



ITALIAN EDIBLES LIMITED

(Formerly Known as Italian Edibles Private Limited)

(The Confectioners)



September 30, 2024

To,
The Listing Department
NATIONAL STOCK EXCHANGE OF INDIA LTD
Exchange Plaza, C-1, Block G.
Bandra Kurla Complex Bandra-East, Mumbai-400051

Symbol: ITALIANE

ISIN: INE0R7R01018

Subject: Compliance with Regulations 30 and 44(3) of the Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Proceedings and voting results of the 14th Annual General Meeting of the Company

Dear Sir/Ma'am,

This is to inform you that 14th Annual General Meeting of Italian Edibles Limited (Formerly known as Italian Edibles Private Limited) was held today i.e., on Monday, September 30, 2024 at 03.00 p.m. through Video Conferencing / Other Audio Visual Means.

As per the requirement under Listing Regulations and applicable provisions of the Act, please find enclosed herewith the following:

1. Gist of Proceedings of the Annual General Meeting
2. Scrutinizers report issued by the Scrutinizer i.e. Mr. Mukesh Siroya, Proprietor of M. Siroya & Company, Practicing Company Secretaries; and
3. Voting results pursuant to Regulation 44(3) of Listing regulations.

The above documents are also available on the website of the company at www.ofcoursegroup.com

Kindly take the same on record.

Thanking you

Yours Faithfully,
For Italian Edibles Limited
(Formerly known as Italian Edibles Private Limited)

Ajay Makhija
Managing Director
DIN: 02847288

Enclosure: As above



Proceeding of the 14th Annual General Meeting of the Company pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The 14th Annual General Meeting (“AGM” or “Meeting”) of the Members of Italian Edibles Limited (“the Company”) was held on Monday, September 30, 2024, at 03.00 p.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) (deemed venue was the registered office of the Company at 09/1/1/8 Block No.03, Mangal Udhog Nagar, Gram Palda, Indore, Madhya Pradesh - 452020). The Meeting was held in compliance with the Companies Act, 2013 read with the Rules framed thereunder and the Circulars issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) and the Secretarial Standards issued by the Institute of Company Secretaries of India.

Mr. Akshay Makhija, Director and CEO of the Company welcomed all the Members present through VC. Mr. Makhija informed the Members on various aspects including participation in the AGM through VC / OAVM, facility of remote e-voting conducted before and during the AGM provided by the Company through National Securities Depository Limited (“NSDL”), speaker registration and submission of queries before the AGM.

He notified the Members about the presence of the Directors, Statutory Auditor, Secretarial Auditor / Scrutinizer through Video Conferencing from their respective locations.

Mr. Makhija further informed the Members that the Statutory registers and relevant documents were available electronically for inspection by the Members at the AGM.

Mr. Makhija further introduced all the Directors, Key Managerial Personnel, Statutory Auditors and Secretarial Auditor attending the AGM. All the Directors were also present at the Meeting.

Thereafter, he briefed the members on the business highlights and updates of the Company.

He thereafter continued with the proceedings of the Meeting.

Mr. Makhija then proceeded towards the agenda items as per the Notice.

The following items of business as laid down in the Notice of 14th AGM held on September 30, 2024, were transacted at the Meeting:

Ordinary Businesses:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Akshay Makhija (DIN: 02787252), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for reappointment.
3. Appointment of Ms. Sneha Khandelwal (DIN: 10448569) as a Non-Executive Non-Independent Director of the Company



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The Chairman thereafter ordered commencement of e-voting for the Members attending the AGM but who did not cast their votes through remote e-voting.

The Board of Directors had appointed M/s. M Siroya and Company (Membership No. F5682), as the Scrutinizer for e-voting process for the 14th AGM.

It was announced that the voting results for the resolutions would be declared within 48 hours of the conclusion of AGM on receipt of the Scrutinizer's Report and the Results/ Scrutinizer's report will be placed on the website of the Company, and the same shall also be submitted to the Stock Exchange in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman thereafter thanked the Members for attending and participating in the Meeting and thereafter concluded the meeting.

As per the attendance record, 16 Members were present.

The Meeting commenced at 03:00 PM (IST) and concluded at 03:20 PM (IST) post which the E-voting window was opened till 03:40 PM (IST).

This document does not constitute minutes of the proceedings of the AGM of the Company.

For Italian Edibles Limited
(Formerly known as Italian Edibles Private Limited)

Ajay Makhija
Digitally signed by Ajay Makhija
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st=Madhya Pradesh,
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b4977a019a8e904, cn=Ajay Makhija
Date: 2024.09.30 08:08:59 +0700

Ajay Makhija
Managing Director
DIN: 02847288

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.:+91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

To,

The Chairperson
14th Annual General Meeting ("AGM")
Italian Edibles Limited
(Formerly known as Italian Edibles Private Limited),
309/1/1/8 Block No.03,
Mangal Udhyog Nagar,
Gram Palda, Indore,
Madhya Pradesh, India, 452020

Dear Sir,

Sub: Consolidated Scrutinizer's report on remote e-voting conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and e-voting conducted at the 14th Annual General Meeting of Italian Edibles Limited ("AGM") held on Monday, September 30, 2024 at 03:00 p.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

1. I, Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of **Italian Edibles Limited** (the "Company") for the purpose of:
 - a. Scrutinizing the remote e-voting process under the provisions of Section 108 of The Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolutions contained in the notice dated August 31, 2024 convening the AGM ("AGM Notice"); and

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
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- b. Scrutinizing the remote e-voting facility provided to the shareholders during the AGM through VC/OAVM and who had not cast their vote earlier.
2. The management of the Company is responsible to ensure the compliance with the requirement of the 2013 Act and Rules relating to remote e-voting before and during the AGM. My responsibility as a Scrutinizer is restricted to scrutinize remote e-voting conducted before and during the AGM in a fair and transparent manner and to ascertain requisite majority and is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" and/or "against" the resolutions stated in the Notice of the AGM based on the report generated from the e-voting system provided by National Securities Depository Limited ("NSDL"), appointed by the Company to provide remote e-voting conducted before and during the AGM.
3. I submit herewith a Consolidated report on the results of remote e-voting before and during the AGM as under:
 - (i). The remote e-voting period remained open from 09:00 a.m. IST Thursday, September 26, 2024 to 05:00 p.m. IST Sunday, September 29, 2024.
 - (ii). The Annual Report and the AGM Notice inter-alia indicating the process and manner of e-voting was sent by electronic mode to those Members whose e-mail addresses were registered with the Company or Depositories Participants or Registrar and Transfer Agent - Bigshare Services Private Limited pursuant to the circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").
 - (iii). The voting rights were reckoned as on Monday, September 23, 2024, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and during the AGM.
 - (iv). The Company had also provided e-voting facility to the members present at the AGM through VC/OAVM and who had not cast their e-votes earlier through the remote e-voting.
 - (v). After the conclusion of the AGM, the votes cast through remote e-voting conducted before and during the AGM were unblocked on September 30, 2024 at 03.40 P.M in the presence of two witnesses, namely Mr. Aaryan Gediya and Ms. Esha Ghate, who were not in employment of the Company.

**M Siroya and Company
Company Secretaries**

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- (vi). Thereafter, we have scrutinized the votes cast through remote e-voting conducted before and during the AGM and reconciled the same with the records maintained by the Company/ NSDL / Registrar and Transfer Agents of the Company.
- (vii). The consolidated result of remote e-voting before and during AGM is enclosed as an Annexure to this Report.

Yours faithfully,

**For M Siroya and Company
Company Secretaries**

MUKESH
KUMAR SIROYA

Digitally signed by
MUKESH KUMAR SIROYA
Date: 2024.09.30
17:34:53 +05'30'

**Mukesh Siroya
Company Secretary
Membership No. FCS 5682;
CP No.: 4157
PR No.: 1075/2021
UDIN: F005682F001383476**

**Place: Mumbai
Date: September 30, 2024**

Enclosed: Annexure

**Countersigned
For Italian Edibles Limited**

Akshay
Makhija

Digitally signed by Akshay Makhija
DN: c=IN, ou=Personnel, title=9957,
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Pradesh,
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a54574987399c700bb4ca384516931896
852a2c00d, cn=Akshay Makhija
Date: 2024.09.30 17:45:22 +05'30'

**Akshay Makhija
Director and CEO
DIN: 02787252**

**Place: Indore
Date: September 30, 2024**

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Annexure to the Report

Results of Remote E-Voting and E-Voting during the AGM of Italian Edibles Limited

Ordinary Business:

Item No.: 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon

i) Details of Votes in favour and against the resolution:

	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	23	10899151	0	0	23	10899151	100.00
Votes against the resolution	0	0	0	0	0	0	0.00
Total	23	10899151	0	0	23	10899151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 1 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

Item No.: 2: Ordinary Resolution

To appoint a Director in place of Mr. Akshay Makhija (DIN: 02787252), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment

i) Details of Votes in favour and against the resolution:

	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	23	10899151	0	0	23	10899151	100.00
Votes against the resolution	0	0	0	0	0	0	0.00
Total	23	10899151	0	0	23	10899151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 2 of the AGM Notice has been passed with requisite majority.

M Siroya and Company
Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
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Item No.: 3: Ordinary Resolution

Appointment of Ms. Sneha Khandelwal (DIN: 10448569) as a Non-Executive Non-Independent Director of the Company

i) Details of Votes in favour and against the resolution:

	Remote e-voting		E-voting at the AGM		Total		Percentage (%)
	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	No. of members voted	No. of shares for which votes cast	
Votes in favour of the resolution	22	10895151	0	0	22	10895151	99.96
Votes against the resolution	1	4000	0	0	1	4000	0.04
Total	23	10899151	0	0	23	10899151	100.00

ii) Details of Invalid and Abstained Votes:

Method of Voting	Invalid Votes		Abstained from Voting	
	No. of members	No. of shares for which votes cast	No. of members	No. of votes
Remote e-voting	0	0	0	0
E-voting at the AGM	0	0	0	0
Total	0	0	0	0

Based on the above result, I report that the Ordinary Resolution as set out in Item No. 3 of the AGM Notice has been passed with requisite majority.

M Siroya and Company Company Secretaries

A-103, Samved Building (Madhukunj), Near Ekta Bhoomi Gardens, Rajendra Nagar, Borivali (E), Mumbai - 400 066
Tel.: +91 22 28706523/24; 28546523(D); Cel: +91 9324310151; E-mail: siroyam@gmail.com; www.msiroya.com

The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM are under my safe custody and will be handed over to Mr. Akshay Makhija (Director and CEO) for preserving safely after the Chairperson considers, approves and signs the Minutes of the AGM.

Thanking you,

Yours faithfully,

**For M Siroya and Company
Company Secretaries**

MUKESH
KUMAR SIROYA

Digitally signed by
MUKESH KUMAR SIROYA
Date: 2024.09.30 17:35:27
+05'30'

**Mukesh Siroya
Company Secretary
Membership No. FCS 5682;
CP No.: 4157
PR No.: 1075/2021
UDIN: F005682F001383476**

**Place: Mumbai
Date: September 30, 2024**

**Countersigned
For Italian Edibles Limited**

Akshay
Makhija

Digitally signed by Akshay Makhija
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Date: 2024.09.30 17:46:31 +05'30'

**Akshay Makhija
Director and CEO
DIN: 02787252**

**Place: Indore
Date: September 30, 2024**

General information about company

Scrip code	
NSE Symbol	ITALIANE
MSEI Symbol	NOTLISTED
ISIN	INE0R7R01018
Name of the company	ITALIAN EDIBLES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2024
Start time of the meeting	03:00 PM
End time of the meeting	03:20 PM

Scrutinizer Details

Name of the Scrutinizer	Mukesh Kumar Siroya
Firms Name	M Siroya and Company
Qualification	CS
Membership Number	F5682
Date of Board Meeting in which appointed	31-08-2024
Date of Issuance of Report to the company	30-09-2024

Voting results	
Record date	23-09-2024
Total number of shareholders on record date	1393
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	5
b) Public	11
No. of resolution passed in the meeting	3
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10857151	10857151	100	10857151	0	100
Public- Institutions	E-Voting	150000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		150000	0	0	0	0	0
Public- Non Institutions	E-Voting	3770000	42000	1.1141	42000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3770000	42000	1.1141	42000	0	100
Total		14777151	10899151	73.7568	10899151	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Akshay Makhija (DIN: 02787252), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10857151	10857151	100	10857151	0	100
Public-Institutions	E-Voting	150000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		150000	0	0	0	0	0
Public- Non Institutions	E-Voting	3770000	42000	1.1141	42000	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3770000	42000	1.1141	42000	0	100
Total		14777151	10899151	73.7568	10899151	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Sneha Khandelwal (DIN: 10448569) as a Non-Executive Non-Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10857151	10857151	100	10857151	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		10857151	10857151	100	10857151	0	100
Public- Institutions	E-Voting	150000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		150000	0	0	0	0	0
Public- Non Institutions	E-Voting	3770000	42000	1.1141	38000	4000	90.4762	9.5238
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		3770000	42000	1.1141	38000	4000	90.4762
Total		14777151	10899151	73.7568	10895151	4000	99.9633	0.0367
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

