

CHOTHANI FOODS LIMITED

CIN: L15122MH2014PLC252200

Reg. Office: Office No. 408, B Wing, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar East, Mumbai-400075.

E-mail id: chothaniniraj@gmail.com Website: www.chothanifoodslimited.com

Date: 16/02/2024

**To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001**

Scrip Code:- 540681

Dear Sir/Madam,

Subject: Submission of Notice of Extra Ordinary General Meeting (EGM) of the Company

Dear Sir / Madam,

Pursuant to Regulation 30 read with Part A (Para A) of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) 2015, we are enclosing herewith a copy of Notice of Extra-Ordinary General Meeting (EGM) which is scheduled to be held on Saturday, 09th March, 2024 at 12.15 p.m. at the registered office of the Company at Office No. 408, B Wing, Damji Shamji Corporate Square, Laxmi Nagar, Ghatkopar East, Mumbai-400075.

The said Notice is being sent only through e-mails to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company i.e. www.chothanifoodslimited.com

The Company has fixed Friday, 01st March, 2024 as the "Cut-off-Date" for the purpose of determining the eligibility of the members entitled to vote. Those shareholders holding shares as on the close of business hours on Friday, 01st March, 2024 will be entitled to vote at the EGM. This is for your information and records.

Thanking you.

For Chothani Foods Limited

Digitally signed by
NEERAJ ASHOK
CHOTHANI
Date: 2024.02.16 17:41:15
+05'30'

**NEERAJ ASHOK CHOTHANI
MANAGING DIRECTOR
DIN: 06732169**

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NOTICE is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Chothani Foods Limited (“the Company”) will be held on Saturday, March 09, 2024 at 12.15 P.M at the registered office of the Company at Office No. 408, B Wing, Dhamji Shamji Corporate Square, Laxmi Nagar, Ghatkopar East, Mumbai -400075 to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1:

Issue of upto 2,00,000 (Two Lakhs) Equity Shares to certain identified non-promoter persons / entities:

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

“RESOLVED THAT pursuant to provisions of Section 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 as amended and other relevant rules made there under (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations, 2018”), the provisions of the Foreign Exchange Management Act, 1999 (“FEMA”) and rules, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), and or any other competent regulatory authority and in accordance with the uniform listing agreement entered into with the Bombay Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Bombay Stock Exchange and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s)

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constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution, the consent of members be and is hereby accorded to the Board to create, issue, offer and allot on Preferential basis up to 2,00,000 (Two Lakhs) Equity Shares of Face Value of Re. 10/- (Rupees Ten only) each at a price of Rs. 26.81/- (Rupees Twenty Six and Eighty One Paise only) ("Preferential Allotment Price") each including premium of Rs. 16.81/- (Rupees Sixteen and Eight One Paise only) each aggregating to Rs. 53,62,000/- (Rupees Fifty Three Lakhs Sixty Two Thousand only), on preferential basis ("Preferential Allotment") in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

| Sr No. | Name of the Proposed Allottees | Category | No of equity shares to be allotted |
|--------|--------------------------------|--------------|------------------------------------|
| 1 | Hemang Mahendra Shah | Non Promoter | 25000 |
| 2 | Deepak Poonamchand Modi | Non Promoter | 25000 |
| 3 | Pranav Mukesh Sumaria | Non Promoter | 25000 |
| 4 | Virchand Lakhamshi Gada | Non Promoter | 25000 |
| 5 | Dhaval Kamlesh Chothani | Non Promoter | 25000 |
| 6 | Meena Kamlesh Chothani | Non Promoter | 25000 |
| 7 | Girish Narendra Sarode | Non Promoter | 50000 |

RESOLVED FURTHER THAT pursuant to Section 42, 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable provisions of law, if any, for the time being in force in India, and SEBI ICDR Regulations, consent of the members be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the preferential issue of equity shares of the Company is determined to be 08th February, 2024, and the floor price for the preferential issue as on the aforesaid Relevant Date pursuant to Regulation 164(1) and 166A of the SEBI ICDR Regulations is Rs. 26.81 (Rupees Twenty Six and Eighty One only).

RESOLVED FURTHER THAT without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Proposed Allottees pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

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- i. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialized form.
- ii. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend and voting powers.
- iii. The Proposed Allottees shall make payment of Preferential Allotment Price from their own bank account into to the designated bank account of the Company.
- iv. The Equity Shares to be allotted to the Proposed Allottees shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- v. The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof. Provided, if any of the Proposed Allottee fails to apply within the stipulated time to the full extent of their eligibility, the Company shall allot the shares to the Proposed Allottee up to the extent of their applications received. Further, if the Proposed Allottee is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the allotment will be subject to such statutory or regulatory restrictions.
- vi. The Equity Shares to be allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- vii. The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove.
- viii. The Equity shares to be allotted will be listed and traded on the Emerge platform of the Bombay Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- ix. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of members be and is hereby accorded to record the name, address and other details of the Proposed allottees in Form PAS-5 and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any one of the Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including but without limitation to, issuing clarifications, resolving all questions or doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the proposed allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers

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herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person.

Registered Office:

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For Chothani Foods Limited

**Sd/-
Neeraj Ashok Chothani
Managing Director
(DIN: 06732169)**

Date: 16/02/2024

Place: Mumbai

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NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The duly completed and signed Proxy Form should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of Meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. Proxy form, in order to be effective, must be deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Extra Ordinary General 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 for any other person or shareholder.

- b) Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) who hold equity shares in electronic mode are requested to write the Client ID and DP ID number and those who hold equity shares in physical mode are requested to write their folio number in the attendance slip.
- c) 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.
- d) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- e) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Businesses to be transacted at the meeting is attached hereto.

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The notice of Extra Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form, are being sent by electronic mode to those Members whose email id(s) are registered with the Company/Depositories. A copy of the notice of the EGM is also available for download on the website of the Company at www.chothanifoodslimited.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

- f) Members who wish to obtain information of the Company may send their queries at least 10 days before the Extra Ordinary General Meeting to the Company Secretary at the Corporate Office of the Company.
- g) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- h) Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- i) The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, March 01, 2024. The cut-off date for the purpose of determining the eligibility of the Members to vote at the Extra Ordinary General Meeting of the Company is Friday, March 01, 2024. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Friday, March 01, 2024 only shall be entitled to Vote at Extra-Ordinary General Meeting through ballot paper. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- j) Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding equity shares as of the cut-off date i.e. Friday, March 01, 2024, may obtain the Notice of Extra-Ordinary General Meeting by sending a request to the Company / RTA.

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- k) Members who have not registered their e-mail addresses so far are requested to register their e-mail ID with RTA of the Company / Depository Participant(s) for receiving all communication including Notices, Circulars etc. from the Company electronically.
- l) The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent- Kfin Technologies Limited. The Company or its registrar will not act on any request received directly from the shareholder holding equity shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
- m) Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars etc. from the Company electronically.
- n) Non- Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
- o) All documents referred to in the Notice and Explanatory Statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered office of the Company during office hours on all working days between 11.00 a.m. to 5.00 p.m. from the date hereof up to the date of the Extra Ordinary General Meeting.
- p) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered e-mail id, bank details, NECS, mandates, nominations, power of attorney etc. to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Share Transfer Agent M/s. KFin Technologies Limited, to provide efficient and better service to the members.

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- q) The Company is exempted from conducting E-Voting vide Rule 20(2) of Companies (Management & Administration) Amendment Rule, 2015. So voting will be conducted by means of ballot paper at the Meeting.
- r) A Route Map showing the directions to reach the venue of the Extra Ordinary General Meeting is annexed with the Notice of Extra Ordinary General Meeting.
- s) The Board has appointed M/s. Sharatkumar Shetty & Associates, Peer Reviewed Practising Company Secretaries Firm (ACS: 31888 & COP: 18123), as the scrutinizer to scrutinize the voting process during the Meeting in a fair and transparent manner.
- t) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM.
- u) The Scrutinizer shall, after the conclusion of voting at the EGM, count the votes cast at the meeting and shall submit within 48 hours of the conclusion of the EGM, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him / her in writing, who shall counter sign the same and declare the result of the voting forthwith.
- v) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.chothanifoodslimited.com and on the website of BSE immediately after the declaration of result by the Chairman or a person authorized by him in writing.

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Date : 16/02/2024
Place: Mumbai

For Chothani Foods Limited
Sd/-
Neeraj Ashok Chothani
Managing Director
(DIN: 06732169)

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1:

The Board of Directors of the Company at their meeting held on Friday, February 16, 2024 have proposed to issue equity shares through preferential allotment to selected group of people as mentioned in the resolution and also in the explanatory statement. Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the "Act") and Rules made thereunder (the 'Act') and in accordance with the provisions of Chapter V of "Preferential Issue" of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended and on terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot equity shares on preferential basis to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Equity shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

A. The objects of the Preferential Issue:

The proceeds of the preferential issue will be utilized for any one or in combination with any one or more of the purposes such as:

- I. To augment the net worth of the Company and to broad base the capital structure of the company required for its business growth.
- II. To meet increased working capital requirements.
- III. To meet the long term fund requirements of the Company,
- IV. To repay the debt of the Company
- V. General corporate purpose or such other objects, as the Board may from time to time decide in the best interest of the Company.

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B. Name of the proposed allottees and the no. of equity shares proposed to be allotted to them:

| Name of the Proposed Allottees | Category/Designation | No. of Equity shares to be allotted | Total Amount (Rs. In Lacs) |
|--------------------------------|----------------------|-------------------------------------|----------------------------|
| Hemang Mahendra Shah | Non-Promoter | 25,000 | 6,70,250 |
| Deepak Poonamchand Modi | Non-Promoter | 25,000 | 6,70,250 |
| Pranav Mukesh Sumaria | Non-Promoter | 25,000 | 6,70,250 |
| Virchand Lakhamshi Gada | Non-Promoter | 25,000 | 6,70,250 |
| Dhaval Kamlesh Chothani | Non-Promoter | 25,000 | 6,70,250 |
| Meena Kamlesh Chothani | Non-Promoter | 25,000 | 6,70,250 |
| Girish Narendra Sarode | Non-Promoter | 50,000 | 13,40,500 |

C. Particulars of offer including the date of Board Meeting, kind of securities offered, maximum number of securities to be issued and the issue price:

The Board of Directors of the Company at their meeting held on Friday, February 16, 2024 proposed to issue and allot up to 2,00,000 equity shares at a price of Rs. 26.81/- (Rupees Twenty Six and Eighty One Paise only) per equity share at a premium of Rs. 16.81/- (Rupees Sixteen and Eighty One Paise only) per share aggregating to not more than Rs. 53,62,000/- (Rupees Fifty Three Lakhs Sixty Two Thousand only) to the proposed allottees.

The price of each equity share to be issued in is fixed at Rs. 26.81/- (Rupees Twenty Six and Eighty One Paise only) per equity share as determined in terms of SEBI (ICDR) Regulations on the basis of the Relevant Date.

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D. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & pricing of the preferential issue;

The Equity Shares of Company are listed on Emerge platform of Bombay Stock Exchange Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e. Thursday, February 08, 2024 and are frequently traded in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs. 26.81/- (Rupees Twenty Six and Eighty One Paise only) per Equity Share; or
- b) the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date, i.e. Rs. 21.90/- (Rupees Twenty One and Ninety Paise only) per Equity Share.
- c) We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

A Valuation Report received from Mr. Prateek Agrawal, Partner of Acuere Consultancy an Independent Registered Valuer (Reg. No. IBBI/RV/02/2022/15034) having his office at 507, Garnet Paladium, Panchbauri, Goregaon East, Mumbai- 400063 in terms of Regulation 166A of the SEBI (ICDR) Regulations has been hosted on the website of the company which can be accessed at www.chothanifoodslimited.com.

The price per Equity Share to be issued pursuant to the Preferential Issue is fixed at Rs. 26.81/- per Equity Share being not less than the price computed in accordance with Chapter V of the SEBI ICDR Regulations.

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E. Relevant date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of Equity shares is Thursday, February 08, 2024, being 30 days prior to the date of this Extra-Ordinary General Meeting (EGM) i.e. Saturday, March 09, 2024.

F. Amount which the company intends to raise by way of such securities:

Rs. 53,62,000/- (Rupees Fifty-Three Lakhs Sixty Two Thousand only)

G. Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:

No Promoter & Promoter Group / Directors / Key Managerial personnel of the Company intend to subscribe to the Equity shares under the Preferential Issue. The proposed allotment of equity shares is to be made to the proposed allottees as mentioned in the resolution who are belonging to the category other than promoters.

H. Proposed time within which the proposed preferential issue shall be completed:

The allotment of equity shares shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such last approvals or permissions.

I. Confirmations regarding willful defaulter or a fraudulent borrower/ fugitives, if any:

Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

J. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days as on the relevant date, the price computation and lock-in extensions, required

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pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

The Company shall re-compute the price of the Subscription Shares to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations if it is required to do so.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Subscription Shares to be allotted under this Preferential Issue shall continue to be locked-in till the time such amount is paid by the allottees.

K. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has made issuance and allotment of 50,00,000 warrants convertible into equity shares on preferential basis during the financial year 2023-24 at an option of warrant allottee, in one or more tranches, one Equity share of face value of Rs. 10/- each at a price of Rs. 15.57/- (Rupees Fifteen and Fifty Seven Paise only) (Preferential Allotment Price) each [including the warrant subscription price and warrant exercise price, including premium of Rs. 5.57/- (Rupees Five and Fifty Seven Paise only) per share aggregating to Rs. 7,78,50,000 (Rupees Seven Crores Seventy Eight Lakhs Fifty Thousand only) to 8 persons including promoters and non-promoter group. The said warrants have been converted to equity shares.

L. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

| Name of the Proposed Allottee | Current Status of the Proposed Allottee | Proposed Status of the Proposed Allottee post the preferential issue |
|-------------------------------|---|--|
| Hemang Mahendra Shah | Non- Promoter | Non- Promoter |
| Deepak Poonamchand Modi | Non- Promoter | Non- Promoter |
| Pranav Mukesh Sumaria | Non- Promoter | Non- Promoter |
| Virchand Lakhamshi Gada | Non- Promoter | Non- Promoter |

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| | | |
|-------------------------|---------------|---------------|
| Dhaval Kamlesh Chothani | Non- Promoter | Non- Promoter |
| Meena Kamlesh Chothani | Non- Promoter | Non- Promoter |
| Girish Marendra Sarode | Non- Promoter | Non- Promoter |

M. Valuation for consideration other than cash:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

N. Lock-in:

The Equity shares to be allotted on preferential basis shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations i.e for a period of six months from the date of trading approval.

O. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares which will be issued on preferential basis. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

P. Particulars & Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or having ultimate control):

| Sr. No. | Name of the proposed allottee(s) | Category | The identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees (*) |
|---------|----------------------------------|---------------|---|
| 1. | Hemang Mahendra Shah | Non- Promoter | NA |
| 2. | Deepak Poonamchand Modi | Non- Promoter | NA |
| 3. | Pranav Mukesh Sumaria | Non- Promoter | NA |

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| | | | |
|----|-------------------------|---------------|----|
| 4. | Virchand Lakhamshi Gada | Non- Promoter | NA |
| 5. | Dhaval Kamlesh Chothani | Non- Promoter | NA |
| 6. | Meena Kamlesh Chothani | Non- Promoter | NA |
| 7. | Girish Narendra Sarode | Non- Promoter | NA |

Q. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

| Sr. No. | Name of the Proposed Allottees | Category | Pre-Issue Holding (No. of Shares) | Pre Issue % Holding | Number of Equity shares to be allotted | Post-Issue Holding (No. of Shares) | Post Issue % Holding* |
|---------|--------------------------------|--------------|-----------------------------------|---------------------|--|------------------------------------|-----------------------|
| 1. | Hemang Mahendra Shah | Non-Promoter | - | - | 25,000 | 25,000 | 0.24% |
| 2. | Deepak Poonamchand Modi | Non-Promoter | - | - | 25,000 | 25,000 | 0.24% |
| 3. | Pranav Mukesh Sumaria | Non-Promoter | - | - | 25,000 | 25,000 | 0.24% |
| 4. | Virchand Lakhamshi Gada | Non-Promoter | - | - | 25,000 | 25,000 | 0.24% |
| 5. | Dhaval Kamlesh Chothani | Non-Promoter | - | - | 25,000 | 25,000 | 0.24% |
| 6. | Meena Kamlesh Chothani | Non-Promoter | - | - | 25,000 | 25,000 | 0.24% |

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| | | | | | | | |
|----|------------------------------|--------------|---|---|--------|--------|-------|
| 7. | Girish Narendra Sarode | Non-Promoter | - | - | 50,000 | 50,000 | 0.48% |
|----|------------------------------|--------------|---|---|--------|--------|-------|

*There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of equity shares.

R. Shareholding pattern of the issuer before and after the preferential issue:

| Sr. No. | Category of shareholding | Pre issue | | Post issue | |
|------------|--|---------------------|--------------------------|---------------------|--------------------------|
| | | Total No. of shares | % of Total No. of Shares | Total No. of shares | % of Total No. of Shares |
| (A) | Shareholding of Promoter and Promoter Group | | | | |
| 1 | Indians | | | | |
| | Individuals / Hindu Undivided Family | 11,18,450 | 21.68 | 16,18,450 | 15.62 |
| | Bodies Corporate | 13,81,550 | 26.77 | 13,81,550 | 13.34 |
| | Sub Total (A)(1) | 25,00,000 | 48.45 | 30,00,000 | 28.96 |
| 2 | Foreign | | | | |
| | Individuals (Non-Resident Individuals / Foreign Individuals) | - | - | - | - |
| | Sub Total (A)(2) | 25,00,000 | 48.45 | 30,00,000 | 28.96 |
| (B) | Public Shareholdings | | | | |
| 1 | Institutions | - | - | - | - |

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| | | | | | |
|------------|---|------------------|--------------|--------------------|--------------|
| | Sub Total (B)(1) | - | - | - | - |
| 2 | Non-Institutions | | | | |
| | Individual | | | | |
| | a) Individual shareholders holding nominal share capital up to Rs. 2 lakhs. | 8,70,000 | 16.86 | 8,70,000 | 8.40 |
| | b) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs. | 12,85,000 | 24.90 | 59,85,000 | 57.77 |
| | Any Other (Specify) | | | | |
| | a) HUF | 1,50,000 | 2.91 | 1,50,000 | 1.45 |
| | b) Bodies Corporates | 3,40,000 | 6.59 | 3,40,000 | 3.28 |
| | c) NRIs | 15,000 | 0.29 | 15,000 | 0.14 |
| | d) Clearing members | - | - | - | - |
| | e) Directors or Directors relatives | - | - | - | - |
| | Sub Total (B)(2) | 26,60,000 | 51.55 | 73,60,000 | 71.04 |
| | Total Public Shareholding (B)= (B)(1)+(B)(2) | 26,60,000 | 51.55 | 73,60,000 | 71.04 |
| (C) | Shares held by Custodians and against which depository Receipts have been issued | - | - | - | - |
| | Sub-Total (C) | - | - | - | - |
| | Grand Total (A+B+C) | 51,60,000 | 100 | 1,03,60,000 | 100 |

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Notes:

- 1) The Pre Issue Shareholding Patterns is based on benpos as on Friday, February 09, 2024.
- 2) In order to keep total % of shareholding as 100%, the % of each category has been rounded off in the best possible manner.
- 3) The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of warrants which has been converted to equity shares and assuming equity shares to be allotted under the present issue.
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

S. Certificate of Practising Company Secretary:

The Company has obtained the certificate from Mr. Sharatkumar K Shetty, Proprietor of M/s. Sharatkumar Shetty & Associates, Peer Reviewed Practising Company Secretary Firm, having their office at Mumbai, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations. The certificate shall be made available online for inspection to the Members at the Meeting and is made available on the website of the Company at www.chothanifoodslimited.com

T. Principal terms of assets charged as securities:

Not applicable.

U. Material Terms of the Issue:

The material terms of the proposed preferential issue of the equity shares are provided in the special resolution as set out at Item No. 1 of this notice.

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V. Other disclosures:

- a) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI (ICDR) Regulations.
- b) The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- c) The proposed allottees have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities and they shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).
- d) The Company does not have any outstanding dues towards SEBI, the Stock Exchange or the depositories.
- e) The Company is in compliance with continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot equity shares as specifically described in the resolution set out at Item No. 1 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the accompanying notice for approval by the Members.

None of the Directors, Key Managerial Personnel and their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution.

Registered Office:
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Laxmi Nagar, Ghatkopar East, Mumbai – 400075

Date : 16/02/2024

Place: Mumbai

For Chothani Foods Limited
Sd/-
Neeraj Ashok Chothani
Managing Director
(DIN: 06732169)

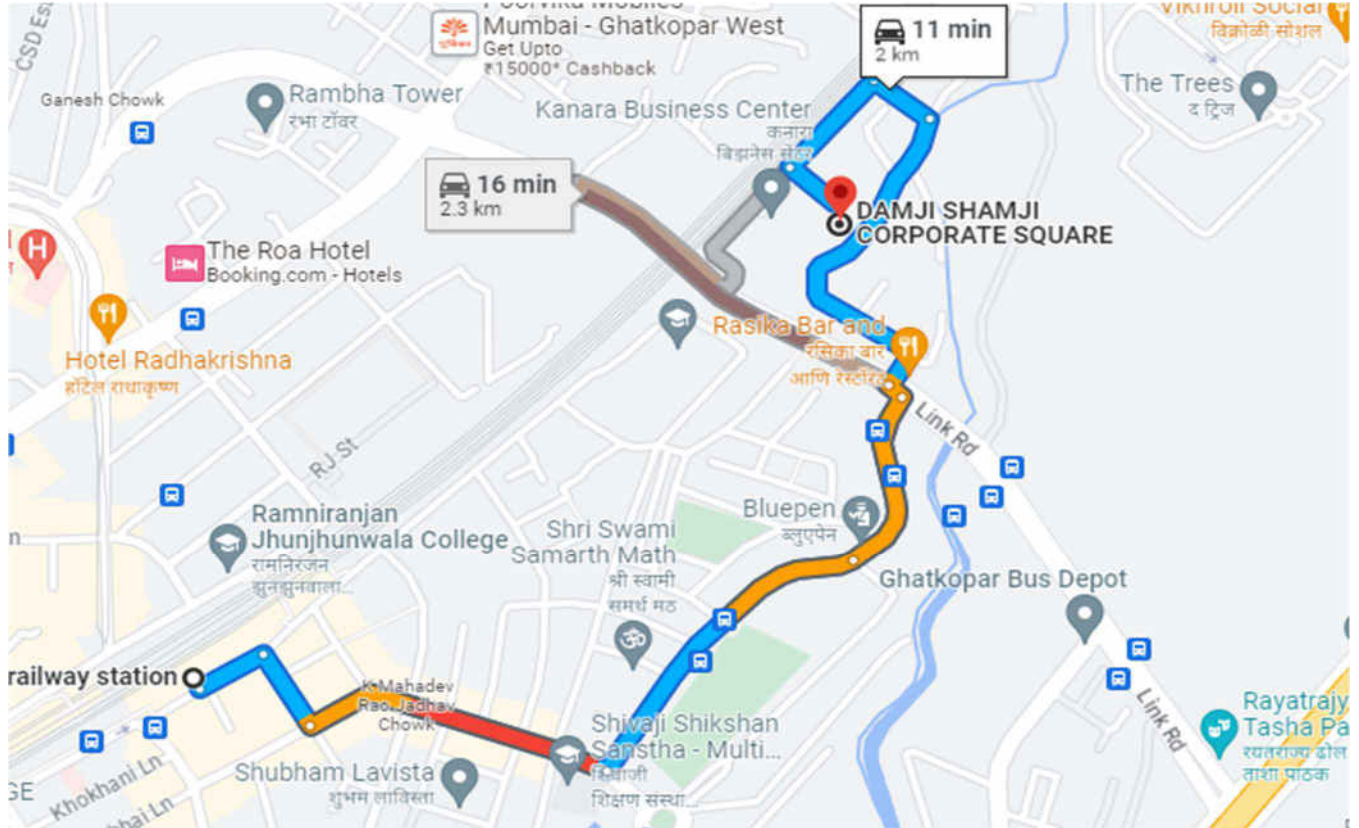
CHOTHANI FOODS LIMITED

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With reference to SS-2, for the easy convenience of recipients of notice, Route map to the venue of Extra-Ordinary General Meeting of the Company is as under



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Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014-Form No. MGT-11]

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Regd. Office: OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR,
GHATKOPAR EAST, MUMBAI 400075

Phone: +91-22-25006871 / 25006871 E-mail: ashokmasalamart@gmail.com;
Website:www.chothanifoodslimited.com

| | |
|------------------------|--|
| Name of the Member(s): | |
| Registered Address: | |
| Email 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:
E-Mail ID:
Signature : _____ or failing him/her;
2. Name:
Address:
E-Mail ID:
Signature : _____ or failing him/her;
3. Name:
Address:
E-Mail ID:
Signature : _____.

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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 Saturday, March 09, 2024 at 12.15 p.m. at OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST, MUMBAI 400075 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolutions | Vote | |
|---------|---|------|---------|
| | | For | Against |
| 1. | Issue of up to 2,00,000 (Two Lakhs) equity shares to certain identified non-promoter persons / entities (Special Resolution) | | |

Signed this _____ day of _____, 2024

Please affix
Re.1 Revenue
Stamp and Sign

Signature of the Shareholder _____

Signature of 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 (forty-eight) hours before the commencement of the meeting.

(2) A Proxy need not be a member of the Company. A person can act as a proxy on behalf of a member or members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

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Phone: +91-22-25006871 / 25006871 E-mail : ashokmasalamart@gmail.com;

Website:www.chothanifoodslimited.com

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA-ORDINARY GENERAL MEETING HELD ON SATURDAY, MARCH 09, 2024 AT OFFICE NO. 408, B WING, DHAMJI SHAMJI CORPORATE SQUARE, LAXMI NAGAR, GHATKOPAR EAST, MUMBAI 400075 AT 12.15 P.M.

Folio No. _____ DP ID: _____ Client ID No. _____

Name of the Member: _____ Signature: _____

Name of the Proxy holder: _____ Signature : _____

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company being held on Saturday, March 09, 2024 at Office No. 408, B Wing, Dhamji Shamji Corporate Square, Laxmi Nagar, Ghatkopar East, Mumbai 400075 IN at 12.15 P.M.

(Signature of Shareholder/Proxy/Authorised Representative)

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GHATKOPAR EAST, MUMBAI 400075

BALLOT PAPER

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

Extra Ordinary General Meeting

| | | | |
|----|---|---|--|
| 1. | Name(s) of Shareholder(s) (in block letters) including joint holders, (if any). | : | |
| 2. | Registered Folio No. / DP ID No. / Client ID No. | : | |
| 3. | Address | : | |
| 4. | No. of Equity Shares held | : | |

I/We hereby exercise my/ our vote in respect of the Special Resolution enumerated below and as set out in the Notice of Extra Ordinary General Meeting (EGM) of the Company scheduled on Saturday, 09th March, 2024 by recording my/our assent or dissent to the said resolution by

placing tick (v) mark in the appropriate box below:

| Agenda Item No. | Description of Resolution | I/We assent to the resolution (Vote in Favour) | I/We dissent to the resolution (Vote against) |
|-----------------|--|--|---|
| | | Place the tick (Place the tick [v] mark) | |
| 1. | Issue of upto 2,00,000 (Two Lakhs) equity shares to certain identified non-promoter persons / entities (Special Resolution) | | |

Place:

Date:

Signature of the Member/Authorised Representative

Note: Please read the instructions given below carefully before exercising your vote.

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INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided in the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (v) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website within two days of the passing of the Resolution at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.