NOTICE OF 3rd ANNUAL GENERAL MEETING

Notice is hereby given that 3rd Annual General Meeting of the members of **NFP Sampoorna Foods Limited** will be held on **Friday, 18th September, 2026** AT **2:00 P.M** Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business: -:

ORDINARY BUSINESS:

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

Item No. 1. To consider and adopt:

(a) the Audited Standalone Financial Statement of the Company for the year ended 31st March, 2026 and together with the reports of the Board of Directors' and the Auditors thereon

(b) the Audited Consolidated Financial Statement of the Company for the year ended 31st March, 2026 together with the report of the Auditors thereon.

Item No. 2. To re-appoint Director in place of Mr. Yash Vardhan Goel (DIN: 10425908), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Yash Vardhan Goel (DIN: 10425908), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3: To consider and approve Variation in the terms of the contract or objects of the Issue

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

"RESOLVED THAT pursuant to Sections 13 and 27 of the Companies Act, 2013 (the "Act") and other applicable provisions if any, of the Act read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company, to vary the terms of the object referred to in the Initial Public Offering ("IPO") prospectus of the Company dated 21st May, 2026 (the "Prospectus"), filed by the Company with the Registrar of Companies, Delhi and Haryana and the Securities and Exchange Board of India, including variation in the object of the issue and utilization of the IPO proceeds by way of deploying and/or utilise the unutilized amount/balance/ deviation proceeds of ₹ 1,81,559.66 of the existing object "Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company" towards divert into working capital requirements of the Company."

"RESOLVED FURTHER THAT the Company had undertaken an Initial Public Offer ("IPO") of up to 44,60,000 Equity Shares of ₹10/- each, which was successfully completed, and the Equity Shares of the Company were listed on the NSE Emerge Platform on 25th May, 2026. The total proceeds raised through the IPO amounted to ₹2,453.00 lakhs, and the Net Proceeds from the IPO, after deducting the issue-related expenses, amounted to ₹2,036.83 lakhs (the "Net Proceeds")."

"RESOLVED FURTHER THAT in terms of the Prospectus dated 21st May, 2026 ("Prospectus"), the Company had proposed to utilize ₹ 2,036.83 lakhs towards meeting Funding of working capital requirements, Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company and General Corporate Purposes."

"RESOLVED FURTHER THAT out of the above amount, ₹1,81,559.66 of the IPO proceeds remains unutilized as on date (the "Unutilized Amount"). The said amount was initially allocated for Prepayment or repayment of a portion of certain outstanding borrowings and the Board of Directors, at its meeting held on **24th August, 2026**, has recommended diversion of the Unutilized Amount towards the **working capital requirements of the Company**, subject to the approval of the shareholders of the Company."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any 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 and ratification thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to delegate all or any of the powers conferred on it by or under these resolutions to any Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions."

By order of the Board of Directors
For **NFP Sampoorna Foods Limited**

Sd/-
Babli
(Company Secretary & Compliance Officer)
M. No.: A72951

Place: New Delhi
Dated: 24. 08.2026

NOTES:

1. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

   Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on cssumitbajaj@gmail.com with a copy marked to admin@skylinerta.com at the Annual General Meeting of the Company.

2. The relevant details, pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM as a part of this notice**.**

A. General instructions for accessing and participating in the 3rd AGM through VC/OAVM facility and voting through electronic means including remote e-Voting:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio- visual means ("OAVM"), without the physical presence of the Members at a common venue.

   In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 3rd Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Friday, 18th September, 2026 at 02.00 PM (IST) The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company, i.e. Ground Floor, Plot No. 70 B-3A and B-3A, Rama Road, Industrial Area, Kirti Nagar, New Delhi – 110015.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with.

   Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

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), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA General Circulars dated April 08, 2020; April 13, 2020; May 05, 2020; December 28, 2022; May 05, 2022; September 25, 2023; and General Circular No. 09/2024 dated September 19, 2024 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 Central Depository Services (India) Limited** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Central Depository Services (India) Limited. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 to at least 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.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sampoornanuts.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/ EGM) i.e. www.cdslindia.com.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form. For further details about registration process, please contact your depository/ RTA of the Company.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.

10. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to compliance@sampoornanuts.com.

11. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

12. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.

13. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.

14. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:

    a) Change in their residential status on return to India for permanent settlement.

    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

15. The Board of Directors of the Company has appointed **Mr. Sumit Bajaj, proprietor of M/s Sumit Bajaj & Associates** (Practicing Company Secretaries) as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

16. The Register of Members and Share Transfer Books will remain closed from **12th September, 2026 to 18th September, 2026 (both days inclusive)** for the purpose of Annual General Meeting. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e **Friday 11th September** may follow the same instructions as mentioned above for e-voting.

17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

    The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at www.sampoornanuts.com and the website of Central Depository Services (India) Limited at www.cdslindia.com immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

19. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: compliance@sampoornanuts.com. The shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.

20. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

    Skyline Financial Services Private Limited

    Unit: NFP Sampoorna Foods Limited

    Office: D-153 A | Ist Floor | Okhla Industrial

    Area, Phase – I, New Delhi-110 020.

    Email Id: admin@skylinerta.com

    Tel.: 011-26812682, 40450193 to 97

21. Updation of Permanent Account Number (PAN)/ Bank Account Details of Members:

The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding Shares in physical for are therefore, requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with self-attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

22. Updation of Member's Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice.

Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

B. CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

i. The voting period begins on **Tuesday, 15th September, 2026 at 09:00 A.M. and ends on Thursday, 17th September, 2026 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday 11th September, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	• Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. • 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. • If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

	• Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Passworoption available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

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

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

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

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

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

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(iii) After entering these details appropriately, click on "SUBMIT" tab.

(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(vii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(ix) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xii) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

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

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

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

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

C. CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after 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 to atleast 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.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

   In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sampoornanuts.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

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

By order of the Board of Directors
For **NFP Sampoorna Foods Limited**

Sd/-
Babli
(Company Secretary & Compliance Officer)
M. No.: A72951

Place: New Delhi
Dated: 24.08.2026

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to the approval of the Board of Directors and the shareholders of the Company, the Company undertook an Initial Public Offer ("IPO") of up to 44,60,000 Equity Shares of ₹10/- each. The Company successfully completed the IPO and its Equity Shares were listed on the NSE Emerge Platform on 25th May, 2026. The total proceeds raised through the IPO amounted to ₹2,453.00 lakhs, and the net proceeds from the IPO, after deducting the issue-related expenses, were ₹ 2,036.83 lakhs (the "Net Proceeds"). The objects of the Issue in the Prospectus dated 21st May, 2026 (the "Prospectus") included the following:

Sr. No	Particulars*	Amount
1.	Working capital requirement	725.00
2.	Prepayment or Repayment of the portion of certain outstanding Borrowings availed by our company	950.00
3..	General Corporate Expenses	361.83
Total		**2,036.83**

Further, the Members of the Company are requested to consider and approve the proposed variation in the utilisation of the Issue Proceeds amongst the Objects of the Issue, as disclosed in the Prospectus, by passing the Special Resolution as set out hereunder:

Utilization Status:

As on 15th August, 2026, out of the total IPO proceeds of 2,453.00 Lakhs, an amount of 2451.18 Lakhs has been utilized towards Issue Expenses, working capital requirement, General Corporate Purpose, and Prepayment or Repayment of a portion of certain outstanding borrowings and the balance funds ₹1,81,559.66 remain unutilised.

The utilisation status of the Issue proceeds as on 15th August, 2026 is set out below:

Original objects of the issue	Modified Object	Amount grouped for each objects (in INR)	*Modified allocation/ Deviation of Fund, if any (in INR)	Amount Utilized (As on 15th August, 2026) (in INR)	Balance unutilized
Working capital requirement	Nil	7,25,00,000	Nil	7,25,00,000	0.00
*Prepayment or Repayment of the portion of certain outstanding Borrowings availed by our company	Funding of Working capital requirement	9,50,00,000	**1,81,559.66	9,48,18,440.34	1,81,559.66
General Corporate Purpose	Nil	3,61,83,000	Nil	3,61,83,000	0.00
Issue Expenses	Nil	4,16,17,000	Nil	4,16,17,000	0.00
Total		**24,53,00,000**	**1,81,559.66**	**24,51,18,440.34**	**1,81,559.66**

** The proposed variation relates to the utilisation of the Issue proceeds from the existing object of* ***"Prepayment or Repayment of a portion of certain outstanding borrowings availed by the Company"*** *to the existing object of* ***"Funding of Working Capital Requirements of the Company."*** *There is no modification or change in the Objects of the Issue as disclosed in the Prospectus. The proposed variation in utilisation of the Issue proceeds is subject to the approval of the Members of the Company by way of a* ***Special Resolution****, in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.*
*** The unutilised amount of Prepayment or Repayment of the portion of certain outstanding Borrowings of ₹ 1,81,559.66 is proposed to be utilized towards the object "Working capital requirement".*

Further, the Company intends to vary the terms of the aforesaid object, by way of deploying and/or utilise the unutilized amount/ balance proceeds of ₹1,81,559.66 of the existing object towards the existing object i.e. "Working capital requirement of the Company."

The Board of Directors of the Company, at its meeting held on **24th August, 2026**, considered and approved the aforesaid proposal for variation in the utilisation of the Issue proceeds, subject to the approval of the Members of the Company by way of a **Special Resolution** at the ensuing Annual General Meeting.

The details required under the Rule 7(1) of the Companies (Prospectus and Allotment of Securities) Rules 2014 are as follows:

A. The original purpose or object of the Issue and total money raised:

The Company had, in terms of the Prospectus, raised an amount of ₹ 2,036.83 /- Lakhs after deducting issue related expenses amounting to ₹ 416.17/- Lakhs towards the Objects in the following manners as set forth in the Prospectus:

Sr. No.	Original objects of the issue	Proposed Variation in Utilisat*
1.	Funding of working capital requirements of the Company	No change
2.	*Prepayment or repayment of a portion of certain outstanding borrowings availed by our Company	Variation proposed – unutilized amount to be reallocated towards funding of working capital requirements
3.	General Corporate Purpose	No change

** The proposed variation relates to the utilisation of the Issue proceeds amongst the Objects of the Issue as disclosed in the Prospectus and does not involve any modification or change in the Objects of the Issue themselves. Accordingly, the approval of the Members is being sought for the proposed variation in the utilisation of the Issue proceeds in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.*

B. Money utilized for the objects of the Company as stated in the Prospectus and the extent of achievement of such objects in percentage terms and the unutilised amount out of the money so raised through Prospectus:

Original objects of the issue	Modified Object	Amount grouped for each objects (in INR)	*Modified allocation/ Deviation of Fund, if any (in INR)	Amount Utilized (As on 15th August, 2026) (in INR)	Balance unutilized	% of achievements as per prospectus
Working capital requirement	Nil	7,25,00,000	Nil	7,25,00,000	0.00	100%
*Prepayment or Repayment of the portion of certain outstanding Borrowings availed by our company	Funding of Working capital requirement	9,50,00,000	**1,81,559.66	9,48,18,440.34	1,81,559.66	99.81%
General Corporate Purpose	Nil	3,61,83,000	Nil	3,61,83,000	0.00	100%
Issue Expenses	Nil	4,16,17,000	Nil	4,16,17,000	0.00	100%
Total		**24,53,00,000**	**1,81,559.66**	**24,51,18,440.34**	**1,81,559.66**	

** The proposed variation relates to the utilisation of the Issue proceeds from the existing object of* ***"Prepayment or Repayment of a portion of certain outstanding borrowings availed by the Company"*** *to the existing object of* ***"Funding of Working Capital Requirements of the Company."*** *There is no modification or change in the Objects of the Issue as disclosed in the Prospectus. The proposed variation in utilisation of the Issue proceeds is subject to the approval of the Members of the Company by way of a* ***Special Resolution****, in accordance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.*

*** The unutilised amount of Prepayment or Repayment of the portion of certain outstanding Borrowings of ₹ 1,81,559.66 is proposed to be utilized towards the object "Working capital requirement".*

C. The particulars of the proposed variation in the objects for which Prospectus was issued and alteration/variation in the objects of the Issue as stated above:

The Company intends to vary the terms of the object, by way of deploying and/or utilise the unutilized amount/balance proceeds of ₹ 1,81,559.66 towards the object of Funding of Working Capital Requirements of the Company"

D. The reason and justification for seeking variation:

The Company is proposed to deviate the utilisation of IPO proceeds from the existing object relating to ***Prepayment or Repayment of a portion of certain outstanding borrowings to existing objects*** 'Funding of Working Capital Requirements of the Company'.

The variation has become necessary due to the difference between the amount of outstanding borrowing disclosed in the **Red Herring Prospectus ("RHP")/Prospectus** and the actual amount outstanding and repaid by the Company. As disclosed in the RHP/Prospectus, the outstanding amount of the term loan availed from **AU Small Finance Bank** was **₹176.01 Lakhs as on 28th April, 2026**. However, as on **26th May, 2026**, the actual amount outstanding towards repayment of the said term loan was **₹174.19 Lakhs**. Accordingly, the Company repaid the term loan amounting to **₹174.19 Lakhs on 26th May, 2026, after immediate listing of the Company**.

Consequently, an amount of **₹1,81,559.66** remained unutilised out of the amount originally earmarked towards the aforesaid

Object of the Issue. Since the Company has already discharged the relevant borrowing and no further amount is required to be utilised towards such repayment, the Company proposes to reallocate the said unutilised amount towards **Funding of Working Capital Requirements**, which is also one of the existing Objects of the Issue as disclosed in the RHP/Prospectus.

The proposed variation will enable the Company to deploy the unutilised Issue Proceeds towards its current working capital requirements and thereby facilitate efficient utilisation of the funds raised through the Issue, without changing the Objects of the Issue disclosed in the RHP/Prospectus.

E. The proposed time limit within which the proposed varied objects would be achieved;

The Company will utilise the unutilized amount/balance proceeds of **₹1,81,559.66** towards the existing object of Funding of Working Capital Requirements.

F. **The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue:** Omitted

G. The risk factors pertaining to the new objects and estimated financial impact of the proposed alteration on the earnings and cash flow of the company:

Since the proposed variation relates to the utilisation of the unutilised Issue Proceeds towards **"Funding of Working Capital Requirements of the Company"**, which is already one of the Objects of the Issue disclosed in the Red Herring Prospectus/ Prospectus, there is **no introduction of any new Object** pursuant to the proposed variation.

Accordingly, there are no additional risk factors specifically attributable to any new Object.

The proposed variation is not expected to have any material adverse impact on the earnings of the Company. The proposed utilisation of the unutilised Issue Proceeds towards working capital requirements is expected to support the Company's day-to-day business operations and improve the availability of funds for meeting its operational requirements.

H. The other relevant information which is necessary for the members to take an informed decision on the proposed resolution: None as all details are mentioned in the explanatory statement

In terms of provision of section 13 and 27 of the Companies Act, 2013 and rules made thereunder and applicable provision of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, the aforesaid proposal of variation of Objects is being placed before the shareholders at the AGM for their consideration and approval.

Since the amount proposed to be varied in relation to the Objects of the Issue stated in the Prospectus dated 21st May, 2026, read together with the subsequent approvals, is less than 75% of the total amount raised (including Prepayment or Repayment of a portion of certain outstanding borrowings), the requirement to provide an exit offer to dissenting shareholders shall not be applicable.

All relevant documents including copy of notice, resolution and explanatory statement in relation to proposed variation of Objects would be made available for inspection.

The Directors of the Company, who are Promoters and their relatives considered to be interested in this resolution to the extent of their shareholding in the Company, as they will not provide any exit offer to the dissenting shareholders.

Except above, none of the other Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set forth in item no. 3.

The Board recommends the resolution set forth in item no.3 for approval of the members as a special resolution.

By order of the Board of Directors
For **NFP Sampoorna Foods Limited**

Sd/-
Babli
(Company Secretary & Compliance Officer)
M. No.: A72951

Place: New Delhi
Dated: 24.08.2026

ANNEXURE TO THE NOTICE

ITEM NO. 2:

ANNEXURE-1 DETAILS OF DIRECTORS RETIRING BY ROTATION AT THE MEETING

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	Mr. Yash Vardhan Goel
Directors Identification Number (DIN)	10425908
Date of Birth (age)	(14/05/1999) 27 years
Qualification	Bachelor's Degree in Commerce
Expertise in Specific Area	Spanning food processing, logistics, coal trading, and building materials, provides operational and strategic leadership
Date of first appointment on the Board of the Company	13/12/2023
Shareholding in NFP Sampoorna Foods Limited as on 31st March 2026	35,63,310
List of Directorship held in other companies	Yashvardhan Food Industries Private Limited
Membership/ Chairmanship in Committees	• Member - Audit Committee • Member - Stakeholders Relationship Committee
Relationship with other directors' interest	He is the son of Mr. Praveen Goel, Director of the Company, and Mrs. Anju Goel, the Whole-time Director of the Company.
Brief Resume	Mr. Yash Vardhan Goel is a Managing Director of the company, he holds more than 5-year experience in spanning food processing, logistics, coal trading, and building materials, provides operational and strategic leadership.
Terms & Conditions of re-appointment including remuneration payable	Not Applicable as resolution is pertaining to appointment pursuant to Retirement by rotation
Number of Meetings of Board attended during the year	31
Details of remuneration sought to be paid and last drawn	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Well versed skills in operation leads to better management and smooth functioning of departments
Listed entities from which resigned in the past Three years	Nil

By order of the Board of Directors
For **NFP Sampoorna Foods Limited**

Sd/-
Babli
(Company Secretary & Compliance Officer)
M. No.: A72951

Place: Delhi
Dated: 24.08.2026