NOTICE OF THE 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the Fifteen Annual General Meeting ("AGM") of the members of Italian Edibles Limited (Formerly known as Italian Edibles Private Limited) will be held on Tuesday, September 30, 2025 at 01:00 PM (IST) through Video Conferencing/ Other Audio Visual Means to transact the following business(es):

ORDINARY BUSINESSES:

1. Consideration and Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon;

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

   "RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted."

2. Declaration of Dividend of Rs.0.10/- per Equity Share for the financial year ended March 31, 2025;

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

   "RESOLVED THAT a Dividend of Rs. 0.10/- per equity share of the face value of Rs. 10 each for the financial year ended March 31,2025, as recommended by the Board of Directors, be declared and that the said Dividend be distributed out of the profits for the year ended on March 31, 2025."

3. Re-appointment of Mr. Ajay Makhija (DIN: 02847288), as a Director, liable to retire by rotation

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

   "RESOLVED THAT Mr. Ajay Makhija (DIN: 02847288),Director (Managing Director) of the Company, who retires by rotation and being eligible for re-appointment, be re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESSES:

4. Re-appointment of Mr. Ajay Makhija (DIN: 02847288), as the Managing Director of the Company

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

   RESOLVED THAT pursuant to the provision of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act,2013 ("the Act") read with Schedule V of the Act , the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof from-time-to-time in force) and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, in accordance with the, recommendation of the Nomination and Remuneration Committee and approval of Audit Committee and Board of Directors, approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Ajay Makhija (DIN: 02847288) as the Managing Director for a period of five (5) years with effect from 14th August, 2026 whose office shall be liable to determination by retirement of director by rotation, on a total remuneration not exceeding INR 72 Lakhs per annum.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ajay Makhija may be varied, altered, increased, enhanced or widened from time to time by the Board which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) as they may in their absolute discretion deem fit notwithstanding that the same may exceed the limits laid down in sections 197, 198, and/or Schedule V and all other applicable provisions of the Act, 2013 including any statutory modification and re-enactment thereof for the time being in force, and the Rules framed thereunder, subject to the requisite approvals, wherever required.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration as the minimum remuneration for a period not exceeding 3 (three) years from the date of such re-appointment or such other period as may be statutorily permitted by way of salary, perquisites, other allowances, performance pay and benefits as specified above subject to the receipt of requisite approvals if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company are hereby severally authorised to do all acts, deeds, matters and things as they may deem necessary, proper or desirable including signing and executing all necessary document(s), application(s), returns and writings, and seeking all necessary approvals and to settle any question, difficulty or doubt that may arise in this regard."

5. Re-Appointment of Mr. Akshay Makhija (DIN: 02787252), as the Whole Time Director and designate him as the Executive Director and Chief Executive Officer of the Company

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

RESOLVED THAT pursuant to the provision of sections 196, 197,198, 203 and all other applicable provisions, if any, of the Companies Act,2013 ("the Act") read with Schedule V of the Act , the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof from-time-to-time in force) and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, in accordance with the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Akshay Makhija (DIN: 02787252) as Whole Time Director and designating him as the Executive Director and Chief Executive Director of the Company for a period of five (5) years with effect from 14th August, 2026 , who shall be liable to retire by rotation, on a total remuneration not exceeding INR 72 Lakhs per annum.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ajay Makhija may be varied, altered, increased, enhanced or widened from time to time by the Board which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) as they may in their absolute discretion deem fit notwithstanding that the same may exceed the limits laid down in sections 197, 198, and/or Schedule V and all other applicable provisions of the Act, 2013 including any statutory modification and re-enactment thereof for the time being in force, and the Rules framed thereunder, subject to the requisite approvals, wherever required.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may pay to the Managing Director the above remuneration as the minimum remuneration for a period not exceeding 3 (three) years from the date of such Re-appointment or such other period as may be statutorily permitted by way of salary,

perquisites, other allowances, performance pay and benefits as specified above subject to the receipt of requisite approvals if any.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company are hereby severally authorised to do all acts, deeds, matters and things as they may deem necessary, proper or desirable including signing and executing all necessary document(s), application(s), returns and writings, and seeking all necessary approvals and to settle any question, difficulty or doubt that may arise in this regard."

6. Authorization to file Change Request Form (CRF) with Ministry of Corporate Affairs (MCA) for updating the Corporate Identification Number (CIN) in their records.

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, and the rules made thereunder, and as per the directions issued by the Registrar of Companies (ROC) - Gwalior/Ministry of Corporate Affairs ("MCA"), and in view of the Company's equity shares having been listed on the SME Emerge Platform of the National Stock Exchange of India Limited (NSE) with effect from 12th February, 2024, approval of the Company be and is hereby accorded to make a request to the RoC/MCA to update the Corporate Identity Number (CIN) of the Company to reflect its "Listed" status.

RESOLVED FURTHER THAT any of the director(s) of the Company and/ or the Chief Financial Officer of the Company be and are hereby authorized to file all necessary e-forms, affidavits and declarations as may be required under Sections 447 and 448 of the Companies Act, 2013 and any other applicable provisions or any other documents as may be required, with the Registrar of Companies and/ or any other authority and to take all necessary actions as may be required in this regard."

7. Approval to make Loans/ Investments/ Guarantee & Security pursuant to Section 186 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read along with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other rules, circular, notifications framed thereunder, as applicable ;(including any statutory modification(s), amendment(s) or re-enactment thereof, for the time being in force) and Memorandum and Articles of Association of the Company, and further subject to approval of such authority(ies) as may be required in this regard, consent of Members of the Company be and is hereby accorded to:-

i. to make loan or loans from time to time on such terms and conditions as it may deem expedient, to any person or bodies corporate;

ii. to give on behalf of the Company, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by, anybody corporate/firm; and

iii. to acquire by way of subscription, purchase or otherwise the securities of any other body corporate

from time to time in one or more tranches as the Board of Directors may in their absolute discretion deem beneficial and in the interest of the Company for an amount such that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid up share capital, free reserves and securities premium account, or hundred per cent of its free reserves and securities premium account, whichever is more but not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Ajay Makhija, Managing Director and/or Mr. Akshay Makhija, Director & CEO of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the loan), finalise, approve, modify and execute contracts, arrangements, agreements, documents inter alia setting out terms and conditions of the loan, to authorize all such persons as may be necessary, in connection therewith and incidental thereto as they in their absolute discretion shall deem fit without being required to seek any further clarification, consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the loan to be granted pursuant to this resolution, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

8. Approval of Material Related Party Transactions with Nutrabella Foods LLP

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") read with rules issued thereunder (including any statutory amendment(s) or reenactment(s) thereof, for the time being in force) and in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and other applicable laws/statutory provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Materiality of and Dealing with Related Party Transactions and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and on the basis of the approval/recommendation of the Audit Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for entering into related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Regulation 2(1)(zc) of the SEBI LODR read with the definition of 'Related Party' under Regulation 2(1)(zb) of the SEBI LODR with Nutrabella Foods LLP, a related party of the Company for a period of 5 (five) years commencing from the financial year 2025-26 to financial year 2029-30 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI LODR as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions and powers herein conferred to, without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee(s) of the Board of Directors to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

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

Ajay Makhija
Managing Director
DIN - 02847288

Registered Office:
309/1/1/8 Block No.03, Mangal Udhyog Nagar,
Gram Palda, Indore - 452020
CIN: U15141MP2009PLC022797
Website: https://ofcoursegroup.com/
Tel.: +91 73128 62566
E-mail: italian_edibles@yahoo.com

Date: September 03, 2025
Place: Indore

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold Annual General Meeting ("AGM") through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. The details as required under the Companies Act 2013, Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"SEBI (LODR) Regulations"} and Secretarial Standard on General Meetings ("SS-2"), issued by The Institute of Company Secretaries of India, is also annexed hereto.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("SEBI LODR"), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. 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 NSDL.

   The procedure for participating in the Meeting through VC/OAVM is explained below in note no. 25.

4. Pursuant to the Circulars issued by the Ministry of Corporate Affairs, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, hence the Proxy Form and Attendance Slip are not annexed hereto.

5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

6. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer at e-mail ID siroyam@gmail.com with a copy marked to the NSDL at shubham.Manethiya@nsdl.com and to the Company at italian_edibles@yahoo.com, authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to Section 113 of the Act. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authorization Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM and vote there at www.evoting.nsdl.com.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.

8. The Company's Registrars & Transfer Agents for its share registry is Bigshare Services Private Limited having their office at E-2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri- East, Mumbai- 400072.

9. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Annual Report for Financial Year 2024-25, which, inter alia, comprises of the Audited Standalone Financial Statements along with the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements along with the Reports of the Auditors thereon for the Financial Year ended March 31, 2025 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or CDSL/NSDL ("Depositories"). The physical copies of such statements will be sent only to those shareholders who request for the same. Members may note that the Notice and Annual Report for the financial year ended March 31, 2025 will also be available on the Company's website www.ofcoursegroup.com, website of the Stock Exchange, NSDL and RTA.

10. The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., conducting AGM through VC/OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, and other matters as may be required.

11. Members are requested to support Green Initiative by registering/ updating their e-mail addresses with the Depository Participant(s) (in case of shares held in dematerialized form) or with RTA (in case of shares held in physical form).

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2025. Members seeking to inspect such documents may send an email request to italian_edibles@yahoo.com.

13. Dividend

The Board of Directors of the Company has recommended a dividend of ₹ 0.10 (1%) per Equity Share of ₹10.00 each of the Company. The proposed dividend, if declared, at the forthcoming Annual General Meeting, will be paid/ credited, subject to deduction of tax at source, as may be applicable, within a period of 30 days from the date of declaration, to those Members whose names appear in the Company's Register of Members or in the list of beneficial owners as per the particulars to be furnished by the Depositories as on the record date i.e. September 12, 2025.

14. ELECTRONIC CREDIT OF DIVIDEND

SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National

Electronic Clearing Service (NECS)/ National Electronic Fund Transfer (NEFT)/Real Time Gross Settlement (RTGS)/Direct Credit, etc.

Members holding shares in demat form are requested to update their bank account details with their respective Depository Participants ("DPs").

The Company or our RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members.

Members are requested to ensure that their bank account details in their respective demat accounts are updated to enable the Company to provide timely credit of dividend in their bank accounts. In case, the Company is unable to pay dividend to any Member by the electronic mode due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such Member by post/courier.

15. TDS ON DIVIDEND:

Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income has become taxable in the hands of shareholders with effect from April 01, 2020 and therefore, the Company shall be required to deduct tax at source (TDS) from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the latest Finance Act and amendments thereof. Shareholders are requested to update their Permanent Account Number ("PAN") with the Company or RTA (in case of shares held in physical mode) and Depositories (in case of shares held in demat mode) on or before September 20, 2025.

A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to tds@bigshareonline.com by September 20, 2025.

Members are requested to note that if the PAN is not correct/ invalid/ inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and incase of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/ Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/ JPG Format) by e-mail to tds@bigshareonline.com. The aforesaid declarations and documents need to be submitted by the shareholders by September 20, 2025, in order to enable the Company to determine and deduct appropriate tax.

No communication on the tax determination/ deduction shall be entertained post September 20, 2025. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the shareholders, there would still be an option available with the shareholders to file the return of income and claim an appropriate refund, if eligible.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also provide the Company with all information/ documents and co-operation in any appellate proceedings.

16. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests *viz.* Issue

of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

17. As mandated by SEBI, securities of listed companies shall be transferred only in dematerialized form. In order to facilitate transfer of share(s) in view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize share(s) held by them in physical form.

18. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to opt out or cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, respectively. The said forms can be downloaded from the Company's website and from the website of the RTA.

19. Online Dispute Resolution (ODR): SEBI vide its circular dated July 31, 2023 read with corrigendum-cum-amendment circular dated August 4, 2023 has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market between the Investors/ Clients and Listed companies/ specified intermediaries/ regulated entities through online conciliation and online arbitration. Shareholders can access the ODR platform through https://smartodr.in/login.

20. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

21. Mr. Mukesh Siroya, Proprietor, M Siroya and Company, Practicing Company Secretary (Membership No. FCS 5682, Certificate of Practice No. 4157) and failing him Ms. Bhavyata Raval (Membership No. ACS 25734, Certificate of Practice No. 21758), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer's decision on the validity of the votes shall be final.

The Scrutinizer after scrutinizing the votes cast through remote e-voting and voting during the AGM shall make a consolidated Scrutinizer's Report and submit the same forthwith to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.

The Results declared along with the consolidated Scrutinizer's Report shall be submitted to National Stock Exchange of India Limited within the time stipulated under the applicable laws and shall be hosted on the website of the Company and on the website of NSDL.

The Resolutions set forth in this Notice shall be deemed to be passed on the date of the AGM i.e. September 30, 2025, subject to receipt of the requisite number of votes in favour of the Resolutions.

22. A copy of the Notice calling the AGM along with Annual Report for the financial year 2024-25 is available on the website of the Company at https://www.ofcoursegroup.com/annual-report/. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com.

23. Members are requested to intimate any change in their contact details, address or bank account details (including 9-digit MICR no., 11-digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining demat accounts.

24. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

25. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Saturday, September 27, 2025 at 09:00 A.M. and ends on Monday, September 29, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, September 23, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 23, 2025.

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 and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. 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** App Store Google Play
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 and click on login icon & New System Myeasi Tab and then user 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 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 an 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) 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 or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

A. Login Method for e-Voting and joining virtual meeting 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 user 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.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to siroyam@gmail.com with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Mr. Shubham Manethiya at 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 e mail 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 italian_edibles@yahoo.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 italian_edibles@yahoo.com. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to 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 09, 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at italian_edibles@yahoo.com. The same will be replied by the Company suitably.

OTHER INSTRUCTIONS

I. Speaker Registration:

Members of the Company, holding shares as on the cut-off date i.e. Tuesday, September 23, 2025 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by sending an email to italian_edibles@yahoo.com with a copy marked to evoting@nsdl.co.in during the period from Saturday, September 27, 2025 09:00 A.M. IST upto Monday, September 29, 2025 05:00 P.M. IST and providing their name, DP ID and Client ID/folio number, PAN, mobile number, and email address. Those Members who have registered themselves as a speaker will only be allowed to speak/ express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the speaker session.

II. Submission of questions/ queries prior to the AGM:

Members holding shares as on cut-off date i.e. Tuesday, September 23, 2025 and desiring any additional information with regards to Accounts/ Annual Reports or has any question or query are requested to write to the Company Secretary on the Company's e-mail ID i.e. italian_edibles@yahoo.com at least 72 hours before the time fixed for the AGM i.e. by Tuesday, September 30, 2025 01:00 PM IST mentioning their name, demat account no./folio number, e-mail ID, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM. The Company will, at the AGM, endeavour to address the queries from those Members who have sent queries from their registered e-mail IDs.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, September 23, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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

Ajay Makhija
Managing Director
DIN - 02847288

Registered Office:
309/1/1/8 Block No.03, Mangal Udhyog Nagar,
Gram Palda, Indore - 452020
CIN: U15141MP2009PLC022797
Website: https://ofcoursegroup.com/
Tel.: +91 73128 62566
E-mail: italian_edibles@yahoo.com

Date: September 03, 2025
Place: Indore

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

ITEM NO. 4

Re-appointment Mr. Ajay Makhija (DIN: 02847288), as the Managing Director of the Company

Mr. Ajay Makhija was appointed as the Director of the Company at the time of its incorporation in the year 2009 and since then he is associated with the Company. Further the members of the Company based on the recommendation of the Board of Directors at the Extra-Ordinary General Meeting held on August 14, 2023 appointed Mr. Makhija as the Managing Director of the Company for the terms of three (3) years w.e.f. August 14, 2023 pursuant to provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014.

Pursuant to the provisions of section 196, 197,198 and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 no person can be appointed as the Managing Director ("MD") or Whole-Time Director ("WTD) of the Company for a term of more than five (5) years at a time. Further a person appointed as the MD or WTD cannot be re-appointed before one (1) year before the expiry of the term.

The Nomination and Remuneration Committee (the "NRC") of the Company, after taking into consideration his knowledge, skills, background, experience and contributions made over the years as a Director of the Company and on basis of his performance evaluation, has recommended to the Board his re-appointment as an Managing Director, for a second term of five (5) consecutive years, on the Board of the Company with effect from August 14, 2026. The NRC has considered his diverse skills, leadership traits, expertise in confectionery sector, and vast business experience, among others, as some of the capabilities required for this role. Mr. Ajay Makhija shall be entitled to a total remuneration not exceeding INR 72 Lakhs per annum, which shall include all components of salary, perquisites and allowances.

Based on the performance evaluation and as per the recommendation of the NRC and approval of the Audit committee, Board considers that Mr. Ajay Makhija possesses the requisite skills and capabilities and his continuance would be of immense benefit to the Company.

Accordingly, it is proposed to re-appoint Mr. Ajay Makhija as the Managing Director of the Company, liable to retire by rotation, for a second term of five (5) consecutive years on the Board of the Company.

It may be noted that Mr. Ajay Makhija is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Director of the Company.

In the opinion of the Board of Directors, Mr. Ajay Makhija possesses appropriate skills, expertise, experience and knowledge, and fulfils the conditions for appointment as an Managing Director as specified in the Act and the Listing Regulations. Further, Mr. Ajay Makhija is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India or any such authority.

Save and except Mr. Ajay Makhija, Managing Director and Mr. Akshay Makhija, Executive Director and CEO and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 4, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 4.

Brief profile and other requisite information of Mr. Ajay Makhija, as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed as Annexure B to this Notice.

The additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given as Annexure A to this notice.

The Board recommends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

ITEM NO. 5

Re-Appointment Mr. Akshay Makhija (DIN: 02787252), as the Whole Time Director and designate him as the Executive Director and Chief Executive Officer of the Company

Mr. Akshay Makhija was appointed as the Director of the Company at the time of its incorporation in the year 2009 and since then he is associated with the Company. Further the members of the Company based on the recommendation of the Board of Directors at the Extra-Ordinary General Meeting held on August 14, 2023 appointed Mr. Akshay as the Executive Director and Chief Executive Officer of the Company for the terms of three (3) years w.e.f. August 14, 2023 pursuant to provisions of Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014.

Pursuant to the provisions of section 196, 197,198 and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 no person can be appointed as the Managing Director ("MD") or Whole-Time Director ("WTD) of the Company for a term of more than five (5) years at a time. Further a person appointed as the MD or WTD cannot be re-appointed before one (1) year before the expiry of the term.

The Nomination and Remuneration Committee (the "NRC") of the Company, after taking into consideration his knowledge, skills, background, experience and contributions made over the years as a Director of the Company and on basis of his performance evaluation, has recommended to the Board his re-appointment as Whole Time Director, for a second term of five (5) consecutive years, on the Board of the Company with effect from August 14, 2026. The NRC has considered his diverse skills, leadership traits, expertise in confectionery sector, and vast business experience, among others, as some of the capabilities required for this role. Mr. Akshay Makhija shall be entitled to a total remuneration not exceeding INR 72 Lakhs per annum, which shall include all components of salary, perquisites and allowances.

Based on the performance evaluation and as per the recommendation of the NRC and approval of the Audit committee, Board considers that Mr. Akshay Makhija possesses the requisite skills and capabilities and his continuance would be of immense benefit to the Company.

Accordingly, it is proposed to re-appoint Mr. Akshay Makhija as the Whole Time Director and designated as the "Executive Director and Chief Executive Officer" of the Company, liable to retire by rotation, for a term of five (5) consecutive years on the Board of the Company.

It may be noted that Mr. Akshay Makhija is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Director of the Company.

In the opinion of the Board of Directors, Mr. Akshay Makhija possesses appropriate skills, expertise, experience and knowledge, and fulfils the conditions for re-appointment as an Wholt Time Director and and designated as the "Executive Director and Chief Executive Officer as specified in the Act and the Listing Regulations. Further, Mr. Akshay Makhija is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India or any such authority.

Save and except Mr. Akshay Makhija, Executive Director and CEO, and Mr. Ajay Makhija, Managing Director and their relatives to the extent of their respective shareholding interest, if any, in the Company for Item no. 5, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in Item no. 5.

Brief profile and other requisite information of Mr. Akshay Makhija, as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, is annexed as Annexure B to this Notice.

The Board recommends the Special Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

The additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given as Annexure A to this notice.

ITEM NO. 6

Authorization to file Change Request Form (CRF) with Ministry of Corporate Affairs (MCA) for updating the Corporate Identification Number (CIN) in their records.

The Company was originally incorporated under the Companies Act, 1956 as a Private Limited Company on December 16, 2009, under the name Italian Edibles Private Limited, bearing CIN: U15141MP2009PTC022797. Subsequently, with the approval of the shareholders on September 06, 2023 the Company was converted from Private Limited to Public Limited. The said conversion was duly approved by the Registrar of Companies – Gwalior (Madhya Pradesh) and accordingly the name of the Company was changed to Italian Edibles Limited.

Following this, the Company, with the approval of its shareholders, came out with an Initial Public Offering (IPO) of 39,20,000 equity shares and successfully listed its shares on the NSE SME Emerge platform effective 12th February 2024.

However, the CIN of the Company still reflects a non-listed public company status and does not reflect its listed status. Although the Company filed a Change Request Form (CRF) with the Registrar of Companies (ROC) for the CIN update, the request was not accepted on the grounds that such a change requires shareholders' approval and submission of an affidavit under Sections 447 and 448 of the Companies Act, 2013.

Accordingly, this resolution is being placed before the shareholders for their approval to enable the Company to proceed with the update of its CIN to reflect the listing on the NSE SME Platform.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relative(s) are concerned or interested, in passing of the above-mentioned resolution, except to the extent of their respective directorships and shareholding.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 06 of the notice as Special Resolution.

ITEM NO. 7

Approval to make Loans/ Investments/ Guarantee & Security in excess of the prescribed limits as prescribed in Section 186 of the Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice. The above proposal is

in the interest of the Company and the Board recommends the Resolution as set out at Item No. 7 for approval by the members of the Company as Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relative(s) are concerned or interested, in passing of the above-mentioned resolution, except to the extent of their respective directorships and shareholding.

ITEM NO. 8

Approval of Material Related Party Transactions with Nutrabella Foods LLP

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, notified on March 27, 2025, the provisions of Regulation 23 have been made applicable to SME Listed Entities, i.e., entities having either:

- Paid-up equity share capital exceeding ₹10 crore, or

- Net worth exceeding ₹25 crore

as on March 31, 2025. The Company's paid-up capital stood at Rs. 14,77,71,510 and Net Worth stood at Rs. 43,88,42,124.20 as on March 31, 2025. Accordingly, Regulation 23 became applicable to the Company with effect from April 1, 2025.

Regulation 23(4) mandates prior approval of shareholders for all Material Related Party Transactions. As per the Explanation to Regulation 23(1), a transaction with a related party shall be considered material if it, either individually or cumulatively with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity or Rs. 50 crore whichever is lower, as per its last audited financial statements.

Approval is required even if the transactions are in the ordinary course of business and conducted at arm's length.

The Board has been informed that the Company, in the ordinary course of its business and on an arm's length basis, has regular operational transactions with its Related Parties. Amongst these, the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) with Nutrabella Foods LLP ("Nutrabella"), in which Mr. Akshay Makhija the Executive Director and CEO of the Company, and Mr. Harshvardhan Makhija, brother of Mr. Ajay Makhija, Managing Director of the Company, are Partners and Designated Partners, is expected to exceed the monetary threshold prescribed under Regulation 23 of the Listing Regulations.

Further, in accordance with Regulation 23(8), all existing material related party contracts or arrangements entered into prior to the notification date and continuing thereafter must be placed before the shareholders for approval at the first General Meeting following the notification.

Accordingly, the approval of the Members is being sought at this Annual General Meeting for entering into such Material Related Party Transactions with Nutrabella.

The Members may kindly note that the Company has been undertaking such transactions of similar nature with Nutrabella in the past, in compliance with the provisions of the Companies Act, 2013 and the Listing Regulations, after obtaining requisite approvals of the Audit Committee and the Board of Directors. The maximum annual value of such transactions has been estimated on the basis of the Company's ongoing business requirements and future projections.

In view of the above and in compliance with Regulation 23 of the Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, the approval of the Members is sought for the specific Material Related Party Transactions, details of which are provided in the Annexure C attached hereinafter.

(i) Mr. Akshay Makhija, Executive Director & CEO, and Promoter of the Company; and (ii) Mr. Harshvardhan Makhija, a relative (brother) of Mr. Ajay Makhija, Managing Director of the Company, being Partners of Nutrabella and (iii) Mr. Ajay Makhija, Managing Director and Promoter of the Company, being father of Mr. Akshay Makhija and brother of Mr. Harshvardhan Makhija, and all other Promoters and their relatives are concerned or interested in this business. None of the other Directors and/or Key Managerial Personnel of the Company and/or their relative(s) are concerned or interested, in passing of the above-mentioned resolution, except to the extent of their respective directorships and shareholding in the Company and contribution in Nutrabella.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 08 of the notice as ordinary resolution.

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

Ajay Makhija
Managing Director
DIN - 02847288

Registered Office:
309/1/1/8 Block No.03, Mangal Udhyog Nagar,
Gram Palda, Indore - 452020
CIN: U15141MP2009PLC022797
Website: https://ofcoursegroup.com/
Tel.: +91 73128 62566
E-mail: italian_edibles@yahoo.com

Date: September 03, 2025
Place: Indore

Annexure A

Additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013

Sr. No.	Particulars	Ajay Makhija	Akshay Makhija
I	General Information		
1	Nature of industry	Confectionary and other related products	
2	Date or expected date of commencement of commercial production	The Company was incorporated on December 16, 2009 and commenced its business activities on December 16, 2009	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicators as per audited financial results for the year ended 31st March, 2025	Details: Gross Turnover & Other Income — Rs. in millions: 849.94 Details: Net Profit (after Tax) — Rs. in millions: 30.47 Details: Net Worth — Rs. in millions: 438.84	
5	Foreign investments or collaborations, if any	NIL	
II	Information about the appointee		
1	Background details	Mr. Ajay Makhija, aged 60 years, is Promoter and Managing Director of the Company. He has completed Higher Secondary education. Before entering the Confectionery industry, he was successfully running a plastic shoe manufacturing unit for more than 20 years in Indore. After that, he started his own confectionery business in 2009 under the name of Italian Edibles Private Limited. Since 2009 to till date i.e. 16 years he has been associated with our company and has been looking after all the business affairs, business strategy & policy of the Company.	Mr. Akshay Makhija holds bachelor's degree in business administration from Devi Ahilya Vishwavidyalaya, Indore and Master's degree in the field of Management from Punjab Technical University, Jalandhar. He has more than 14 years of experience in Confectionery industry. He looks after the overall management of the company operations. He specifically looks after the exports of products and implementation of diverse company operations in India and Overseas.

2	Past remuneration during the financial year ended 31st March, 2025	Maximum permissible Remuneration as approved by the members of the Company was Rs. 60,00,000. Actual Remuneration paid: Rs. 48,00,000	Maximum permissible Remuneration as approved by the members of the Company was Rs. 60,00,000. Actual Remuneration paid: Rs. 48,00,000
3	Recognition or awards	NA	NA
4	Job profile and his suitability	Taking into consideration Mr. Makhija's experience and expertise in relevant fields, he is best suited for the responsibilities of Managing Director of the Company. As Managing Director, his core responsibilities includes looking after all the business affairs, business strategy & policy of the Company.	Taking into consideration Mr. Makhija's experience and expertise in relevant fields, he is best suited for the responsibilities of Executive Director and CEO of the Company. As Executive Director and CEO, his core responsibilities includes management of exports of products and implementation of diverse company operations in India and Overseas.
5	Remuneration proposed	Not exceeding Rs. 72 lakhs per annum	Not exceeding Rs. 72 lakhs per annum
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):	Taking into consideration the prospective operations, business requirements, expertise and work profile of Mr. Makhija, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level personnel in other companies in the industry.	Taking into consideration the prospective operations, business requirements, expertise and work profile of Mr. Makhija, his responsibilities, the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level personnel in other companies in the industry.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed to be paid to him, both the directors do not have any other pecuniary relationship with the Company except their shareholding in the Company. Further Mr. Ajay Makhija-Managing Director is the father of Mr. Akshay Makhija the Executive Director and CEO of the Company.	
III	Other information		
1	Reasons of loss or inadequate profits	Although Company has posted Profit of Rs. 30.47 million, the Profits are still inadequate as per the provisions of the Companies Act 2013. The main reason for inadequate profit is due to ever-increasing cost of material, manufacturing, marketing and administrative expenditures, plant and product registration at various countries, R&D activities, and fluctuation in foreign currency rates and stiff competition and post effect covid-19 in domestic market have also put pressure on the profit margin of	

		the Company. Further, the remuneration being proposed to the Managing Director and the Executive Director and CEO is commensurate with the size of the Company and keeping industry standards in mind. Since the remuneration limits as per Section 197 is not sufficient to remunerate appropriately to the directors concerned, an enabling approval is being sought under Schedule V of the Act.	
2	Steps taken or proposed to be taken for improvement	The Company is focusing on product development through R&D unit. The Company is confident of improving its financial position with existing plan, strategies.	
3	Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavour to achieve. The Company expect to better its profitability, as compared to its profitability achieved in past three financial years.	
IV	Disclosures:		
i.	all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors:	Mr. Ajay Makhija shall be entitled to a total remuneration not exceeding INR 72 Lakhs per annum, which shall include all components of salary, perquisites and allowances.	Mr. Akshay Makhija shall be entitled to a total remuneration not exceeding INR 72 Lakhs per annum, which shall include all components of salary, perquisites and allowances
ii.	details of fixed component and performance linked incentives along with the performance criteria:	Please refer above	Please refer above
iii.	service contracts, notice period, severance fees:	Service contract: For the period of Five (5) years commencing w.e.f. August 14, 2026 to August 13, 2031. Notice period: Applicable as per Company's policy. Severance Fees: Not Applicable	Service contract: For the period of Five (5) years commencing w.e.f. August 14, 2026 to August 13, 2031. Notice period: Applicable as per Company's policy. Severance Fees: Not Applicable
iv.	stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable:	Not Applicable	
Additional information in accordance with Secretarial Standards II in respect of Mr. Ajay Makhija and Mr. Akshay Makhija is provided in the Annexure B to this notice			

Annexure B

Additional Information required relating to Details of the Directors seeking appointment at the Annual General Meeting

[Pursuant to Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

	Item No. 3 & 4	Item No. 5
Name	Mr. Ajay Makhija	Mr. Akshay Makhija
Directors Identification Number (DIN)	02847288	02787252
Designation	Managing Director	Executive Director and Chief Executive Officer
Date of Birth	October 22, 1964	May 02, 1989
Age	60 Years	36 Years
Nationality	Indian	Indian
Qualification	Business	Bachelor's in Business Administration
Brief Profile/ Experience (including expertise in specific functional area)	Mr. Ajay Makhija, aged 60 years, is Promoter and Managing Director of the Company. He has completed Higher Secondary education. Before entering the Confectionery industry, he was successfully running a plastic shoe manufacturing unit for more than 20 years in Indore. After that, he started his own confectionery business in 2009 under the name of Italian Edibles Private Limited. Since 2009 till date i.e. 16 years he has been associated with our company and has been looking after all the business affairs, business strategy & policy of the Company.	He holds bachelor's degree in business administration from Devi Ahilya Vishwavidyalaya, Indore and Master's degree in the field of Management from Punjab Technical University, Jalandhar. He has more than 14 years of experience in Confectionery industry. He looks after the overall management of the company operations. He specifically looks after the exports of products and implementation of diverse company operations in India and Overseas.
Terms and conditions of appointment and re-appointment	The Director shall be liable to retire by rotation.	The Director shall be liable to retire by rotation
In case of independent directors, the skills and capabilities required for the	NA	NA

	Item No. 3 & 4	Item No. 5
role and the manner in which the proposed person meets such requirements		
Date of first appointment on the Board of the Company	December 16, 2009	December 16, 2009
Directorship in other companies (excluding Italian Edibles Limited)	Nil	Nil
Membership/ Chairmanship of committee of Directors of other companies	Nil	Nil
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel inter-se	Mr. Akshay Makhija, Executive Director and CEO is the son of Mr. Ajay Makhija. Except for Mr. Akshay Makhija, no other Director or Key Managerial Personnel (KMP) of the Company is related to Mr. Ajay Makhija.	Mr. Ajay Makhija, Managing Director of the Company, is the father of Mr. Akshay Makhija. Except for Mr. Ajay Makhija, no other Director or Key Managerial Personnel (KMP) of the Company is related to Mr. Akshay Makhija.
No. of Shares held in the Company as on 31st March, 2025 either by self or as a beneficial owner	52,92,862	55,63,339
Number of Meetings of the Board attended during the Financial Year 2024-25	7 (Seven)	7 (Seven)
Remuneration last drawn (FY 2024-25) (including sitting fees, if any)	Maximum permissible Remuneration as approved by the members of the Company was Rs. 60,00,000. Actual Remuneration paid: Rs. 48,00,000	Maximum permissible Remuneration as approved by the members of the Company was Rs. 60,00,000. Actual Remuneration paid: Rs. 48,00,000
Details of remuneration sought to be paid	72,00,000	72,00,000

Annexure C

Information to be provided to shareholders for consideration of Related Party Transactions

[Pursuant to regulation 23 of the Listing Regulations and SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024]

Particulars	Remarks
a. Type, material terms and particulars of the proposed transaction :	The proposed transactions relate to the purchase and/or sale of goods, including raw materials, consumables, and finished products marketed under the Company's established brand names *Sweet Art Lollipop*, *Whistle Heart Lollipop*, and *Standy POP Lollipop*. These products form part of the Company's regular line of business and include sugar-boiled confectionery and assorted confectionery items. For the purpose of execution of such transactions, the Company shall provide the requisite raw materials and printed packaging materials to Nutrabella to ensure quality consistency and brand integrity in the manufacturing of the aforesaid products. Nutrabella shall undertake manufacturing, packaging and delivery of finished goods back to the Company. Undertaking these transactions through the related party ensures better operational efficiency, continuity of supply, and strict adherence to quality standards, thereby safeguarding the reputation of the Company's brands in the market. All such transactions are proposed to be carried out in the ordinary course of business and on an arm's length basis, in line with prevailing market practices and in accordance with the terms and conditions of the respective agreements executed between the parties. The arrangement is therefore considered to be fair, reasonable, and beneficial to the Company and its stakeholders.
b. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the related party: Nutrabella Foods LLP Its relationship with the Company and nature of concern or interest: Its an entity in which Mr. Akshay Makhija, Executive Director & CEO of the Company, is a Designated Partner, and Mr. Harshvardhan Makhija, relative (Brother) of Mr. Ajay Makhija, Managing Director of the Company, is also a Designated Partner.

	Particulars	Remarks
c.	Tenure of the proposed transaction (particular tenure shall be specified)	Five (5) years from April 01, 2025 to March 31, 2030
ss	Value of the proposed transaction	Rs. 200 Million per annum
e.	The 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);	23.54%
f.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	
	i. details of the source of funds in connection with the proposed transaction	Not Applicable
	ii. where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, • nature of indebtedness; • cost of funds; and tenure	Not Applicable
	iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
g.	Justification as to why the RPT is in the interest of the listed entity	The related party, Nutrabella Foods LLP ("Nutrabella"), has been associated with the Company since its incorporation on May 03, 2018 and is engaged in the production and sale of confectionery items. Considering the nature of the Company's business operations, transactions with Nutrabella enable the Company to ensure a reliable and consistent supply of quality raw materials and finished goods, achieve operational efficiencies, and maintain continuity of business. Such arrangements are carried out in the ordinary course of business and on an arm's length

	Particulars	Remarks
		basis, and they support the Company in meeting its market demand and customer requirements in a cost-efficient manner. Entering into these transactions with Nutrabella is, therefore, considered to be in the best interest of the Company and its shareholders.
h.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
i.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
j	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable
k	Any other information that may be relevant or important for the members to take a decision on the proposed resolution	None

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

Ajay Makhija
Managing Director
DIN - 02847288

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Gram Palda, Indore - 452020
CIN: U15141MP2009PLC022797
Website: https://ofcoursegroup.com/
Tel.: +91 73128 62566
E-mail: italian_edibles@yahoo.com

Date: September 03, 2025
Place: Indore