



**Welga Food Ltd.**

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**Corporate Office :** 205 AltF Success Tower, Tower B, Suncity Success Tower, Golf Course Ext Rd,  
Sector 65, Gurugram, Haryana 122005

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CIN: L15419UP1983PLC005918

### NOTICE

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of Welga Foods Limited (hereinafter the "Company") will be held on Tuesday, the 17<sup>th</sup> Day of March, 2026 at 09:00 A.M. at the registered office of the Company situated at Shiamnagar, Budaun, Uttar Pradesh 243601, to transact the following businesses:

#### **SPECIAL BUSINESSES:**

1. ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013

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

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with rules made there under and Schedule I to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to adopt new set of Memorandum of Association pursuant to the Act primarily based on the Form of Table A under the Act, in substitution of the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company be altered in the following manner:

1. The heading of the Memorandum that "The Companies Act, 1956 be replaced with "The Companies Act, 2013.
2. Add word "Table A of Schedule I" of the Companies Act, 2013 below the above heading.
3. The name clause of Memorandum of Association be renumbered as "1st" in place of "I".
4. The Registered Office clause of the Memorandum of Association be renumbered as "2nd" in place of "II".
5. The object clause of Memorandum of Association be renumbered as "3rd" in place of "III".
6. The main object clause of Memorandum of Association be renumbered as "3rd (a)" in place of "III A".
7. Clause No. "III B" be renumbered as "3rd (b)".

8. The title of the clause 3rd (b) (old III (B)) the "Object incidental or ancillary to the attainment of the main object" of Memorandum of Association be renamed as "Matters which are necessary for furtherance of the objects specified in clause 3(a).
9. The clause III C (other object clause) be deleted.
10. The Liability Clause of Memorandum of Association be renumbered as "4th" in place of "IV".
11. The Capital Clause of Memorandum of Association be renumbered as "5th" in place of "V".
12. The Subscription clause be numbered as "6th".

2. **ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with rules made there under and Schedule I to the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to adopt new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, in substitution of the existing Articles of Association of the Company.

3. **TO INCREASE THE AUTHORIZED SHARE CAPITAL AND RECLASSIFICATION OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 61(1)(a), Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactments thereof for the time being in force and rules framed thereunder and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of a face value of Rs.10 (Rupees Ten) each to Rs. 8,00,00,000/- (Rupees Eight Crores) divided into 50,00,000 (Fifty Lakh) Equity Shares of a face value of Rs.10 (Rupees Ten) each total amounting to Rs. 5,00,00,000/- (Rupees Five Crores) and 30,00,000 (Thirty Lakhs) Preference Shares of face value of Rs. 10 (Rupees Ten) each total amounting to Rs. 3,00,00,000/- (Rupees Three Crores).

**RESOLVED FURTHER THAT** in accordance with the applicable provisions of the Companies Act, 2013, and the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to alter the Memorandum of Association by substituting existing Clause V by the following new clause 5th as under:

**5th. The share capital of the Company is Rs. 8,00,00,000 (Rupees Eight Crore Only) (Rupees Eight Crores) divided into 50,00,000 (Fifty Lakh) Equity Shares of a face value of Rs.10 (Rupees Ten) each total amounting to Rs. 5,00,00,000/- (Rupees Five Crores) each ranking paripassu in all respects with the existing equity shares of the Company and 30,00,000 (Thirty Lakhs) Preference Shares of face value of Rs. 10 (Rupees Ten) each total amounting to Rs. 3,00,00,000/- (Rupees Three Crores).**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, any Director or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in that regard and to finalize and execute all such deeds and documents as may be necessary or expedient, including making necessary e-filings with the concerned Registrar of Companies."

**4. TO APPROVE ISSUANCE AND ALLOTMENT OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES (NCRPS) OF RS. 10/- EACH FOR CASH AT PAR TO MR. GYAN PRAKASH, PROMOTER, CHAIRMAN & MANAGING DIRECTOR & MR. GAURAV PRAKASH, PROMOTER DIRECTOR & CFO OF THE COMPANY ON PREFERENTIAL BASIS**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 55 and 62, and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and subject to such other approvals, permissions, consents and sanctions as may be necessary, and in accordance with the enabling provisions of the Articles of Association of the Company, the consent of the members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression includes any Committee thereof duly constituted or to be constituted by the Board to exercise its powers, including powers conferred by this resolution) for issuance of 20,00,000, 5% Non-Convertible Redeemable Preference Shares (NCRPS) of INR. 10/- each for an amount aggregating to INR. 2,00,00,000/- (Indian Rupees Two Crore Only) for cash at par to Mr. Gyan Prakash, Promoter, Chairman & Managing Director & Mr. Gaurav Prakash, Promoter Director & CFO of the Company, on preferential basis in accordance with the Section 62 (1) (c) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, regulations and notifications, including any modification or re-enactment thereof, the particulars in respect of the offer are as under:

## NOTES:

- (i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND TO VOTE INSTEAD OF HIMSELF /HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50(FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- (ii) The Instrument of Proxy, duly executed and properly stamped, should reach the Company at its registered office not less than 48 hours before the time of the meeting. **The Proxy Form (Form MGT-11) is enclosed herewith.**
- (iii) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Extra Ordinary General Meeting ('EOGM') is annexed.
- (iv) Corporate Members are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote at this Extra Ordinary General Meeting ('EOGM'), pursuant to Section 113 of the Act.
- (v) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this EOGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the EOGM) and also e-voting during the EOGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL'). The Board has also appointed M/s. JVP & Associates Company Secretaries LLP, Consultants of the Company, as the Scrutinizer to scrutinize the process of e-voting. Detailed instructions for e-voting and also for attending the EOGM are annexed.
- (vi) The Scrutinizer will make a consolidated Scrutinizers Report of the total votes cast in favor or against and invalid votes if any, to the Chairman or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman or in his absence by the Company Secretary within 48 hours from the conclusion of the EOGM at the Registered Office of the Company. The same shall be submitted to the stock exchange within two working days of conclusion of its Extra Ordinary General Meeting.
- (vii) The result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and Company's website i.e., <https://www.welgafoods.com>. The result shall also be submitted with the Stock Exchanges, where the Company's shares are listed
- (viii) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the EOGM i.e. 17th March, 2026.

- (ix) The facility for voting, via ballot or polling paper shall also be made available at the meeting and members attending the meeting shall be able to exercise their right at the meeting;
- (x) Remote e-voting will commence at 9.00 A.M. on Saturday, 14<sup>th</sup> March, 2026 and will end at 5.00 P.M. on Monday, 16<sup>th</sup> March, 2026, when remote e-voting will be blocked by NSDL.
- (xi) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Tuesday, 10<sup>th</sup> March, 2026** (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
- (xii) In conformity with the regulatory requirements, the Notice of this EOGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members desirous of obtaining physical copies of the said Notice of this EOGM are required to send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through e-mail at [\*\*welgacs@gmail.com\*\*](mailto:welgacs@gmail.com) or by post to Welga Foods Limited, C/o Shiamnagar, Budaun, Uttar Pradesh 243601.
- (xiii) Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the EOGM Notice or attend the EOGM, or cast their votes through remote e-voting, are required to register their e-mail addresses with the Company at [\*\*welgacs@gmail.com\*\*](mailto:welgacs@gmail.com). Alternatively, Members may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, by post to Welga Foods Limited, C/o Shiamnagar, Budaun, Uttar Pradesh 243601.
- (xiv) Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Chairman/Company Secretary at [\*\*welgacs@gmail.com\*\*](mailto:welgacs@gmail.com) from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.30 a.m. on Monday, 16<sup>th</sup> March, 2026 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the EOGM.

Further, Members who would like to have their questions / queries responded to during the EOGM are requested to send such questions/queries in advance within the aforesaid time period.

- (xv) The Register of Directors and Key Managerial Personnel and their shareholding under Section 170 of the Act, the Register of contracts with related party, and contracts and bodies etc. in which Directors are interested under Section 189 of the Act will remain available for inspection through electronic mode during the EOGM, for which purpose Members are required to send an e-mail to the Chairman/Company Secretary at [welgacs@gmail.com](mailto:welgacs@gmail.com)
- (xvi) In case of joint holders attending the meeting, the members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- (xvii) Members/Proxies should bring the duly filled Attendance Slip at the Extra Ordinary General Meeting. **Attendance Slip is enclosed herewith.**
- (xviii) Members including corporate members are requested to intimate immediately any change in their address including e-mail address to the Company, if any at [welgacs@gmail.com](mailto:welgacs@gmail.com)
- (xix) Pursuant to the provisions of Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has fixed 13<sup>th</sup> February, 2026 as the record date to identify the shareholders who are entitled to receive Notice of EOGM.
- (xx) Route map of the venue of meeting is enclosed to this notice.

### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the Extra Ordinary General Meeting and facility for those Members participating in the EOGM to cast vote through e-Voting system.

The remote e-Voting period will commence at **9:00a.m. on Saturday, 14<sup>th</sup> March, 2026 and will end at 5.00 p.m. on Monday, 16<sup>th</sup> March, 2026**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10<sup>th</sup> March, 2026, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

Any person, who are other than individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut-off date may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password

for casting your vote. If you have forgotten your password, you could reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case of Individual shareholders holding securities in Demat mode, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the Cut-off date, are requested to follow the login method mentioned below in point (A) under e-Voting instructions.

### **How do I vote electronically using NSDL E-Voting system?**

The way to vote electronically on NSDL E-Voting system consists of “Two Steps” which are mentioned below:

#### **Step 1: Access to NSDL E-Voting system**

##### **A) Login method for E-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="662 1104 1391 1937">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-Voting services under Value added services. Click on “<b>Access to E-Voting</b>” under E-Voting services and you will be able to see E-Voting page. Click on company name or <b>E-Voting service provider i.e. NSDL</b> and you will be re-directed to E-Voting website of NSDL for casting your vote during the remote E-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="662 1937 1391 2029">2. Visit the E-Voting website of NSDL. Open web browser by typing the following URL:</li> </ol>

<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 i.e. NSDL** and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period.

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

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- 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 Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://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 the E-Voting service provider 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, 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

	<p>register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</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. upon logging in, you will be able to see E-Voting option. 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 i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period.

**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. NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for E-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

## How to Log-in to NSDL E-Voting website?

1. 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.
2. Once the home page of E-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on E-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for E-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL E-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of E-Voting will open.

## **Step 2: Cast your vote electronically on NSDL E-Voting system.**

### **How to cast your vote electronically on NSDL E-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote E-Voting period.
3. Now you are ready for E-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jvpcorporateconsultant@gmail.com](mailto:jvpcorporateconsultant@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "E-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Prajakta Tawle, Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for E-Voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [welgacs@gmail.com](mailto:welgacs@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [welgacs@gmail.com](mailto:welgacs@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for E-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for E-Voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access E-Voting facility.

## EXPLANATORY STATEMENT

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

### ITEM NO.1

#### **ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013**

The existing Memorandum of Association (MOA) of the Company is based on the Erstwhile Companies Act, 1956 and several clauses / regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Pursuant to the notification of the Companies Act, 2013, several regulations of the existing MOA of the Company require alteration or deletion. It is therefore, proposed to replace the existing MOA with the new set of MOA in conformity with Table A of Schedule I of the Companies Act, 2013. The revised set of MOA shall be placed at the meeting and also available for the inspection at the Registered Office of the Company during business hours on all working days.

Pursuant to the provisions of Section 13 of Companies Act, 2013, consent of the Shareholders by way of Special Resolution is required in this regard to give effect to the proposed alteration.

None of the Directors, Key Managerial Personnel, and/ or their relatives, in any way, either directly or indirectly, concerned or interested, financially or otherwise in the said resolution except to the extent of their directorships or shareholding in the Company, (if any).

The Board recommends the Special Resolution set forth in aforesaid item of the notice for approval of the shareholders.

### ITEM NO.2

#### **ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013**

The existing Articles of Association (AOA) of the Company is based on the Erstwhile Companies Act, 1956 and several articles / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Pursuant to the notification of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. It is therefore, proposed to replace the existing AOA with the new set of AOA in conformity with Table F of Schedule I of the Companies Act, 2013. The revised set of AOA shall be placed at the meeting and also available for the inspection at the Registered Office of the Company during business hours on all working days.

Pursuant to the provisions of Section 14 of Companies Act, 2013, consent of the Shareholders by way of Special Resolution is required in this regard to give effect to the proposed alteration.

None of the Directors, Key Managerial Personnel, and/ or their relatives, in any way, either directly or indirectly, concerned or interested, financially or otherwise in the said resolution except to the extent of their directorships or shareholding in the Company, (if any).

The Board recommends the Special Resolution set forth in aforesaid item of the notice for approval of the shareholders.

### **ITEM NO.3**

#### **TO INCREASE THE AUTHORISED SHARE CAPITAL AND RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL**

The current authorized share capital of the Company is INR. 3,50,00,000/- (Indian Rupees Three Crore Fifty Lacs only) and the paid-up Capital of the Company is INR. 3,26,56,000 (Indian Rupees Three Crore Twenty Six Lacs Fifty Six Thousand only). The Company proposes to increase its authorized capital to INR. 8,00,00,000/ (Indian Rupees Eight Crores only) in order to capitalize the funds proposed to be brought in by Mr. Gyan Prakash, Promoter, Chairman & Managing Director and Mr. Gaurav Prakash, Promoter Director & CFO of the Company. The increase in the Authorized share Capital of the Company will also require consequential amendment to the Clause V of the Memorandum of Association of the Company. Pursuant to Section 61(1)(a) of the Companies Act, 2013, alteration of the required clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board recommends the Ordinary Resolution set forth in aforesaid item of the notice for approval of the shareholders.

None of the Directors, Key Managerial Personnel, and/ or their relatives, in any way, either directly or indirectly, concerned or interested, financially or otherwise in the said resolution except to the extent of their directorships or shareholding in the Company, (if any).

### **ITEM NO. 4**

#### **TO APPROVE ISSUANCE AND ALLOTMENT OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES (NCRPS) OF RS. 10/- EACH FOR CASH AT PAR TO MR. GYAN PRAKASH, PROMOTER, CHAIRMAN & MANAGING DIRECTOR & MR. GAURAV PRAKASH, PROMOTER DIRECTOR & CFO OF THE COMPANY ON PREFERENTIAL BASIS**

The Company vide resolution mentioned in Item No. 4 of this Notice, has requested the approval of Shareholders to issue Non-Convertible Redeemable Preference Shares ("NCRPS") to two of the promoter Directors of the Company on preferential basis. Accordingly, pursuant to the applicable provisions of Sections 23, 42, 62 and 55 of the act and the Rules framed thereunder, and in accordance with the provisions of the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company at its meeting held on 20<sup>th</sup> February, 2026, has approved to offer, issue and allot, 20,00,000 NCRPS of the face value of INR. 10/- each for cash at par on a private placement basis, on such terms and conditions as may be determined by the Board (including any committee constituted by the Board) ("Board").

Furthermore, as per Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, a company offering or making an invitation to subscribe to securities, including NCRPS on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, for each such offer and invitation.

The approval of members is accordingly being sought by way of Special Resolution under Section 23, 42, and 55, 62 of the Act read with rules framed thereunder, as amended from time to time, for the issue and offer of NCRPS as set out in the Resolution at Item No. 4 and to allot the NCRPS, on a private placement basis.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and proviso to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue are as follows:

### **I. Proposed Allottees:**

The Board of Directors of the Company at its meeting held on 20<sup>th</sup> February, 2026 has, subject to approval of the Members and such other approvals as may be required, approved the issuance and allotment of **20,00,000 (Twenty Lakh) Non-Convertible Redeemable Preference Shares (NCRPS) of INR. 10/- each for cash at par**, aggregating to ₹2,00,00,000 (Rupees Two Crore only), on a preferential basis to the following Promoters:

1. **Mr. Gyan Prakash**, Promoter- Chairman & Managing Director – 10,00,000 NCRPS
2. **Mr. Gaurav Prakash**, Promoter Director-CFO – 10,00,000 NCRPS

### **II. Objects of the Issue**

The proceeds from the proposed issue shall be utilized for meeting the Company's working capital requirements, business expansion plans, and to further strengthen the financial position of the Company

### **III. Terms of Issue**

The material terms of the proposed issue of NCRPS are as under:

- **Type of Security:** Non-Convertible Redeemable Preference Shares
- **Face Value:** INR. 10/- each
- **Issue Price:** INR. 10/- per share (at par)
- **Total Issue Size:** 20,00,000 NCRPS aggregating INR. 2,00,00,000 (Indian Rupees Two Crore Only)
- **Dividend:** 5% per annum (non-cumulative) payable subject to availability of profits and as may be recommended/declared by the Board from time to time.

- **Redemption:** Redeemable at par within a period of 20 years from the date of allotment, in accordance with the provisions of the Companies Act, 2013
- **Conversion:** Non-convertible
- **Ranking:** The NCRPS shall carry preferential rights with respect to dividend and repayment of capital vis-à-vis equity shares, in accordance with Section 55 of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014
- **Participation in surplus funds**  
NCRPS shall be non-participating in the surplus funds;
- **Participation in surplus assets and profits**  
NCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- **Voting Rights:** NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- **Manner of Issue of NCRPS:** Private Placement Basis.
- **Mode of Payment:** Cash

#### **IV. Basis of Pricing**

The issue of NCRPS is proposed to be made at par (INR.10/- per share), being the face value of the shares, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder. Further, the valuation is also based on the valuation report issued by the Registered Valuer Mr. Manish Manwani, Proprietor of Manwani & Associates, dated 18<sup>th</sup> February, 2026.

#### **V. Relevant Date**

The "Relevant Date" for the purpose of determining the price of the preference shares is 31<sup>st</sup> January, 2026.

#### **VI. Intention of Promoters / Directors / Key Managerial Personnel**

The proposed allottees, being Promoters of the Company, intend to subscribe to the NCRPS as stated above. Except Mr. Gyan Prakash and Mr. Gaurav Prakash & their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives in any way, either directly or indirectly, concerned or interested, financially or otherwise in the said resolution except to the extent of their directorships or shareholding in the Company, (if any).

#### **VII. Shareholding Pattern Before and After the Issue**

Since the proposed issue consists of Non-Convertible Redeemable Preference Shares, there will be no change in the equity shareholding pattern of the Company. However, another new class of shares i.e.

**Form No. MGT-11  
Proxy Form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]*

Name of the member(s):  
Registered address:  
E-mail ID:  
Folio No/ Client ID:  
DP ID:

I/We, being the member(s) of Welga Foods Limited holding equity shares of the above named company, hereby appoint

1. **Name:** \_\_\_\_\_  
**Address:** \_\_\_\_\_  
**E-mail ID:** \_\_\_\_\_  
**Signature:** \_\_\_\_\_, or failing him
  
2. **Name:** \_\_\_\_\_  
**Address:** \_\_\_\_\_  
**E-mail ID:** \_\_\_\_\_  
**Signature:** \_\_\_\_\_, or failing him
  
3. **Name:** \_\_\_\_\_  
**Address:** \_\_\_\_\_  
**E-mail ID:** \_\_\_\_\_  
**Signature:** \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at an Extra Ordinary General Meeting of the Company, to be held on Tuesday, the 17<sup>th</sup> day of March, 2026 at 9:00 A.M. at the registered office of the Company situated at Shiamnagar, Budaun, Uttar Pradesh 243601 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars
<b>Special Business</b>	
1.	ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013.
2.	ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013.
3.	TO INCREASE THE AUTHORIZED SHARE CAPITAL AND RECLASSIFICATION OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY.
4.	TO APPROVEISSUANCE AND ALLOTMENT OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES (NCRPS) OF INR. 10/- EACH FOR CASH AT PAR TO MR. GYAN PRAKASH, PROMOTER, CHAIRMAN &MANAGING DIRECTOR& MR. GAURAV PRAKASH, PROMOTER DIRECTOR & CFO OF THE COMPANY ON PREFERENTIAL BASIS.

Affix Re 1/-  
Revenue  
Stamp

Signature of Shareholder .....

Signature of Proxy holder(s) .....

***Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.***



**EXTRA ORDINARY GENERAL MEETING**  
**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL**

**ATTENDANCE SLIP**

Name:	
Address:	
DP ID*	
Client ID*	
Folio No.	
No. of Shares held	

\*Applicable for investors holding shares in electronic form.

I/We hereby record my/our presence at an**EXTRA ORDINARY GENERAL MEETING** of the Company being held on Tuesday, the 17<sup>th</sup> day of March, 2026 at 9:00 A.M. at the registered office of the Company situated at Shiamnagar, Budaun, Uttar Pradesh 243601.

<b>Name(s) of the Shareholder(s) or Proxy (in Block Letters)</b>	<b>No. of Shares held</b>	<b>Registered Folio/Client ID No./DP ID No.</b>

I certify that I am a member/proxy/ authorized representative for the member of the Company.

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**Signature/s of the Shareholder/s or Proxy**  
**(To be signed at the time of handing over the slip)**

**NO GIFTS/SNACKS WILL BE PROVIDED AT THE MEETING**

(On the letter head of the Company)

**MGT-12**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**POLLING PAPER  
FOR EXTRA ORDINARY GENERAL MEETING SCHEDULED ON  
TUESDAY, THE 17TH DAY OF MARCH, 2026 AT SHIAMNAGAR,  
BUDAUN, UTTAR PRADESH 243601 AT 9:00 A.M.**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
<b>1.</b>	<b>Name of the first named shareholder (in block letters)</b>	
<b>2.</b>	<b>Postal Address</b>	
<b>3.</b>	<b>Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)</b>	
<b>4.</b>	<b>Class of Share Equity</b>	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

<b>S. No.</b>	<b>Resolution</b>	<b>No. of Shares Held</b>	<b>For</b>	<b>Against</b>
1.	ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013.			
2.	ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013.			
3.	TO INCREASE THE AUTHORIZED SHARE CAPITAL AND RECLASSIFICATION OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY.			
4.	TO APPROVEISSUANCE AND			

	ALLOTMENT OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES (NCRPS) OF INR. 10/- EACH FOR CASH AT PAR TO MR. GYAN PRAKASH, PROMOTER, CHAIRMAN & MANAGING DIRECTOR & MR. GAURAV PRAKASH, PROMOTER DIRECTOR & CFO OF THE COMPANY ON PREFERENTIAL BASIS.			
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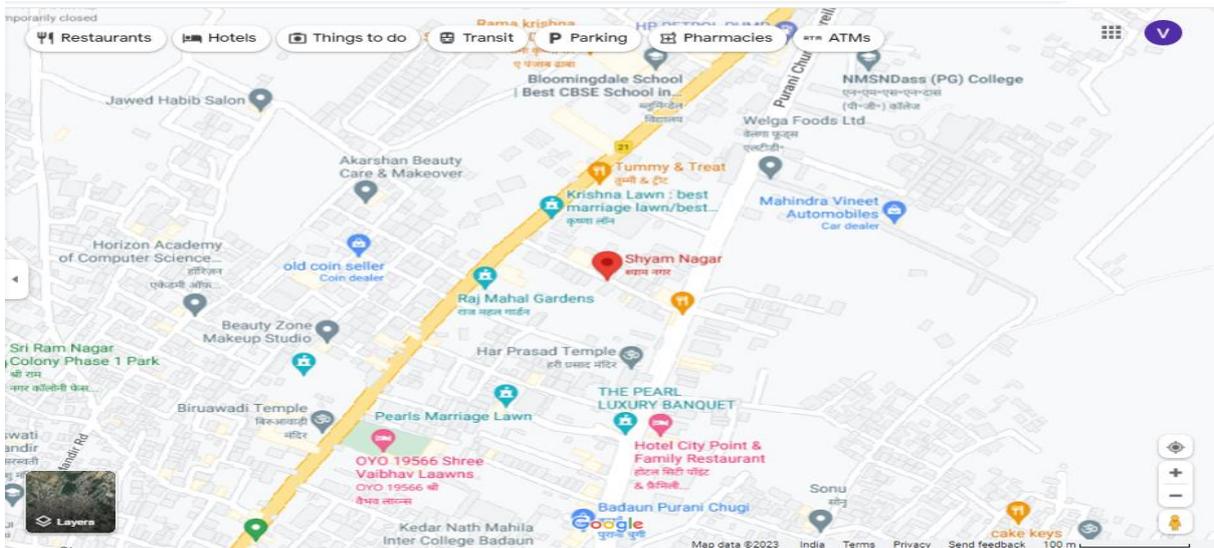
**(Signature of the Shareholder)      (Name & Signature of the Proxy)**

**Place:**

**Date:**

Note: Proxy who are attending and voting in this Extra Ordinary General Meeting on behalf of members are requested to first write their name before signing it.

**ROUTE MAP OF EXTRA ORDINARY GENERAL MEETING**



If undelivered please return to:

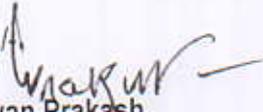
**Welga Foods Limited**  
**Reg Office: Shiamnagar, Budaun, Uttar Pradesh 243601**



- ✓ NCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- ✓ NCRPS shall be non-participating in the surplus funds;
- ✓ NCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
- ✓ Holders of NCRPS shall be paid dividend on a non-cumulative basis;
- ✓ NCRPS shall not be convertible into Equity Shares;
- ✓ NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act; and
- ✓ NCRPS shall be redeemable."
- ✓ NCRPS shall remain unlisted

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute and file and/or submit necessary forms and other documents as may be required by the statutory authorities, including with the jurisdictional Registrar of Companies, and to do all such acts, deeds and things as may be necessary, proper or expedient for the implementation of the above resolution.

**By the order of the Board of Directors  
For Welga Foods Limited**

Sd/   
Gyan Prakash  
Chairman & Managing Director  
DIN: 00184539  
Address: Mohalla Shyam Nagar,  
Budaun-243601, Uttar Pradesh

Date: 20<sup>th</sup> February, 2026  
Place: Gurgaon

preference shares shall be introduced in addition to the existing class of equity shares of the Company consequent such issue and allotment to the extent of INR. 20,00,000 NCRPS.

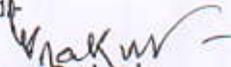
#### VIII. Other Disclosures

The proposed issue is in compliance with the provisions of Sections 23,42, 55, 62 and other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The allotment of NCRPS shall be completed within the time prescribed under the Act.

The Board recommends the Special Resolution set forth in aforesaid item of the notice for approval of the shareholders.

By the order of the Board of Directors  
For Welga Foods Limited

Sd/-

  
Gyan Prakash

Chairman & Managing Director

DIN: 00184539

Address: Mohalla Shyam Nagar,  
Budaun-243601, Uttar Pradesh

Date: 20<sup>th</sup> February, 2026

Place: Gurgaon



**Welga Food Ltd.**

**Regd Office:** Shyam Nagar, Budaun - 243 601, U.P. M: +91 70801 72555

**Corporate Office:** 205 AltF Success Tower, Tower B, Suncity Success Tower, Golf Course Ext Rd,  
Sector 65, Gurugram, Haryana 122005

CIN: L15419UP1983PLC00591  
E: ho@welgafoods.com, marketing@welgafoods.com W: www.welgafoods.com

**MGT-12**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**POLLING PAPER  
FOR EXTRA ORDINARY GENERAL MEETING SCHEDULED ON  
TUESDAY, THE 17TH DAY OF MARCH, 2026 AT SHIAMNAGAR,  
BUDAUN, UTTAR PRADESH 243601 AT 9:00 A.M.**

S. No.	Particulars	Details
1.	Name of the first named shareholder (in block letters)	
2.	Postal Address	
3.	Registered Folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share Equity	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Resolution	No. of Shares Held	For	Against
1.	ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013.			
2.	ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY THEREBY ADOPTING NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013.			
3.	TO INCREASE THE AUTHORIZED SHARE CAPITAL AND RECLASSIFICATION OF THE AUTHORIZED SHARE CAPITAL OF THE COMPANY.			

4.	TO APPROVEISSUANCE AND ALLOTMENT OF NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES (NCRPS) OF INR. 10/- EACH FOR CASH AT PAR TO MR. GYAN PRAKASH, PROMOTER, CHAIRMAN &MANAGING DIRECTOR & MR. GAURAV PRAKASH, PROMOTER DIRECTOR & CFO OF THE COMPANY ON PREFERENTIAL BASIS.				
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(Signature of the Shareholder)      (Name & Signature of the Proxy)

Place:

Date:

Note: Proxy who are attending and voting in this Extra Ordinary General Meeting on behalf of members are requested to first write their name before signing it.

### ROUTE MAP OF EXTRA ORDINARY GENERAL MEETING



If undelivered please return to:

**Welga Foods Limited**  
 Reg Office: Shiamnagar, Budaun, Uttar Pradesh 243601