any Transfer of resources services or obligations to meet its objectives/ requirements	0.75	
		Total	40.00	
3.	Material terms of the proposed transaction	The Corporate Guarantee will be provided on behalf of Allana CF Foods Private Limited to serve as a financial guarantee for securing the Term Loan to be availed by it. The Corporate Guarantee of 15 Crore will be valid for 54 Months. In addition, further Guarantee of 5 Crore will be renewed annually to secure the Working Capital Facility.		

		<p>In the event of sale of capital assets, if any, the transaction value shall be determined on an arm's length basis and the value shall not exceed Rs. 10 Crore</p> <p>Other transactions are in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in</p>						
4.	<p>Percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided</p>	<p>The Company has only one subsidiary, Allana CF Foods Private Limited, which was incorporated on 08th April, 2025. Accordingly, the annual consolidated turnover cannot be ascertained for the financial year 2024–25.</p> <p>Therefore, the materiality threshold for the purpose of evaluating the Related Party Transactions has been determined based on the Annual Standalone Turnover of the Company for the immediately preceding financial year, i.e., FY 2024–25.</p> <p>Percentage of the listed entity's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction is as follows –</p> <table><tr><td>Listed entity's annual standalone turnover as on March 31, 2025</td><td>Rs. 158.31 crores</td></tr><tr><td>Value of the proposed transactions</td><td>Rs. 40.00 crores</td></tr><tr><td>%</td><td>25.27</td></tr></table>	Listed entity's annual standalone turnover as on March 31, 2025	Rs. 158.31 crores	Value of the proposed transactions	Rs. 40.00 crores	%	25.27
Listed entity's annual standalone turnover as on March 31, 2025	Rs. 158.31 crores							
Value of the proposed transactions	Rs. 40.00 crores							
%	25.27							
5.	<p>Justification as to why the RPT is in the interest of the listed entity;</p>	<p>The proposed transactions are in consonance with the terms and conditions outlined in the shareholders' agreement entered into between the parties and for strategic commercial benefits, operational synergies, and in alignment with the Company's long-term growth objectives, the Company proposes to enter into Related Party Transactions with Allana CF Foods Private Limited.</p> <p>Further, the proposed Corporate Guarantee is in the interest of the listed entity as it supports the business operations and financial stability of its subsidiary, Allana CF Foods Private Limited. By extending this guarantee, the subsidiary will be able to secure necessary credit facilities to meet its operational and growth requirements. This will enhance the consolidated financial position and long-term value of the listed entity.</p>						
6.	<p>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;</p>	<p>Not applicable, since Allana CF Foods Private Limited was incorporated on 8th April, 2025 and hence, no financial data is available</p>						
7.	<p>A copy of the valuation or other external party report, if any such report has been relied upon;</p>	<p>Not Applicable</p>						

**By order of Board of Directors of
Chatha Foods Limited**

**Sd/-
Priyanka Oberoi
Company Secretary & Compliance Officer
Membership No. 32400**

**Place: Mohali
Date: 06.08.2025**

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING SHAREHOLDERS APPROVAL FOR APPOINTMENT PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARD SS- 2 ON GENERAL MEETINGS

Name	Mr. Gurpreet Chatha
Directors Identification Number (DIN)	01389143
Date of Birth	03 rd December, 1979
Age	45 Years
Original Date of Appointment	30 th August, 2004
Education Qualification	Higher Secondary
Experience (in years)	20+ years
Experience in special functional area	<ul style="list-style-type: none"> ➤ 20 years of experience in the frozen and ready-to-eat processed food industry ➤ actively engaged in the purchase and supply chain section of the Company ➤ currently serving as a Wholetime Director, where he, inter alia, leads the purchase department.
Terms and conditions of appointment/ re-appointment	As per the Appointment Letter
List of Directorship held in other Companies	NIL
Relationship with other Directors, Managers and KMPs	No relationship with other Directors, Managers and KMPs
No. of Board Meetings attended during Financial Year 2024-25	5 (Five) Board Meetings
Chairmanships/ Memberships of the Committee of the Board of Directors of the Company	Stakeholders Relationship Committee (Member)
Chairmanships/Memberships of the Committee of the Board of Directors of other Public Limited Companies including Listed Companies	NIL
Listed Entities from which the director has resigned in the past 3 years.	NIL
No. of shares held in the Company	34,72,277 Shares