NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF PAN INDIA FOOD SOLUTIONS PRIVATE LIMITED ("DEMERGED COMPANY 1" OR "APPLICANT COMPANY NO. 1") PURSUANT TO THE ORDER DATED 22ND JUNE, 2026 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, KOLKATA BENCH

MEETING DETAILS	
Day	Saturday
Date	08.08.2026
Time	11.30 A.M.
Venue	Physically at Anupama Complex Haldirams, 3rd Floor, 160 Kazi Nazrul Islam Avenue, Arjunpur, Kaikhali, near Haldiram Bus Stop, Kolkata- 700052, West Bengal, India
Cut-off date for determining eligible creditors for sending notice	21st February, 2026

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7.	**Annexure-5 (Colly)** a) Copy of Report adopted by the Board of Directors of Pan India Food Solutions Private Limited (**Demerged Company 1**) dated 19th February, 2026, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 b) Copy of Report adopted by the Board of Directors of Haldiram Bhujiawala Limited (**Resulting Company 1 and Demerged Company 2**) dated 19th February, 2026, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013 c) Copy of Report adopted by the Board of Directors of Bachhawat Devlopers Private Limited(**Resulting Company 2**) dated 19th February, 2026, pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013	134-161
8.	**Annexure-6 (Colly)** a) Audited Financial Statement for the financial year ended 31st March, 2025 along with Management Certified Provisional Financial Statements as on 30thSeptember, 2025 of Pan India Food Solutions Private Limited (**Demerged Company 1**) b) Audited Financial Statement for the financial year ended 31st March, 2025 along with Management Certified Provisional Financial Statements as on 30th September, 2025 of Haldiram Bhujiawala Limited **(Resulting Company 1 and Demerged Company 2)** c) Audited Financial Statement for the financial year ended 31st March, 2025 along with Management Certified Provisional Financial Statements as on 30th September, 2025 of Bachhawat Devlopers Private Limited **(Resulting Company 2)**	162-331

The Notice of the Meeting, the Explanatory Statement and the annexures constitute a single and complete set of documents and should be read in conjunction with each other as they form an integral part of this document.

Dated this 07th Day of July, 2026

Place: Kolkata **Sd/-**

CMDE Siddharth Mishra

Chairperson appointed for the Meeting

FORM CAA 2

(Pursuant to Section 230(3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016)

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
KOLKATA BENCH

C.A. (CAA) NO. 56/KB/2026

In the matter of:
Section 230 to 232 and Section 66 of the Companies Act, 2013;
AND
In the matter of:
The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
AND
In the Matter of:

1. **PAN INDIA FOOD SOLUTIONS PRIVATE LIMITED**, a company incorporated under the Companies Act, 1956 andhaving its registered office atP-420 Kazi Nazrul Islam Avenue, VIP Road, Kolkata - 700052, West Bengal, India, within the aforesaid jurisdiction.

   - Demerged Company 1

2. **HALDIRAM BHUJIAWALA LIMITED,** a company incorporated under the Companies Act, 1956 and having its registered office at P-420 Kazi Nazrul Islam Avenue, VIP Road, Kolkata - 700052, India, within the aforesaid jurisdiction

   - Resulting Company1/Demerged Company 2

3. **BACHHAWAT DEVLOPERS PRIVATE LIMITED,** a company incorporated under the Companies Act, 1956 and having its registered office at P-420 Kazi Nazrul Islam Avenue, VIP Road, Kolkata - 700052, West Bengal, India, within the aforesaid jurisdiction

   -Resulting Company 2

And
In the matter of:

1. PAN INDIA FOOD SOLUTIONS PRIVATE LIMITED (“Demerged Company 1”)
2. HADIRAM BHUJIAWALA LIMITED (“Resulting Company 1” and “Demerged Company 2”)
3. BACHHAWAT DEVLOPERS PRIVATE LIMITED (“Resulting Company 2”)

- APPLICANTS

NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF PAN INDIA FOOD SOLUTIONS PRIVATE LIMITED (“PIFSL” OR “DEMERGED COMPANY 1”)

To,
Unsecured Creditors of Pan India Food Solutions Private Limited

Notice is hereby given that the Hon’ble National Company Law Tribunal (NCLT), Kolkata Bench by an order dated 22nd June, 2026 (“Order”) in the matter of C.A. (CAA) NO 56/KB/2026 has directed for convening a meeting of **Unsecured Creditors of Pan India Food Solutions Private Limited** for the purpose of considering, and if thought fit, approving with or without modification(s), the proposed **Scheme of Arrangement of PAN INDIA FOOD SOLUTIONS PRIVATE LIMITED (“Demerged Company 1”) with HALDIRAM BHUJIAWALA LIMITED (“Demerged Company 2” and “Resulting Company 1”) and BACHHAWAT DEVLOPERS PRIVATE LIMITED (“Resulting Company 2”) from the Appointed Date i.e. 01st April, 2026 under the provisions of sections 230-232 read with Section 66 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.**

In pursuance to the said Order of the Hon’ble NCLT and as directed therein further notice is hereby given that the meeting of the Unsecured Creditors of the **Pan India Food Solutions Private Limited** will be held physically at Anupama Complex Haldirams, 3rd Floor, 160 Kazi Nazrul Islam Avenue, Arjunpur, Kaikhali, near Haldiram Bus Stop, Kolkata- 700052, West Bengal, India, on **08th August, 2026 at 11.30 A.M. (IST) (Meeting)** in compliance with the provisions of the Companies Act, 2013 **(Act)** read with the Secretarial Standard 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India.

The Scheme, if approved by the requisite majority (majority in number representing three-fourths in value) of Unsecured Creditors of the Company as per Section 230(6) of the Act will be subject to subsequent approval of the Hon'ble Tribunal and such other approvals, permissions and sanctions from any other regulatory or statutory authority(ies) as may be deemed necessary.

In compliance with the provisions of the Order of the Hon'ble NCLT and Section 109, and other applicable provisions of the Act, read with Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Unsecured Creditors may attend and vote at the said Meeting in person or by proxy provided that a proxy form as attached along with the notice, duly signed, stamped and filled by them or their authorised representative, as deposited at the registered office at P-420, Kazi Nazrul Islam Avenue VIP Road, Kolkata- 700052, West Bengal, India, not later than 48 (forty-eight) hours before the time fixed for the aforesaid Meeting.

The Hon'ble Tribunal has appointed **CMDE Siddharth Mishra**, Ex- NCLT Member (Technical) as the Chairperson and **Ms. Vandana Kohli** as Scrutinizer for the Meeting including for any adjournment or adjournments thereof, to scrutinize the process of voting by poll, to ensure that it is fair and transparent.

The voting rights of an Unsecured Creditor shall be in proportion to the principal amount due for payment by the Company as on Saturday, 21st February 2026 (**Cut-off date**).

The Explanatory Statement under Section(s) 102, 230 to 232 read with Section 66 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**CAA Rules**), along with a copy of the Scheme and other Annexures to the Statement are enclosed herewith. A copy of this Notice can be obtained, provided, a written request in this regard, along with your details, may be addressed to the Company at P-420, Kazi Nazrul Islam Avenue VIP Road, Kolkata- 700052, West Bengal, India and the Company will arrange to send the same to you at your email id.

Copies of the said Scheme of Arrangement and of the Statement under Section 230 of the Companies Act, 2013 read with relevant applicable Rules can be obtained free of charge on any day (except Saturday, Sunday, and public holidays) from 10:00 A.M. (IST) to 05:00 A.M. (IST) prior to the date of Meeting at the Registered Office of the Company at P-420, Kazi Nazrul Islam Avenue VIP Road, Kolkata- 700052, West Bengal, India.

TAKE NOTICE that the following resolution is proposed under Section 230 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force) and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company, for the purpose of considering, and if thought fit, with or without modification(s), pass the following resolution with the requisite majority:

*"**RESOLVED THAT** pursuant to the provisions of Sections 230-232 read with Section 66 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof for the time being in force), and the National Company Law Tribunal Rules, 2016 and subject to the relevant clauses of the Memorandum and Articles of Association of the Company and subject to the sanction/ approval of Hon'ble National Company Law*

*Tribunal, Bench at Kolkata (**Tribunal** / **NCLT**) and subject to such other approvals, permissions and sanctions of other regulatory or government bodies or institutions as may be applicable, and subject to such conditions and modification(s) as may be prescribed or imposed by NCLT or by any regulatory or government bodies or institutions, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **Board**), the consent of Unsecured Creditors of the Company be and is hereby recorded to the proposed Scheme of Arrangement between Pan India Food Solutions Private Limited ("Demerged Company 1") with Haldiram Bhujiawala Limited ("Demerged Company 2" and "Resulting Company 1") and Bachhawat Devlopers Private Limited ("Resulting Company 2") and their respective shareholders and creditors pursuant to Section 230 to 232 read with Section 66 of the Companies Act, 2013 and rules framed thereunder (**Scheme**), a copy of which is enclosed with this Notice and placed before this Meeting and initialled by the Chairperson of the Meeting, as the case may be, for the purpose of identification, be and is hereby approved.*

*"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and / or conditions, if any, (including withdrawal of the Scheme), which may be required and/ or imposed by the NCLT while sanctioning the Scheme or by any authorities under law, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Unsecured Creditors of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."*

***"RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any director(s) and / or officer(s) of the Company to give effect to this resolution, if required, as it may in its absolute discretion deem fit, necessary, or desirable, without any further approval from Unsecured Creditors of the Company."*

A copy of the Statement under Section(s) 102, 230 to 232 read with Section 66 and other applicable provisions of the Act and Rule 6 of the CAA Rules, along with a copy of the Scheme and other Annexures as indexed are enclosed herewith.

Dated this 07th Day of July, 2026

Place: Kolkata

Registered Office: P-420, Kazi Nazrul Islam Avenue VIP Road, Kolkata- 700052, West Bengal, India

Sd/-

CMDE Siddharth Mishra
Chairperson appointed for the Meeting

NOTES:

1. AN UNSECURED CREDITOR ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE AT THE MEETING. THE PROXY NEED NOT TO BE A CREDITOR OF THE COMPANY. THE FORM OF PROXY DULY COMPLETED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT P-420, KAZI NAZRUL ISLAM AVENUE VIP ROAD, KOLKATA- 700052, WEST BENGAL, INDIA, BUT NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE AFORESAID MEETING.

2. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case, a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

3. The Proxy-holder shall prove his identity at the time of attending the Meeting. A blank proxy form is annexed to this Notice and can also be obtained free of charge from the registered office of the Company. All alterations made in the form of proxy should be initialled.

4. Unsecured Creditor of the Company intending to depute their authorized representative(s) to attend the Meeting are requested to forward at the Registered Office of the Company, certified copy of the Board Resolution, authorizing the said person to attend and vote on their behalf at the Meeting, not later than 48 (forty-eight) hours before the commencement of the meeting.

5. Hon’ble NCLT by its Order dated 22nd June, 2026 in C.A. (CAA) No. 56/KB/2026 (“Order”) has directed that the Meeting of the Unsecured Creditors of the Company shall be convened and held at Anupama Complex Haldirams, 3rd Floor, 160 Kazi Nazrul Islam Avenue, Arjunpur, Kaikhali, near Haldiram Bus Stop, Kolkata- 700052, West Bengal, India, on 08th August, 2026 at 11.30 A.M. for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement.

6. The Notice together with the documents accompanying the same, is being sent to all Unsecured Creditors by permitted mode whose names appear in the list of Unsecured Creditors as on 21st February, 2026. A person who is not an Unsecured Creditor as on the cut-off date should accordingly treat this notice for information purposes only.

7. Only Unsecured Creditors of the Demerged Company 1 may attend and vote at the meeting through polling paper as per the instructions provided in this Notice. Voting rights of an Unsecured Creditor shall be in proportion to the principal amount due for payment by the Company as on 21st February, 2026.

8. Unsecured Creditors/ Proxies /Authorised representative(s) may kindly note the following:
   (i) Copies of the Notice will not be distributed at the venue of the Meeting;

(ii) Attendance Slip, sent herewith, is required to be produced at the venue duly filled-in and signed, for attending the Meeting;
(iii)Entry to the hall will be in exchange for duly completed and signed Attendance Slips and on producing any Government issued ID proof (viz. Aadhar Card, PAN Card, Voter Id card, Driving license, etc.)

9. The documents referred to in the Notice and accompanying Explanatory Statement and those as mentioned in Rule 6 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 shall be available for inspection without any fee by the Unsecured Creditors on all working day(s) (except Saturdays, Sundays and Public holidays) during 10:00 A.M. to 5:00 P.M. at the Registered Office of the Company from the date of dispatch of this Notice till the date of the Meeting.

10. During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, Unsecured Creditors would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given at the Registered Office of the Company.

11. In terms of the directions contained in the Orders, the advertisement will be published in (i) 'Economic Times' newspaper in the English Language; and (ii) 'EiSamay (Kolkata)' newspaper in Bengali language indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme, the Statement under Section 230 of the Companies Act, 2013 can be obtained free of charge on all working days (except Sundays and Public Holidays) during 10:00 A.M. to 5:00 P.M. from the Registered Office of the Company.

12. NCLT has appointed Ms. Vandana Kohli as the Scrutinizer to scrutinize the voting process and voting at the venue of the Meeting in a fair and transparent manner.

13. The Scrutinizer, shall on conclusion of the meeting of Unsecured Creditors and on counting of votes casted by poll, unblock the votes in the presence of at least two witnesses not in employment of the company. Thereafter, within 3 days of the conclusion of meeting the Scrutinizer will submit his report to the Chairman of the Meeting, after completion of scrutiny of votes cast by Unsecured Creditors, through polling paper at the venue of the Meeting, who shall countersign the same. The Scrutinizer's decision on the validity of the votes shall be final. The results, together with the Scrutinizer's report, will be displayed on the Notice Board of the Company at its registered office.

14. The Statement pursuant to Sections 102, 230 to 232 read with Section 66 of the Act read with other applicable provisions of the Act, and Rule 6 of the CAA Rules in respect of the business set out in this Notice of the meeting is annexed hereto.

15. The resolution for approval of the Scheme of Arrangement put to a meeting shall, if passed by majority of persons representing three–fourth in value of the Unsecured Creditors of the Company casting their votes as aforesaid, shall be deemed to have been duly passed on the date of meeting under Section 230(1) read with Section 232(1) of the Companies Act, 2013.

16. As per the directions of the NCLT, the quorum of the Meeting of the Unsecured Creditors shall be in accordance with Section 103 of Companies Act, 2013. In case the quorum of the meeting is not present within half an hour from the time appointed for the meeting, the Chairperson may adjourn such meeting to any date/time and take a decision on the quorum in the adjourned meeting.

17. A route map of the venue of the meeting is enclosed with this notice.

THE UNSECURED CREDITORS ARE REQUESTED TO CAREFULLY READ ALL THE NOTES SET OUT HEREIN.

For any queries, contact company at contact no. +91 98300 11124 & email at accounts@panindiafoods.co.in or fpa@prabhujipurefood.com