

CHEELIZZA PIZZA INDIA LIMITED
(Formerly known as CHEELIZZA PIZZA INDIA PRIVATE LIMITED)

CIN: U15400MH2021PLC355218

Registered Office: Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM Temple
Rd Saki Naka, Andheri E, Mumbai City, Mumbai, Maharashtra, India, 400072

Email: animeshlodha@cheelizza.com

NOTICE OF THE FOURTH EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of Cheelizza Pizza India Limited (“Company”) (Formerly Known as Cheelizza Pizza India Private Limited) that the 4th Extra Ordinary General Meeting of the Financial Year 2025-26 will be held on Monday, March 16th, 2026, at 11.00 a.m., at the registered office of the Company situated at Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM Temple Rd Saki Naka, Andheri E, Mumbai-400072, Maharashtra, India to transact the following businesses:

SPECIAL BUSINESS:

1. ISSUE OF COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PREFERENTIAL BASIS

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

“**RESOLVED THAT** in accordance with the provisions of Sections 42, 55, and 62 and all other applicable provisions if any of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the “Act”), in accordance with the provisions of the Memorandum and Articles of Association of the Company, subject to any approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise any of its powers including the power conferred by this resolution), the consent of the members be and is hereby accorded to create, offer, issue, and allot up to **1,825 (One Thousand Eight Hundred Twenty Five)** Compulsory Convertible Preference Shares (CCPS) of face value Rs. 10/- each, at an issue price of Rs. 10,000/- (Ten Thousand) (including a premium of Rs. 9,990/-) per share amounting to Rs. 1,82,50,000/- (One Crore Eighty two lakh Fifty Thousand) in one or more tranches/calls, on a preferential basis for cash and in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem appropriate, to below investors;

Name of Investor	Category	Compulsory Convertible Preference Shares (CCPS)
Capwise Finance Private Limited	Non- Promoter	700
Mitcon Credentia Trusteeship Services Limited	Non- Promoter	1,125
	Total	1,825

RESOLVED FURTHER THAT, the proposed allotment shall be made in accordance with following terms and conditions;

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1. The issue price of each Compulsorily Convertible Preference Share (CCPS) shall be **Rs. 10,000/-** (Rupees Ten Thousand only), comprising a face value of **Rs. 10/-** and a securities premium of **Rs. 9,990/-** in one or more tranches/calls;
2. The CCPS shall not carry any voting rights, except as mandatorily provided under Section 47 of the Companies Act, 2013 (relating to resolutions directly affecting their rights);
3. The CCPS shall be non-transferable in nature for the duration of their tenure;
4. All CCPS issued by the Company shall be compulsorily converted into Equity Shares in the ratio of **1,538 (One Thousand Five Hundred and Thirty-Eight)** Equity Shares for every **1 (One)** CCPS held ('Conversion Ratio');
5. Each CCPS holder shall have the option to trigger conversion at any time within 5 (Five) years from the date of allotment, based on the Conversion Ratio; provided, however, that such conversion shall be subject to the CCPS being fully paid-up at the time of conversion. In the event the CCPS are still partly paid-up at the time the option is exercised, the holder must satisfy all outstanding calls before the Equity Shares are issued;
6. The terms of the CCPS do not confer to the Proposed Allottee any rights similar to that of the equity shareholders of the Company unless converted into resultant Equity Shares;
7. The shares to be allotted at the time of conversion shall be rounded off to the nearest integer in case of fractional entitlement;
8. In case of winding up of Company before the conversion of CCPS into Equity Shares, the Proposed Allottee shall be eligible to participate in the surplus assets and profit, if any, remaining after paying all the creditors (including debts) but before making any payment to equity shareholders, in proportion to their holding of CCPS;
9. The New Equity Shares issued up on the conversion of CCPS shall rank pari-passu in all respects with the then existing issued and subscribed Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment including utilization of the issue proceeds and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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2. APPROVAL OF RECLASSIFICATION OF AUTHORIZED PREFERENCE SHARE CAPITAL TO RECTIFY CATEGORIZATION IN FORM SH-7

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

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to reclassify and consolidate the Authorized Preference Share Capital of the Company by merging the existing categories of 'Partly Paid-up Preference Shares' and 'Fully Paid-up Preference Shares' into a single, uniform class of 2900 Preference Shares of Rs. 10/- each;

RESOLVED FURTHER THAT subject to the approval of the members, the existing Clause V (Capital Clause) of the Memorandum of Association of the Company be substituted with the following:

V. The Authorised Share Capital of the Company is Rs. 13,00,29,000/- (Rupees Thirteen Crore Twenty-Nine Thousand Only) divided into 13,00,00,000 (Thirteen Crore) Equity Shares of Rs. 1/- (Rupees One Only) each and 2900 (Two Thousand and Nine Hundred) preference shares of Rs. 10/- each".

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorized to file the necessary forms, including Form MGT-14 and Form SH-7, with the Registrar of Companies, and to take all such acts, deeds, and things as may be necessary, proper, or expedient to give effect to this resolution."

3. APPOINTMENT OF MR. ANIMESH LODHA AS MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNEL (KMP)

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the consent of the shareholders be and is hereby accorded for the appointment of **Mr. Animesh Lodha (DIN: 06570308)** as the **Managing Director and Key Managerial Personnel (KMP)** of the Company for a period of 5 years with effect from **18th February, 2026 to 17th February, 2031**, on the following terms and conditions:

Remuneration	Upto Rs. 36,00,000/- per annum
Perquisites	In addition to the salary, the Managing Director shall be entitled to perquisites which will include telephone and internet bills and any other reimbursement and allowances or perquisites in terms of the company's rules or as may be decided by the Board subject to maximum limit permissible in terms of provisions of Companies Act, 2013 and Schedule V or as approved by the shareholders of the Company, whichever is higher.

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For the purpose of calculating the above ceiling, perquisites shall be evaluated in accordance with the IncomeTax Rules, wherever applicable in the absence of any such rules, perquisites shall be valued at actual cost;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration as set out in the draft appointment agreement shall be payable as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Act;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file Form **DIR-12** (Appointment of MD) and Form **MR-1** (Return of Appointment) with the Registrar of Companies and to do all such acts as may be necessary to give effect to this resolution."

BY ORDER OF THE BOARD
FOR CHEELIZZA PIZZA INDIA LIMITED

SD/-
ANIMESHLODHA
DIRECTOR
(DIN: 06570308)

DATE: FEBRUARY 18, 2026

PLACE: MUMBAI

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NOTES:

1. A member entitled to attend and vote at the Extra Ordinary general Meeting (hereinafter known "the Meeting") is entitled to appoint a proxy to attend and vote on poll instead of himself / herself. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly filled-up at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of 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.

2. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00P.M. (except Saturday and Sunday) up to the date of Extra Ordinary General Meeting and will also be available during the Extra Ordinary General Meeting.
3. 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.
4. A Route Map along with Prominent Landmark for easy location to reach the venue of Meeting is annexed with the notice of Extra Ordinary General Meeting.
5. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of Extra Ordinary general meeting at the meeting.
6. In view of the Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2"), this EGM ("Notice") along with explanatory statement is being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Company.
7. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-off Date, being Friday, 06th March 2026. Only those persons whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as of the close of business hours on this date shall be entitled to vote.
8. Corporate Members intending to send their authorised representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the

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Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the Meeting.

BY ORDER OF THE BOARD
FOR, CHEELIZZA PIZZA INDIA LIMITED

SD/-
ANIMESHLODHA
DIRECTOR
(DIN: 06570308)

DATE: FEBRUARY 18, 2026
PLACE: MUMBAI

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ATTENDANCE SLIP

CHEELIZZA PIZZA INDIA LIMITED

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Registered Office: Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM
Temple Rd Saki Naka, Andheri E, Mumbai-400072, Maharashtra, India.

Please fill attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 4th Extra Ordinary General Meeting held at Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM Temple Rd Saki Naka, Andheri E, Mumbai-400072, Maharashtra, India on 16th March, 2026.

Member's/proxy's Name _____

Member's/proxy's Signature _____

No. of Shares: _____

Folio No./DP Id No*. / Client Id Number* _____

*Applicable for investors holding shares in electronic form.

(FOR INSTRUCTION SEE AS UNDER)

NOTICE

1. Shareholders/Proxy holders are requested to bring the admission slips with them when they come to the meeting and hand them over at the gate after affixing their signatures on them.
2. Shareholders intending to require any information to be explained in the meeting are requested to inform the company at least 7 days in advance of their intention to do so, so that the papers relating thereto may be made available if the Chairman permits such information to be furnished.
3. Shareholders are requested to advise indicating their account numbers, the change in their address, if any to the company.

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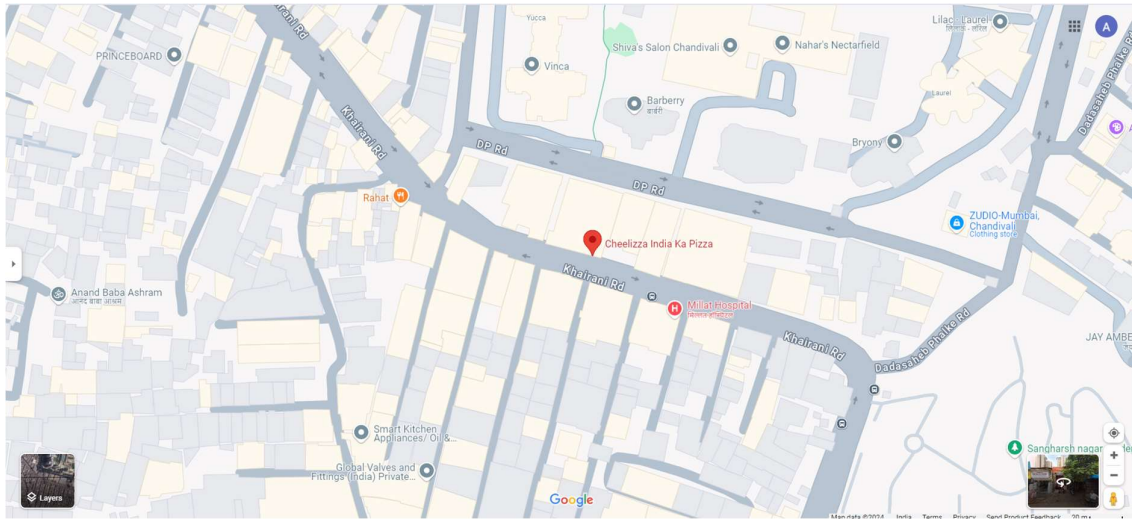
CIN: U15400MH2021PLC355218

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Route Map

Registered Office: Cheelizza,GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM
Temple Rd Saki Naka, Andheri E, Mumbai City, Mumbai, Maharashtra, India, 400072



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FORM NO. MGT-11

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies (Management and Administration Rules, 2014)

CIN: U15400MH2021PLC355218

Name of Company: Cheelizza Pizza India Limited

Registered Office: Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi
Farsan JM Temple Rd Saki Naka, Andheri E, Mumbai-400072, Maharashtra, India.

Name of the Member(s):

Registered Address:

E-mail Id:

Folio No./Client Id/DP ID:

I/We, being the member(s) of shares of the above-named company, hereby
appoint

1. Name:

Address:

Email Id:

Signature:, or failing him

2. Name:

Address:

Email Id:

Signature:, or failing him

3. Name:

Address:

Email Id:

Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at
the Extra Ordinary General Meeting of the Company, to be held on Monday, March
16, 2026 at 11:00 a.m. at Cheelizza, GF, Ganesh Prints, Kothari Compd Opp.
Mahalaxmi Farsan JM Temple Rd Saki Naka, Andheri E, Mumbai-400072,
Maharashtra, India and at any adjournment thereof in respect of such resolutions as
are indicated below:

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Sr. No.	RESOLUTION	FOR	AGAINST
Business:			
1	ISSUE OF COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PREFERENTIAL BASIS		
2	APPROVAL OF RECLASSIFICATION OF AUTHORIZED PREFERENCE SHARE CAPITAL TO RECTIFY CATEGORIZATION IN FORM SH-7		
3	APPOINTMENT OF MR. ANIMESH LODHA AS MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNEL (KMP)		

Signed this day of 2026.

Affix Revenue Stamp

Signature of shareholder

Signature of first proxy holder (s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the "For" or "Against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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Form No. MGT- 12

Polling Paper [Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the
Companies (Management and Administration) Rules, 2014]

POLLING PAPER

**FOR EXTRA-ORDINARY GENERAL MEETING HELD ON 16th MARCH, 2026 AT 11.00 A.M. AT CHEELIZZA,
GF, GANESH PRINTS, KOTHARI COMPD OPP. MAHALAXMI FARSAN JM TEMPLE RD SAKI NAKA,
ANDHERI E, MUMBAI CITY, MUMBAI, MAHARASHTRA, INDIA, 400072**

SR NO	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share and No of Shares held by me	

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

SR NO	DESCRIPTION OF RESOLUTION	FOR	AGAINST
SPECIAL BUSINESS:			
1	ISSUE OF COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PREFERENTIAL BASIS		
2	APPROVAL OF RECLASSIFICATION OF AUTHORIZED PREFERENCE SHARE CAPITAL TO RECTIFY CATEGORIZATION IN FORM SH-7		
3	APPOINTMENT OF MR. ANIMESH LODHA AS MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNEL (KMP)		

(Signature of the Shareholder)

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

ITEM NO: 01-

ISSUE OF COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCPS) ON PREFERENTIAL BASIS

As per Section 42, 62 and 55 of the Companies Act, 2014 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital & Debenture) Rules, 2014, prior approval of the shareholders is required for offering and issuing of the Compulsory Convertible Preference Shares on preferential basis to the person specified as under:

(i) Additional details as required under Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are stated below:

S. No.	Particulars	Details
1.	The objects of the issue	(i) To meet Short Term and Long Term Working capital requirement; (ii) General Corporate Purpose.
2.	The total number of shares to be issued	1,825 (One Thousand Eight Hundred Twenty Five) Compulsory Convertible Preference Shares (CCPS) of face value Rs. 10/- each, at an issue price of Rs. 10,000/- (Ten Thousand) (including a premium of Rs. 9,990/-) per share amounting to Rs. 1,82,50,000/- (One Crore Eighty Two Lakh Fifty Thousand).
3.	The price or price band at/within which the allotment is proposed	Rs. 10,000/- (Ten Thousand) (including a premium of Rs. 9,990/-) per CCPS
4.	Basis on which the price has been arrived at along with report of the registered valuer	Valuation Report dated 30 th November, 2025
5.	Relevant date with reference to which the price has been arrived at	As per valuation report dated 30 th November, 2025.

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6.	The class or classes of persons to whom the allotment is proposed to be made	Non-Promoter (Investor)															
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	None of the promoters or directors intend to subscribe to the offer.															
8.	The proposed time within which the allotment shall be completed	The allotment shall be made within 60 days from the date of receipt of the application money to the company.															
9.	The names of the proposed allottee and the percentage of post offer capital that may be held by them	<table><tr><th>Sr. No</th><th>Name of Allottee</th><th>No of CCPS</th><th>Percentage of Equity Share Capital at the time of conversion</th></tr><tr><td>1</td><td>Capwise Finance Private Limited</td><td>700</td><td>0.94%</td></tr><tr><td>2</td><td>Mitcon Credentia Trusteeship Services Limited</td><td>1,125</td><td>1.50%</td></tr></table>				Sr. No	Name of Allottee	No of CCPS	Percentage of Equity Share Capital at the time of conversion	1	Capwise Finance Private Limited	700	0.94%	2	Mitcon Credentia Trusteeship Services Limited	1,125	1.50%
Sr. No	Name of Allottee	No of CCPS	Percentage of Equity Share Capital at the time of conversion														
1	Capwise Finance Private Limited	700	0.94%														
2	Mitcon Credentia Trusteeship Services Limited	1,125	1.50%														
10.	The change in control, if any, in the company that would occur consequent to the offer	The existing promoters of the Company would continue to be in control over the Company subsequent to the offer.															
11.	The number of persons to whom allotment on private placement basis have already been made during the year, in terms of number of securities as well as price;	During the year, the company has issued any shares on private placement basis;															
12.	The justification for the allotment proposed to be made for consideration other than cash together with	Not Applicable															

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	valuation report of the registered valuer	
13.	The Pre-issue and Post-Issue Shareholding Pattern of the company	As per Annexure I

A copy of the valuation report issued by Cs Anil Kumar Dubey, will also be tabled at the shareholders meeting.

None of the Directors and key managerial personnel or their relatives are deemed to be interested in this resolution.

The Board recommends the resolutions in Item No. 1 of the notice for adoption as a special resolution.

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Annexure I

PRE & POST EQUITY SHAREHOLDING PATTERN AFTER CONVERSION

Sr. No.	Category	Pre –Issue		Post Issue	
		No. of shares held	% of share holding	No of shares held	% of share holding
A	Promoter's Holding				
1	Indian				
	Individual	6,19,38,086	55.14%	6,19,38,086	53.79%
	Bodies corporate	-	-	-	-
	Sub-total	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	6,19,38,086	55.14%	6,19,38,086	53.79%
B	Non-Promoter's Holding				
1	Institutional investors	-	-	-	-
2	Non-institution	-	-	-	-
	Private corporate bodies	2,71,74,445	24.19%	2,99,81,295	26.039%
	Directors and relatives	-	-	-	-
	Indian public (Investors)	185,78,029	16.54%	185,78,029	16.14%
	Others (including NRIs)	46,41,007	4.13%	46,41,007	4.031%
	Sub-total (B)	5,03,93,481	44.86%	5,32,00,331	46.21%
	GRAND TOTAL	11,23,31,567	100%	11,51,38,417	100%

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Registered Office: Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM Temple
Rd Saki Naka, Andheri E, Mumbai City, Mumbai, Maharashtra, India, 400072

Email: animeshlodha@cheelizza.com

ITEM NO: 02- APPROVAL OF RECLASSIFICATION OF AUTHORIZED PREFERENCE SHARE CAPITAL TO RECTIFY CATEGORIZATION IN FORM SH-7

Under the Companies Act, 2013, the "Authorized Share Capital" represents the maximum amount of share capital that a company is authorized by its memorandum to issue. The law does not recognize "Partly Paid" or "Fully Paid" as distinct categories or classes of Authorized Capital; these are statuses of Issued/Paid-up Capital.

The current Master Data and previous filings of Form SH-7 on the MCA21 portal reflect the Company's Authorized Preference Share Capital divided into two distinct categories: "Partly Paid-up" and "Fully Paid-up". Due to this technical categorization on the MCA portal, the Company's capital structure appears fragmented, which may hinder future corporate actions or further allotments of preference shares.

To rectify this technical anomaly and align the Company's records with the statutory provisions of the Act, it is proposed to reclassify/consolidate these two categories into a single, uniform class: **"Preference Shares, subject to the approval of the shareholders."** This change is purely administrative and technical in nature and does not alter the total quantum of the Authorized Share Capital.

The Board recommends the resolution set out at item no. 2 for approval of members as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, are in any way concerned or interested, in the said resolution.

ITEM NO: 03- APPOINTMENT OF MR. ANIMESH LODHA AS MANAGING DIRECTOR AND KEY MANAGERIAL PERSONNEL (KMP)

As per Section 197 of the Companies Act, 2013, the Board of Directors has appointed Mr. Animesh Lodha as Managing Director of the Company for a period of 5 (Five) years w.e.f. 18th February, 2026 to 17th February, 2031, subject to approval of the members in General Meeting upon terms and conditions as may be agreed between the Board of Directors and Mr. Animesh Lodha from time to time.

It would be in the interest of the Company to appoint Mr. Animesh Lodha as Managing Director of the Company.

The material terms and conditions as agreed are as under:

1. Period of Appointment: 18th February, 2026 to 17th February, 2031.

2. Remuneration:

a) Basic Salary: Basic Salary of upto Rs. 36,00,000/- per annum.

b) Perquisites/Allowances: In addition to salary, Managing Director shall be entitled to the following perquisites/ allowances: conveyance allowance, bonus, use of car with driver and mobile phone and

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internet facilities facility and such other perquisites and special allowances as may be determined by the Board from time to time.

c) Managing Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein: i) contribution to the Provident Fund, Contribution to Gratuity Fund as per the rules of the Company. ii) Gratuity payable at the rate not exceeding half a month's salary for every completed year of service. iii) Encashment of leave as per rules of the Company, if any.

d) Perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

3. Where in any financial year during his tenure as Managing Director, if the Company has no profit or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites/allowances as aforesaid.

4. Managing Director shall be entitled to annual leave for a period of thirty five days and shall be entitled to accumulate earned leave for a maximum of ninety days with mutual consent of parties.

5. Managing Director shall be entitled to the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.

6. No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

7. The said re-appointment including the remuneration payable to him, is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/ approved as aforesaid.

Details of Mr. Lodha are provided in the notes to the Notice. The other relatives of Mr. Lodha may be deemed to be interested in the said resolution at Item No.3 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnel of the Company and their relatives except Mr. Animesh Lodha, Executive Director of the Company, are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

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ANNEXURE TO NOTICE-A

Relevant details as stipulated under Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India, in respect of directors seeking appointment / reappointment as Director under Item Nos. 2 is as under:

	Item No.	3
Sl. No.	Particulars	Appointment of Mr. Animesh Lodha as Managing Director and Key Managerial Personnel (KMP)
1	Name of Director	MR. ANIMESH LODHA
2	DIN	06570308
3	Date of Birth	04/12/1989
4	Age (in years)	37 years
5	Resume and qualifications.	Animesh Lodha aged 37 years is the Executive director of the Company. He holds degree of Chartered Account. He is presently acting as Director of the Company.
6	Date of first appointment on the Board	12/02/2021
7	Current Designation	Executive Director & Promoter
8	Terms and conditions of re-appointment	As mutually discussed, and agreed
9	Details of remuneration	Rs. 32,00,000/-p.a.
10	Shareholding in the Company (number of shares as on the date of this EGM Notice)	53.78%
11	Relationship with other Directors, Manager and other Key Managerial Personnel (inter-se)	Mr. Aatish Lodha- Brother
12	Number of Board Meetings attended during FY 2025-26 (up to the date of this EGM Notice)	No. of Board Meeting for 2025-2026: 14 (up to the date of this EGM Notice)
13	Directorships held in other companies* (upto the date of this AGM Notice)	0
14	Membership/ Chairmanship of Committees in other Public Companies	0
15	Name of listed companies from which Director has resigned in past three years	NIL
16	Past Performance	He is a co-founder of Cheelizza Pizza brand.
17	Reason for re-appointment	Not Applicable

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BY ORDER OF THE BOARD
FOR CHEELIZZA PIZZA INDIA LIMITED

SD/-
ANIMESH LODHA
DIRECTOR
(DIN: 06570308)

DATE: FEBRUARY 18, 2026

PLACE: MUMBAI