SHANTHALA

SHANTHALA FMCG PRODUCTS LIMITED

(Formerly known as Shanthala FMCG Products Private Limited)

CIN: L51109KA2014PLC073756

Regd Office: 7th Block, Gandhinagar Bye Pass Road, Virajpet, Kodagu- 571218, Karnataka, India.

GST: 29AAUCS2983H1ZI | **Phone:** 08274298999 / 09945694963

Email: accounts@shanthalafmcg.com | **Web:** www.shanthalafmcg.com

Date: September 17, 2025

To,
Listing Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East) - 400051, Maharashtra, India.

Sub: Addendum to the Notice of the 11th Annual General Meeting of the Company scheduled to be held on September 26, 2025.

Ref: SHANTHALA FMCG PRODUCTS LIMITED (Symbol: SHANTHALA)

Dear Sir/ Madam,

This is further to our Notice of the 11th AGM ('AGM Notice') dispatched to the shareholders on September 03, 2025.

At the Board Meeting held on September 16, 2025, Board approved the appointment of Mr. Santosh Kudva as a Non-Executive, Non-Independent Director of the Company, with effect from the date of ensuing Annual General Meeting.

Consequently, in the board meeting held on September 16, 2025 in which the Board has decided to seek approval of his appointment as a Non-Executive, Non-Independent Director at the upcoming Annual General Meeting (AGM) by adding the agenda of the same in the AGM Notice by way of Addendum.

Accordingly, the proposal for the appointment of Mr. Santosh Kudva (DIN: 00040892) as a Non-Executive, Non-Independent Director of the Company will be placed before the Members for consideration at the 11th AGM, as part of Special Business, under Item No. 05, by way of an Ordinary Resolution.

We are enclosing herewith Addendum to the Notice of the 11th AGM of the Members of the Company to be held on Friday, September 26, 2025 at 12:00 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). This Addendum shall be deemed to be an integral part of the original Notice dated August 23, 2025 and the notes provided therein.

In compliance with the applicable Circulars issued by MCA and SEBI, the Addendum to the Notice is being sent only through electronic mode to those Members whose email IDs are registered with the Company/Depositories. The Addendum to the Notice of AGM is also available on the website of the Company at https://shanthalafmcg.com.

Request you to kindly take the above intimation on record.

Thanking You,
Yours faithfully,
For Shanthala FMCG Products Limited

B SHOBITHA MALYA
Digitally signed by B SHOBITHA MALYA
Date: 2025.09.17 17:47:06 +05'30'

ShobithaMalya
Director
DIN - 06793259

ADDENDUM TO THE NOTICE OF THE 11TH ANNUAL GENERAL MEETING

Addendum to the Notice of the 11th Annual General Meeting (AGM) of the Members of SHANTHALA FMCG PRODUCTS LIMITED *(formerly known as Shanthala FMCG Products Private Limited)* to be held on Friday, September 26, 2025 at 12.00 PM (IST) through VideoConferencing ("VC") / Other Audio Visual Means ("OAVM").

Pursuant to the provisions of Section 149, 152 and 160 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Notice is hereby given that pursuant to the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, the item of special business w.r.t. appointment of Mr. Santosh Kudva (DIN:00040892) as Non-Executive, Non-Independent Director of the Company will betaken up for consideration by the Members at the ensuing 11th Annual General Meeting (AGM) of the Company scheduled tobe held on Friday, September 26, 2025 at 12.00 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

This Addendum to the 11th AGM Notice is being circulated electronically to the Members to whom Notice of the 11th AGM has been sent, in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations. This Addendum shall be deemed to be an integral part of the original notice dated August 23, 2025 and the notes provided therein.

The aforesaid proposal for appointment of Mr. Santosh Kudva (DIN:00040892) as a Non-Executive, Non-Independent Director would also be included in theremote e-voting facility commencing on Tuesday, September 23, 2025 at 9:00 A.M. (IST) and ending on Thursday, September 25, 2025 at 5:00 P.M. (IST) (both days inclusive) and in the e-votingduring the AGM.

The said proposal will be taken up for consideration bythe Members of the Company in the 11th AGM as a part of Special Business, in the form of an Ordinary Resolution as item no.5, as set forth below:

5. Appointment of Mr. Santosh Kudva (DIN: 00040892) as a Non-Executive and Non-Independent Director

To consider and, if thought fit, pass the following resolutions as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 ,152 and 160 along with relevant rules of the Companies Act, 2013 ('the Act') read with relevant Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, consent of the Members be and is hereby accorded for appointment of Mr. Santosh Kudva (DIN: 00040892) as a Director (designated as Non-Executive and Non-Independent Director) of the Company for a period of 5 (Five) consecutive years with effect from September 26, 2025 till September 25, 2030 and that he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

By Order of the Board of Directors

Sd/-
Snehal Bhagwat
Company Secretary

Date: 16/09/2025

Registered Office:
7thBlock, Gandhinagar Bye Pass Road,
Virajpet, Kodagu - 571218, Karnataka, India.

NOTES:

1) The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to the proposed Special Business above to be transacted at the AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.

2) In compliance with the applicable MCA Circulars and SEBI Circulars, Addendum to the Notice of the AGM is being sent only through electronic mode to those Members to whom the Notice dated August 23, 2025 were sent, on the email ids as available with the Company/Depositories/RTA.

3) Members may note that the Addendum to the Notice of AGM will also be available on the Company's website https://shanthalafmcg.comand websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com,and on the website of Bigshare at https://www.bigshareonline.com/.

4) Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of the AGM. Members who wish to seek inspection, may send their request through an email at cs@shanthalafmcg.com.

5) Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director seeking appointment at the AGM is furnished as annexure to this Addendum to Notice of AGM. The Director has furnished consent/declarations for his appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.

6) All the processes, notes and instructions relating to remote e-voting during the 11th AGM, shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice. Furthermore, the Scrutinizers appointed for the ensuing 11th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 11th AGM.

By Order of the Board of Directors

Sd/-
SnehalBhagwat
Company Secretary

Date: 16/09/2025

Registered Office:
7thBlock, Gandhinagar Bye Pass Road,
Virajpet, Kodagu - 571218, Karnataka, India.

<u>Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:</u>

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on September 16, 2025, pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company, approved the appointment of Mr. Santosh Kudva (DIN: 00040892) as Non-executive, Non Independent Director of the Company for a period of 5 (Five) consecutive years with effect from September 26, 2025 till September 25, 2030.

Accordingly, the Board of Directors, at its meeting held on September 16, 2025, resolved to include the proposal for his appointment in the agenda of the 11thAnnual General Meeting by way of an Addendum to the original AGM notice by filing and circulating Addendum to the AGM notice.

Mr. Santosh Kudva (DIN:00040892),has provided his consent to act as a Director and confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Relevant details of Mr. Santosh Kudva, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in the Annexure to this Notice.

Mr. Santosh Kudva (DIN:00040892), is interested in the resolution set out at Item No. 5 of the Notice with regard to his appointment. Relatives of Mr. Santosh Kudva (DIN:00040892) may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors

Sd/-
Snehal Bhagwat
Company Secretary

Date: 16/09/2025

<u>Registered Office:</u>
7thBlock, Gandhinagar Bye Pass Road,
Virajpet, Kodagu - 571218, Karnataka, India.

Seeking appointment / re-appointment at the Annual General Meeting
[In pursuance of Regulation36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

The Brief profile of proposed Non-Executive Director

Name	Mr. Santosh Kudva (DIN: 00040892)
Father's name	Mr.Gopalkrishna Kudva
Date of Birth	01/06/1979
Designation	Director (Non Executive)
Address	House No B, 1002 Apsara CHS, Plot No 51, Above SBI Bank, Sector 17, Vashi, Navi Mumbai, Thane – 400703.
Mobile No.	9819304629
Email Id	sk@vcapltd.in
Qualifications	Graduation in Commerce
Industry	Consultancy
Professional Expertise	Financial Advisory
Brief Profile	Mr. Santosh Kudva has an Experience of over 21 years in the financial services industry. He is a professional having two decades of experience in the industry, demonstrating deep expertise in [e.g., investment management, risk assessment, client advisory, compliance, operations, or financial planning].
Directorships held in other listed companies (As on March 31, 2025)	0
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2025)	0
Shareholding of Director (As on March 31, 2025)	800 Equity Shares
Relationship between Directors inter-se	Not related to any of the Directors, except his shareholding in the Promoter group.