

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the twenty sixth (26th) Annual General Meeting (AGM) of the members of Chatha Foods Private Limited (the "Company") will be held as scheduled below:

Day & Date : Saturday, 09th day of September, 2023
Time : 11:00 AM
Venue : Company's Factory premises situated at
Village Chaundheri, P.O Dappar, Chandigarh Ambala Road, Distt. Mohali, (Punjab)

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31st, 2023 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint statutory auditors of the company and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to the appointment of M/s A. Bafna & Co., Chartered Accountants (ICAI Firm Registration No. 003660C) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Walker Chandio & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/ N500013).

RESOLVED FURTHER THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation made by the Board of Directors of the Company, M/s A. Bafna & Co., Chartered Accountants (ICAI Firm Registration No. 003660C), be and is hereby appointed as statutory auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2028, at such remuneration plus applicable taxes, out of pocket expenses, travelling expenses, etc; as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board of Directors

Place: Punjab
Date: 08.09.2023

Paramjit Singh Chatha
Managing Director
DIN: 01154225

Gurcharan Singh Gosal
Director
DIN: 01389179

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") read with relevant rules made thereunder, Secretarial Standards on General Meetings (SS-2) relating to the ordinary business(es) under Item No. 2 to be transacted at the meeting is annexed hereto.
2. PURSUANT TO THE APPLICABLE 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 A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. A PROXY FORM FOR THE AGM IS ENCLOSED.

A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

DURING THE PERIOD BEGINNING 24 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, A MEMBER WOULD BE ENTITLED TO INSPECT THE PROXIES LODGED AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED THAT NOT LESS THAN THREE DAYS OF NOTICE IN WRITING IS GIVEN TO THE COMPANY.

3. All documents referred to in the above Notice and the accompanying Explanatory Statements will be available for inspection at the Registered Office of the Company during the normal business hours on working days (except Sunday and holidays) between 10.00 a.m. and 12.30 p.m. up to the date of the Annual General Meeting.
4. Since the meeting is being held at a shorter notice, any member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company on or before 10:00 am on the date of AGM i.e. 09.09.2023 so that the required information can be made available at the Meeting.
5. Members are requested to intimate if shares are held in the same name or in the same order and names, but in more than one account to enable the company to club the said accounts into one account.
6. Members are requested to quote folio number in all their correspondences.
7. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital with Pin code of the post office.
8. Members are requested to bring their copy of Annual report of the meeting as the same shall not be circulated thereat.
9. Members are requested to bring with them the attendance slip and hand it over at entry gate.
10. Members are requested to intimate their email id in order to meet the requirement of green initiatives.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

ITEM NO. 2

M/s Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 001076N/ N500013) were re-appointed as Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of 23rd AGM held in year 2020 till the conclusion of 28th AGM to be held in year 2025 subject to ratification by members every year in AGM of the company in terms of provisions of Companies Act, 2013. As the Company is going for an SME IPO and management discussion on proposed fee by auditors did not fructify and could not agree on terms of audit engagement. Accordingly, M/s Walker Chandiok & Co. LLP has resigned from the office of Statutory Auditors of the Company w.e.f. 08.09.2023, before the completion of current tenure of 5(five) years, resulting into a casual vacancy in the office of statutory auditors of the Company. Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting.

To fill such casual vacancy, the Board of Directors of the Company, has proposed M/s A Bafna & Co., Chartered Accountants (ICAI Firm Registration No. 003660C) to be appointed as statutory auditors of the company in place of outgoing auditors. The Board, after taking into consideration the qualifications and experience of the M/s A. Bafna & Co., Chartered Accountants was of the opinion that such qualifications and experience were commensurate with the size and requirements of the company.

Consequently, the Board of Directors at its meeting held on 08.09.2023, have recommended the appointment of M/s A. Bafna & Co., (ICAI Firm Registration No. 003660C) as the statutory auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2028. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors. The appointment is subject to approval of the shareholders of the Company in the AGM scheduled to be held on 09.09.2023. M/s A. Bafna & Co. holds a valid certificate issued by the Peer Review Board of ICAI. M/s A. Bafna & Co. have given their consent for their appointment as Statutory Auditors of the Company and have issued a certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 read with Section 141 of the Companies Act, 2013 ('the Act') and the rules made thereunder. The Board recommends the Ordinary Resolution set forth in Item No. 2 for the approval of the Members.

None of the Director (s) and officials of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

CHATHA FOODS PVT. LTD.

Village Chaundheri, P.O. Dappar, Chandigarh - Ambala Highway, Distt. Mohali, Punjab 140 501

+91 1762 506711 | www.chathafoods.com

CIN NO. U15310PB1997PTC020578 | GSTIN/UIN 03AAACC9345F1ZY | PAN NO. AAACC9345F

CHATHA FOODS PRIVATE LIMITED

CHATHA**FOODS**

Annual Report

2022-23

SHAREHOLDING PATTERN AS ON MARCH 31ST, 2023

S.No.	Shareholding of each Shareholder	Designation	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Paramjit Singh Chatha	Managing Director	1877500	15.13	1877500	15.13
2.	Iqbal Singh Chatha	Director	1877500	15.13	1877500	15.13
3.	Gurpreet Chatha	Director	1877500	15.13	1877500	15.13
4.	Gurcharan Singh Gosal	Director	2465600	19.88	2465600	19.88
5.	Anmoldeep Singh Chatha	Shareholder	365400	2.95	365400	2.95
6.	Barinder Singh	Shareholder	1000	0.01	1000	0.01
7.	Sonum Kaur	Shareholder	1900	0.02	1900	0.02
8.	Rupinder Kaur	Shareholder	1900	0.02	1900	0.02
9.	Sandeep Kaur	Shareholder	1900	0.02	1900	0.02
10.	Gurpartap Singh	Shareholder	1900	0.02	1900	0.02
11.	Gursimran Singh	Shareholder	1900	0.02	1900	0.02
12.	Guravatar Singh	Shareholder	1900	0.02	1900	0.02
13.	Raghuvir Singh	Shareholder	1000	0.01	1000	0.01
14.	Manjit Chatha	Shareholder	79900	0.64	79900	0.64
15.	Rajasthan Asset Management Company Private Limited- SME Tech Fund- RVCF II	Shareholder	3844359	31.00	3844359	31.00
	Total		12401159	100.00	12401159	100.00

CIN- U15310PB1997PTC020578

WEBSITE- www.cfpl.net.in

GST- 03AAACC9345FIZY

PAN- AAACC9345F

CORPORATE INFORMATION

REGISTERED OFFICE

House No.272,
Mota Singh Nagar
Jalandhar-144001
Punjab

BOARD OF DIRECTORS

Mr. Paramjit Singh Chatha, Managing Director
Mr. Iqbal Singh Chatha, Director
Mr. Gurcharan Singh Gosal, Director
Mr. Gurpreet Chatha, Director

WORKS & CORPORATE OFFICE

Village Chaundheri, Post Office Dapper,
(Chd. - Amb. Road, Near Lalru),
Tehsil: Dera Bassi, Distt: Mohali
Punjab-140501

HEAD OF DEPARTMENTS

Mr. Kulbeer Walia - Chief Accounts Officer
Mr. Vishal Singh Sirmauria – CFO
Mr. Sandeep Bhardwaj - Head Purchase
Ms. June Odelia Swer- Strategic Business Head
Mr. Sohan Singh- Head Human Resource
Mr. Prashant Verma- National Sales Head- GT

STATUTORY AUDITORS

Walker Chandiok & Co. LLP
Chartered Accountants,
6th Floor, Plot No. 19A,
Sector-16 A, Noida-201301

COMPANY SECRETARY

Ms. Nidhi

BANKERS

Kotak Mahindra Bank
SCO-153-154-155,
Sector 9 C, Madhya Marg,
Chandigarh-160017

BOARD'S REPORT

To
The Members,

Your directors take immense pleasure in presenting the 26th (twenty sixth) Annual Report on the business and operations of the Company along with the audited financial statements for the financial year ended 31st March, 2023.

FINANCIAL HIGHLIGHTS

Your Company's financial performance for the year under review has summarized below:

			Rs. in lakhs
S.No.	Particulars	2022-23	2021-22
A	Revenue from operations	11722.77	8733.41
B	Other Income	1.46	6.90
C	Total Income (A+B)	11724.23	8740.31
D	Profit before Financial Expenses, Preliminary Expenses, Depreciation and Taxation	708.95	445.82
E	Less: Financial expenses	97.41	80.92
F	Operating Profit Before Preliminary Expenses, Depreciation and Taxation (D-E)	611.54	364.90
G	Less: Depreciation & Preliminary expenses W/ off	274.54	260.69
H	Profit before Taxation (F-G)	337.00	104.21
I	Less: Provision for Taxation- Current Tax	55.91	17.73
	Deferred Tax	91.81	36.97
	Minimum Alternate Tax (MAT) credit entitlement	(55.91)	(17.73)
J	Profit After Taxation (H-I)	245.20	67.24
	Add: Charge pursuant to the adoption of revised Schedule II	Nil	Nil
	Add: Charge on account of transitional provision under AS 15	Nil	Nil
	Add: Balance brought forward	Nil	Nil
	Profit available for appropriation	245.20	67.24

FINANCIAL PERFORMANCE:

During the year under review, the net income from operations for the financial year ended 31st March 2023 has resulted in a profit of Rs. 245.20 lakhs as per Financial Statements for the period ended 31st March 2023 against Rs. 67.24 lakhs of last financial year ended 31st March 2022. There has been growth in the revenue by 34.23 % (from FY 2022 Rs. 8733.41 lakhs to FY 2023 Rs. 11722.77 lakhs).

TRANSFER TO RESERVES

The Company has not transferred any amount to the general reserves.

DIVIDEND

During the year under review, your directors has not recommended any dividend to the shareholders of the Company.

SHARE CAPITAL

During the year under review, the Company has not allotted any equity shares. Thus, the total issued, subscribe and paid-up share capital at the end of the year remains same i.e. Rs. 12,40,11,590/- (divided into 12401159 equity shares of Rs. 10/- each).

CONVERSION OF THE COMPANY

The Board of directors and the shareholders of the company in their respective meetings held on 15.07.2023 and 22.08.2023 (EGM), have approved to convert the status of the company from private limited company to public limited company. Consequent to the conversion, the name of the Company has changed from 'Chatha Foods Private Limited' to 'Chatha Foods Limited' by deletion of the word 'Private' before the word Limited in the name of the Company and necessary alterations/corrections have been made in relevant clause(s) of Memorandum of Association and Articles of Association of the Company to give effect of the change of status of the Company. However, the approval of the Registrar of Companies, Punjab is awaited, post which fresh certification of incorporation shall be issued to the company.

ALTERATION OF MEMORANDUM OF ASSOCIATION (MOA) AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA)

Consequent to the conversion of the company, the Capital clause of the Memorandum of Association was altered in order to take effect of change of status of the Company. The same was duly approved by the Board of Directors and shareholders at their respective meetings held on 15.07.2023 and 22.08.2023 (EGM). Further, the company has also adopted a new set of Articles of Association ("AOA") (in substitution of the existing Articles of Association) as applicable to a public limited company. The same was duly approved by the Board of Directors and shareholders at their respective meetings held on 15.07.2023 and 22.08.2023 (EGM).

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS AND CHANGE IN NATURE OF BUSINESS, IF ANY

The company is making efforts to provide better results than yester years. In view of the increased activities, expansions to grab the emerging opportunities, the company has been looking forward to focus and explore opportunities in three business lines – Retail, QSR-Quick Service Restaurants and HORECA-Hotels-Restaurants-Caterers in view of the increased activities, expansions to grab the emerging opportunities.

There was no change in the nature of the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitment, affecting the financial position of the company has occurred between the end of the financial year 2022-23 and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

ANNUAL RETURN

The extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the companies (Management and Administration) Rules, 2014 is furnished in "Annexure A" and is attached to this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING & OUTGO:

A statement giving details of conservation of energy, technology absorption, foreign exchange earning & outgo stipulated under Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure B".

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The company does not have any Risk Management policy as the elements of risk threatening the company's existence are very minimal.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The company have Corporate Social Responsibility (CSR) committee and Mr. Paramjit Singh Chatha & Mr. Gurcharan Singh Gosal are the members of CSR Committee.

PARTICULARS OF LOAN GUARANTEE OR INVESTMENT MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the company under section 186 of the Company's Act, 2013 during the year under review and hence the said provision is not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The details of contract or arrangement made with related parties as defined under section 188 of the Companies Act, 2013 during the year in "Annexure C".

EXPLANATION OR COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTISING COMPANY SECRETARY

There are no qualifications, reservation or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report is not applicable to the company.

COMPANY'S POLICY RELATING TO DIRECTOR'S APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB SECTION (3) OF SECTION 178;

During the year under review, the Company being a Private Limited Company was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under Section 178(5) of the companies act, 2013.

NUMBER OF MEETINGS OF THE BOARD MEETINGS

During the year under review, eight (8) board meetings were convened and held on 15.04.2022, 01.06.2022, 07.07.2022, 22.08.2022, 29.09.2022, 20.12.2022, 18.01.2023 and 25.03.2023. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 i.e. interval between two meetings did not exceed 120 days. The Company has complied with Secretarial Standards on the meeting of Board of Directors.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 (5) of the Act and based on the representations, information and explanations received from the management, and after due enquiry, the Directors of the Company hereby confirm that: in the preparation of the annual accounts for the financial year 2022-23, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- 1) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31.03.2023 and of the Profit & Loss of the Company for that period;
- 2) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- 3) they have prepared the annual accounts on a going concern basis.
- 4) The company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the company; and
- 5) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

The Company is not having any Subsidiary Company, Joint Venture Company or Associate Company.

DEPOSITS FROM PUBLIC

The Company has not accepted any deposits from public within the meaning of Section 73 and 74 of the

Companies Act, 2013 and Rules framed thereunder (including any amendments thereof) during the financial year 2022-23 and, as such, no amount on account of principal or interest on deposit from public was outstanding as on the date of this report.

DETAILS OF DIRECTORS OR KMP

There was no director who was appointed/ceased/re-elected/reappointed during the year under review. However, Mr. Ravi Mathur {Nominee of Rajasthan Venture Capital Fund (RVCF)– Private Equity investor} has resigned from the office of nominee director w.e.f. 15.07.2023 as a consequence of exit of RVCF as shareholder of the company and pursuant to the terms & conditions of the shareholder's agreement executed between the company and RVCF. His resignation was duly accepted and taken note by the Board of directors of the company and necessary forms were filed with Registrar of Companies.

DECLARATION OF INDEPENDENT DIRECTOR

During the year under review, the provisions of section 149(4) and Rules 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 for appointment of independent directors, did not apply to the Company, hence, no declaration was obtained.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation was observed.

STATUTORY AUDITORS & AUDIT REPORT:

M/s Walker Chandiok & Co. LLP was appointed as Statutory Auditors of the Company by the Members in their AGM held on 28.11.2020 till the conclusion of the 28th AGM of the Company to be held in the year 2025, subject to ratification of members at ensuing Annual General Meeting of the company, in accordance with the provision of the Companies act 2013.

The board of directors places on record its sincere appreciation for the valuable services rendered by M/s Walker Chandiok & Co. LLP.

SECRETARIAL AUDITOR

The provisions of Section 204 of the Companies Act, 2013 relating to submission of Secretarial Audit Report is not applicable to the company.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS OTHER THAN THOSE WHICH ARE REPORTABLE TO CENTRAL GOVERNMENT

During the year under review, the Statutory Auditors of the Company has not reported any offence involving fraud which is being or has been committed against the Company by officers or employees to the Board of Directors or to the Central Government under section 143(12) of the Act and Rules framed thereunder.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provision of section 177 of the Companies Act, 2013 read with rules 6 and 7 of the Companies (Meetings of the board and its power) Rules, 2013 is not applicable to the company.

PARTICULARS OF EMPLOYEES

None of the employees has received remuneration exceeding the limit a stated in rule 5(2) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURE AS REQUIRED UNDER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. Internal Complaints Committee (ICC) has been constituted to redress complaints received regarding sexual harassment. The policy is gender neutral and all employees (permanent, contractual, temporary trainees) are covered under this policy. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company has not received any complaint on sexual harassment.

MORAL AND ETHICAL POLICY

The company has adopted a set of Moral and Ethical policy and Code of Conduct, for equitable and fair conduct of business. Ethics is a part of our common values that we strive to develop together with employees, partners, suppliers and other stakeholders.

ACKNOWLEDGMENTS

The Board of Directors wishes to place on record its appreciation for the commitment, dedication and hard work done by the employees of the Company and the cooperation extended by Banks, Government Authorities, Customers, Shareholders and Employees of the Company and looks forward to a continued mutual support and co-operation.

Place: Lalru

For and on the behalf of the Board of Directors

Date: 08.09.2023

SD/-

SD/-

(Paramjit Singh Chatha)
Managing Director
DIN:

(Gurcharan Singh Gosal)
Director
DIN:

Sub-total (B)(1): -	0	3844359	3844359	31.00	0	3844359	3844359	31.00	0
2. Non-Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	0	0	0	0	0	0	0	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non-Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	0	0	0	0	0	0	0	0	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	3844359	3844359	31.00	0	3844359	3844359	31.00	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	12401159	12401159	100	0	12401159	12401159	100	0

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company (round off)	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company (round off)	% of Shares Pledged / encumbered to total shares	
1	Paramjit Singh Chatha	1877500	15.14	NIL	1877500	15.14	NIL	---
2	Iqbal Chatha	1877500	15.14	NIL	1877500	15.14	NIL	---
3.	Gurpreet Chatha	1877500	15.14	NIL	1877500	15.14	NIL	---
4.	Anmoldeep Singh	365400	2.95	NIL	365400	2.95	NIL	---
5.	Barinder Singh	1000	0.01	NIL	1000	0.01	NIL	---

C) Change in Promoters' Shareholding (please specify, if there is no change): NIL

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g allotment/ transfer/ bonus/ sweat equity etc.) :				
	At the end of the year				

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company (round off)	No. of shares	% of total shares of the company (round off)
1.	Rajasthan Trustee Company Private limited a/c SME Tech fund RVCF TRUST II	3844359	31.00%	3844359	31.00%
2.	Manjit Chatha	79900	0.64%	79900	0.64%
3.	Sonam Kaur	1900	0.02%	1900	0.02%
4.	Rupinder Kaur	1900	0.02%	1900	0.02%
5.	Sandeep Kaur	1900	0.02%	1900	0.02%

6.	Gurpartap Singh	1900	0.02%	1900	0.02%
7.	Gursimran Singh	1900	0.02%	1900	0.02%
8.	Guravatar Singh	1900	0.02%	1900	0.02%
9.	Raghuvir Singh	1000	0.01%	1000	0.01%

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Designation	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
			No. of shares	% of total shares of the company (round off)	No. of shares	% of total shares of the company(round off)
1.	Paramjit Singh Chatha	Managing Director	1877500	15.13	1877500	15.13
2.	Iqbal Singh Chatha	Director	1877500	15.13	1877500	15.13
3.	Gurpreet Chatha	Director	1877500	15.13	1877500	15.13
4.	Gurcharan Singh Gosal	Director	2465600	19.88	2465600	19.88
5.	Ravi Mathur	Nominee Director	NIL	NIL	NIL	NIL

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment:-
(Amount in Rs. in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1101.33	NIL	NIL	1101.33
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	2.72	NIL	NIL	2.72
Total (i+ii+iii)	1104.05	NIL	NIL	1104.05
Change in Indebtedness during the financial year				
* Addition	3.86	NIL	NIL	3.86
* Reduction	(41.14)	NIL	NIL	(41.14)
Net Change	(37.28)	NIL	NIL	(37.28)
Indebtedness at the end of the financial year				
i) Principal Amount	1060.19	NIL	NIL	1060.19
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	6.58	NIL	NIL	6.58
Total (i+ii+iii)	1066.77	NIL	NIL	1066.77

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- Amount in Rs. in lacs

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. N.	Particulars of Remuneration	Name of MD/WTD/ Manager/KMP				Total Amount
		Paramjit Singh Chatha	Gurcharan Singh Gosal	Gurpreet Singh Chatha	Iqbal Singh Chatha	
1	Gross salary (in lacs)					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	39.94	11.50	14.74	0.00	66.18
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.	N.A.	N.A.
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	N.A.	N.A.	N.A.	N.A.	N.A.
2	Stock Option	N.A.	N.A.	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.	N.A.	N.A.
4	Commission - as % of profit - others, specify...	N.A.	N.A.	N.A.	N.A.	N.A.
5	Others, please specify	0.00	0.00	0.00	0.00	0.00
	Total (A)	39.94	11.50	14.74	0.00	66.18
	Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

B. Remuneration to other directors: - NIL

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: -

S.No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary (in Lacs)				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	3.25	NA	3.25
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NA	NA	NA
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	NA	NA	NA
2	Stock Option	NA	NA	NA	NA
3	Sweat Equity		NA		NA
4	Commission	NA		NA	
	- as % of profit	NA	NA	NA	NA
	Others, specify...	NA	NA	NA	NA
5	Others, please specify	NA	N.A	NA	N.A
	Total		3.25		3.25

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

“ ANNEXURE -B”

INFORMATION UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE REPORT OF THE DIRECTORS

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

A. CONSERVATION OF ENERGY

I) Energy conservation measures taken:

a) the steps taken or impact on conservation of energy: Installation of technology which helps in reducing energy consumption and utilization of lights and other equipment's only when need arise.

b) the step taken by the company for utilizing alternate sources of energy : Auto Shutting Down of systems to reduce UPS power consumption.

c) the capital investment on energy conservation equipment's: Optimizing Chiller/Split/Package AC set to maintain space temperature @ 26 degree centigrade.

B. TECHNOLOGY ABSORPTION

a) Efforts made towards technology absorption: The Company is using the modern Technology in the manufacturing process.

b) The benefits derived like product improvement, cost reduction, product development or import substitution: Nil

c) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):- Nil

d) The expenditure incurred on Research and Development: Nil

C. FOREIGN EXCHANGE EARNING AND OUTGO

The Company's main line of business is to carry on the business to manufacture, produce, process, prepare, disinfect, compound, mix, clean, boil, freeze, extract and to act as agent, broker, representatives, stockiest or otherwise to deal in all types, tastes, uses and packs of customer food items, their products, denvatives, liquid, drinks etc.

(in lakhs)

Particulars	2022-23	2021-22
Total Foreign Exchange received (F.O.B. Value of Export)		
Total foreign exchange used:		
i) Raw Materials	-	-
ii) Consumables Stores	-	-
iii) Capital Goods	-	-
iv) Foreign travels	-	-
v) Others	-	-

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis. :- NIL

SL. No.	Particulars	Amount in ₹ in lacs		
		Paramjit Singh Chatha	Gurpreet Chatha	Gurcharan Singh Gosal
A	Name (s) of the related party & nature of relationship			
B	Nature of contracts/arrangements/transaction	Remuneration	Remuneration	Remuneration
C	Duration of the contracts/arrangements/transaction	1 Year	1 Year	1 Year
D	Salient terms of the contracts or arrangements or transaction including the value, if any	39.94	14.74	11.50
E	Justification for entering into such contracts or arrangements or transactions'	-	-	-
F	Date of approval by the Board	20.12.2022	12.04.2022	12.04.2022
G	Amount paid as advances, if any	-	-	-
H	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-	-	-

2. Details of contracts or arrangements or transactions not at Arm's length basis. :-

Name (s) of the related party & nature of relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
NIL	NIL	NIL	NIL	NIL	NIL