

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1ST/2024-25 EXTRA-ORDINARY GENERAL MEETING ("EGM") OF CHATHA FOODS LIMITED WILL BE HELD ON MONDAY, JANUARY 06 2025 AT 03:30 P.M.(IST), THROUGH VIDEO CONFERENCING ('VC')/ OTHER AUDIO-VISUAL MEANS ('OAVM'), TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO NON PROMOTERS AS WELL AS THE PERSONS WHO ARE NOT THE SHAREHOLDERS OF THE COMPANY AND PROMOTER & PROMOTER GROUP OF THE COMPANY:

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

"RESOLVED THAT pursuant to Sections 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the '**Act**') read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s), or variation(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the '**SEBI ICDR Regulations**'), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the '**SAST Regulations**'), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the '**PIT Regulations**'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), Foreign Exchange Management Act, 1999 ('**FEMA**'), and any other rule(s) / regulation(s) / circular(s), notification(s) / guideline(s) / order(s), if any, prescribed by the Securities and Exchange Board of India ('**SEBI**'), Reserve Bank of India ('**RBI**'), Ministry of Finance ('**MOF**'), Ministry of Corporate Affairs ('**MCA**'), and BSE Limited ('**BSE**' / '**Stock Exchange**') where the shares of the Company are listed and/or any other statutory / government / regulatory authority; and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), any other applicable laws made under any of the above mentioned statutes in the form of any other rule(s), regulation(s), circular(s), notification(s), order(s) etc., and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; memorandum and articles of

association of the Company; and subject to the approval(s), consent(s), permission(s), sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), sanction(s), and which may be agreed to by the Board of Directors of the Company (the 'Board', which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the Members of the Company be and is hereby accorded to issue and allot

- (a) 15,85,000 (Fifteen Lakh and Eight Five thousand) Equity Shares of the Company of the face value of ₹10/- (Rupees Ten Only) each fully paid up ('**Equity Shares**') for cash consideration on a preferential basis to Non-Promoters, listed below (Equity Shareholder(s)/ Proposed Allottee(s), at a price of ₹127/- (including premium of ₹117/-) ('**Issue Price**') per Equity Share for a consideration of ₹20,12,95,000/- (Rupees Twenty Crore Twelve Lakh Ninety-Five Thousand Only) and
- (b) 1,19,000 (One Lakh Nineteen Thousand) fully convertible warrants ('**Warrant(s)**') and each warrant is convertible into one equity share of face value of ₹10/- (Rupees Ten Only) each fully paid-up ('**Equity Share**') of the Company, at any time within 18 (eighteen) months from the date of allotment of the Warrants as per the SEBI ICDR Regulations, at a price (including the warrant Subscription price and the Warrant Exercise Price) of ₹127/- (Rupees One Hundred Twenty-Seven only) per warrant (including premium of ₹117/- per warrant) ('**Warrant Issue Price**') for cash consideration aggregating to ₹1,51,13,000/- (Rupees One crore Fifty One Lakh and Thirteen Thousand Only) on preferential basis to Promoter and Promoter Group, listed below ('**Warrant Holder(s)**' / '**Proposed Allottee(s)**'), with the upfront payment of Warrant Subscription Price of ₹31.75/- (Rupees Thirty-one decimal point seven five Only) for each Warrant aggregating to ₹ 37,78,250/- (Rupees Thirty Seven Lakh Seventy Eight Thousand Two Hundred Fifty Only) which is equivalent to 25% (twenty-five percent) of the total consideration, entitling the Warrant Holder(s) to seek conversion of Warrant(s) in one or more tranches, within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, upon the payment of Warrant Exercise Price of ₹95.25/- (Rupees Ninety-Five decimal point two five only), equivalent to 75% (Seventy five per cent) of the Warrant Issue Price ('**Warrant Exercise Price**'), and be allotted one fully paid-up Equity Share of the Company of face value of ₹10/- each at a price of ₹ 127/- per share (including premium of ₹117/- per share), against each Warrant, with the amount paid against each Warrant be adjusted against the issue price for the resultant Equity Share, in such manner and upon such terms and conditions as set out herein and in the explanatory statement to this Notice, or other applicable provisions of the law as may be prevailing at the time and / or as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

Sr. No.	Name of Proposed Allottees	Category	Type of Securities	Proposed No. of Equity Shares / Warrants
1.	Negen Undiscovered Value Fund	Non-Promoter/ Non-Promoter Group i.e. Public (HNI / AIF /	Equity Share	4,73,000
2.	Amrutha Bang		Equity Share	32,000
3.	Rekha Bang		Equity Share	32,000
4.	Shradha Bang		Equity Share	32,000

5.	Siddharth Bang	Foreign Portfolio Investors etc.)	Equity Share	32,000
6.	Sudarshan Bang		Equity Share	32,000
7.	Odyssey Corporation Limited		Equity Share	1,58,000
8.	Sandeep Singh		Equity Share	80,000
9.	KAAA Infra and Financial Services LLP		Equity Share	1,58,000
10.	Kedar Ramesh Deshpande		Equity Share	80,000
11.	Aurum SME Trust I		Equity Share	80,000
12.	Mukesh Kumar Singh		Equity Share	40,000
13.	Al Maha Investment Fund PCC - Onyx Strategy		Equity Share	1,58,000
14.	Satya Pal Gulati		Equity Share	40,000
15.	Swyom India Alpha Fund	Equity Share	1,58,000	
TOTAL EQUITY SHARES				15,85,000
16.	Iqbal Singh Chatha	Promoter / Promoter Group	Warrant	79,000
17.	Gurcharan Singh Gosal	Promoter / Promoter Group	Warrant	40,000
TOTAL WARRANTS				1,19,000

RESOLVED FURTHER THAT, the “Relevant Date” as per the provisions of Chapter V of the SEBI ICDR Regulations for the determination of the issue price for the Equity Shares and the Warrants proposed to be allotted to the above mentioned allottee(s) is Saturday, December 07, 2024, being 30 (thirty) days prior to the date of ensuing Extra-Ordinary General Meeting proposed to be held on Monday, January 06, 2025.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolutions, the Equity Shares shall be subject to the terms and conditions as prescribed under the applicable laws, including but not limited to the following:

- (a) the Equity Shares to be offered, issued and allotted shall be subject to the provisions of the Act and the ICDR Regulations;
- (b) 100% of the consideration for the Equity Shares shall be received from the Proposed Subscriber on or before the date of allotment thereof;
- (c) the consideration for allotment of Equity Shares shall be received from the bank account of the Proposed Subscriber;
- (d) the Equity Shares shall be subject to the applicable laws as well as the memorandum of association and articles of the association of the Company and shall rank pari passu in all respects with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company;
- (e) the Equity Shares to be allotted to the Proposed Subscribers shall be under lock-in as prescribed under the applicable provisions of the ICDR Regulations;
- (f) the Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution. Notwithstanding the foregoing, if the allotment of the Equity Shares

is subject to the receipt of any approval from any regulatory/statutory authority for such allotment including the in-principle approval of the Stock Exchanges, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval;

- (g) the Company shall procure the listing and trading approvals for the Equity Shares to be allotted to the Proposed Subscriber from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations; and
- (h) the allotment of Equity Shares shall be made in dematerialized form.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolutions, the issue and allotment of the Warrants to the Proposed Subscriber(s) shall be on the following terms and conditions as prescribed under applicable laws:

- (a) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (b) The conversion of Warrants into equity shares of the Company is to be done, in one or more tranches, before the expiry of 18 (eighteen) months from the date of allotment of Warrants in terms of SEBI ICDR Regulations.
- (c) An amount equivalent to 25% of the Warrant Issue Price (i.e. Warrant Subscription Price) shall be payable against each Warrant at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price (i.e. Warrant Exercise Price) shall be payable by the Warrant holder(s) against each Warrant at the time of allotment of fully paid up Equity Share, pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (d) Warrants being allotted to the Proposed Allottees(s), and the equity shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as prescribed under SEBI ICDR Regulations.
- (e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or regulatory authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or permission or within such further period(s) as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or regulatory authorities etc.
- (f) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in as provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under.
- (g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants, shall be paid to the Company from the bank account of the Proposed Allottees.
- (h) The Warrants itself, until converted into Equity Shares, do not give to the Warrant Holder(s)

any voting rights in the Company in respect of such Warrants. However, Warrant holders shall be entitled to any corporate action such as bonus shares, right issue, split or consolidation of shares etc. announced by the Company. The price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, in terms of Regulation 166 of the SEBI ICDR Regulations. 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 Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder(s).

- (i) In the event the Warrant Holder(s) do not exercise Warrants within the warrant exercise period, the Warrants shall lapse, and the amount paid (i.e. Warrant Subscription Price) shall stand forfeited by the Company.
- (j) The right attached to the Warrants may be exercised by the Warrant holder(s), in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the Warrant Exercise Price by the Warrant holder(s) to the designated bank account of the Company.
- (k) Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- (l) The equity shares to be allotted on exercise of the Warrants, shall be in dematerialized form, fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (m) The equity shares to be allotted pursuant to exercise of Warrants shall be listed and traded on BSE Limited subject to receipt of requisite permission(s), sanction(s) and approval(s).
- (n) The Warrant holder(s) shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant holder(s).
- (o) The Warrant Holder(s) shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.

RESOLVED FURTHER THAT the members do and hereby take note of the Certificate issued by Practicing Company Secretary as per Regulation 163(2) of the ICDR Regulations, certifying that the Proposed Investment is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT subject to the provisions of the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve the terms and conditions of the issuance of the Equity Shares and the Warrants and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may, in its sole and absolute discretion,

deem fit and expedient.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Equity Shares and Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel of the Company, be and are hereby jointly / severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- (a) to issue and allot such number of Warrants and equity shares as may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- (b) to negotiate, finalize and execute all necessary agreements/ documents/ form filings / applications to give effect to the above resolution, including to make applications to applicable regulatory authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Equity Shares and Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares and to be allotted upon conversion of the Warrants, applications to the government authorities including but not limited to the Ministry of Corporate Affairs for obtaining approval for the issuance and allotment of Equity Shares and Warrants pursuant to applicable laws, if required, or filing of forms with RBI on allotment of securities as per the applicable FEMA rules/regulations/directions;
- (c) to vary, modify or alter any of the terms and conditions, attached to the Equity Shares and Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares and Warrants;
- (d) to resolve and settle any matter, question, difficulty or doubt that may arise with regard to the issuance and allotment of Equity Shares and Warrants and the Equity Shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (e) to issue clarifications on the offer, issue and allotment of the equity shares and equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares and equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the Listing Regulations, and other applicable guidelines, rules and regulations;
- (f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the equity shares and Warrants and the equity shares to be allotted pursuant to the conversion of Warrants);

(g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the Listing Regulations and to 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, any one of the Directors of the Company and the Company Secretary be and are hereby severally authorized to send the necessary intimations to the Stock Exchanges in relation to this resolution, as may be required under the Listing Regulations, to make necessary filings with the Registrar of Companies, the Stock Exchange and regulatory authorities, to execute any deeds and documents for an on behalf of the Company and represent the Company before any governmental authorities and to appoint other professional advisors, consultants and legal advisors to give effect to this resolution, and to do all such acts, deeds and things incidental for signing and filing of forms, payment of fees etc. and to do all such other acts, things and deeds, as may be required for the aforesaid purpose or other services as that may be necessary to give effect to the above resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolution, including making necessary filings with the Stock Exchanges and regulatory authorities and execution of any deeds and documents for and on behalf of the Company and to represent the Company before any governmental authorities or Stock Exchange and to appoint any merchant bankers or other professional advisors, consultants and legal advisors, to give effect to the aforesaid resolution.”

By order of the Board of Directors
For Chatha Foods Limited

Place: Mohali

Date: 14.12.2024

**Sd/
Priyanka Oberoi
Company Secretary & Compliance Officer
Membership No. 32400**

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022, and September 19, 2024 (collectively referred to as 'MCA Circulars'), permitted convening EGM through VC or OAVM, without physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act'), circulars issued by Securities and Exchange Board of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this EGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the corporate office of the Company.
2. An Explanatory Statement pursuant to Section 102 of the Act, which sets out the details relating to the Special Business to be transacted at the EGM, is annexed hereto.
3. Pursuant to MCA Circulars, since this EGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 113 of the Act, Corporate/Institutional members intending to appoint their authorized representative(s) to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send (in advance), scanned copy (PDF/JPG Format) of a duly certified copy of the relevant Board Resolution/Letter of Authority/ Power of Attorney, together with the respective specimen signatures of those representative(s), to the Scrutinizer through e-mail to cs@cfpl.net.in, with a copy marked to cskarank@gmail.com
5. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address to receive all communication from the Company electronically.
6. Inspection: All the relevant documents, referred to in this Notice and other statutory register shall be open for inspection by the Members online during the EGM through VC/OAVM.
7. Submission of questions or queries prior to EGM/ Registration of Speakers: Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number **in advance at least 10 days prior to meeting** at cs@cfpl.net.in. Such questions shall be taken up during the meeting or replied by the Company suitably. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the EGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM.
8. In accordance with the MCA circulars and SEBI circular dated October 7, 2023, the Notice of EGM is being sent only through the electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent ('RTA'), or the Depository Participant(s). The Company will not be dispatching physical copies of the Notice of EGM to any Member. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with RTA, by following due procedure.

9. A copy of the Notice of this EGM is available on the Company's website at <https://www.cfpl.net.in/>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and also on the website of Central Depository Services (India) Limited (CDSL) at <https://www.cdslindia.com>
10. Members are requested to notify immediately about any change in their postal address/E-mail address/dividend mandate/ bank details to their Depository Participant (DP) in respect of their shareholding in DEMAT mode and in respect of their physical shareholding to the Company's RTA, viz. Skyline Financial Services Private Ltd having its office at **D-153 A | Ist Floor | Okhla Industrial Area, Phase - I, New Delhi-110 020** or E-Mail at info@skylinerta.com
11. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the RTA.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/e-mail id or staying abroad or demise of any members 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 Participants and holdings should be verified.
13. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio. Members who hold shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
14. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).
15. Since the EGM will be held through VC/OAVM Facility, the Route Map of Venue is not annexed to this Notice.

General instructions for accessing and participating in the EGM through VC/OAVM Facility and Voting through electronic means including remote e-Voting

16. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Committees of the Board, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the EGM through VC/OAVM and vote thereat.

17. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, and the MCA Circulars and Secretarial Standard- 2 issued by Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by **Central Depository Services (India) Limited (CDSL)**
19. The remote E-voting period for item of business contained in this notice of EGM shall commence from **Friday, January 03, 2025 at 9:00 a.m. (IST)** and will end on **Sunday, January 05, 2025 at 5:00 p.m. (IST)**. The E-Voting module shall be disabled by **Central Depository Services (India) Limited (CDSL)**, for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
20. The cut-off date for determining the eligibility of shareholders to exercise remote E-voting rights and attendance at EGM is **Tuesday, December 31, 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 above-mentioned cut-off date, shall be entitled to avail the facility of remote E-voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
21. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolution through remote E-voting and are otherwise not barred from doing so, shall be eligible to vote through E-voting system during the EGM.
22. The Members who have cast their vote by remote E-voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for E-voting before casting their vote.
23. At the EGM, the Chairperson of the meeting shall after discussion on the resolution on which voting is to be held, allow voting by electronic means to all those members who are present at the meeting but have not casted their votes by availing the remote E-voting facility. The Board of Directors of your Company have appointed **Mr. Karan Kakkar, Practicing Company Secretary (CP No. 24666)** of M/s Karan Kakkar & Associates , Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process and voting through E-voting system at the EGM in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote E-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson, or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines.

25. The results declared along with the Scrutinizer's report shall be placed on the website of the Company and shall also be communicated to the Stock Exchange. The Resolution, if approved, shall be deemed to be passed, on the date of EGM.

26. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday, 03 January, 2025 at 09:00 a.m. (IST)** and ends on **Sunday, 05 January, 2025 at 05:00 p.m. (IST)** During this period shareholders' of the Company, holding shares in dematerialized form, as on the cut-off date (record date) **31st December, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to

update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.

	<p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(ii) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

(DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the “**CHATHA FOODS LIMITED**” on which you choose to vote.
- (vii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@cfpl.net.in , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in

their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th

Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

ITEM NO. 1 ISSUE OF EQUITY SHARES AND FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO NON PROMOTERS AS WELL AS THE PERSONS WHO ARE NOT THE SHAREHOLDERS OF THE COMPANY AND PROMOTER & PROMOTER GROUP OF THE COMPANY:

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Sections 23, 42 and 62 of the Companies Act, 2013, to issue and allot on Preferential basis 15,85,000 (Fifteen Lakh and Eighty Five Thousand) Equity Shares at issue price of ₹127/- (Rupees One hundred and twenty seven Only) aggregating to ₹20,12,95,000/- (Rupees Twenty Crore Twelve Lakh Ninety-Five Thousand Only) to Non-Promoters and issue 1,19,000 (One Lakh Nineteen Thousand) fully convertible warrants ('Warrant(s)') and each warrant is convertible into one equity share of face value of ₹10/- (Rupees Ten Only) each fully paid-up ('Equity Share') of the Company, at any time within 18 (eighteen) months from the date of allotment of the Warrants as per the SEBI ICDR Regulations, at a price (including the warrant Subscription price and the Warrant Exercise Price) of ₹127/- (Rupees One Hundred Twenty-Seven only) per warrant (including premium of ₹117/- per warrant) aggregating to ₹1,51,13,000/- (Rupees One crore Fifty One Lakh and Thirteen Thousand Only) to Promoter and Promoter Group, with the upfront payment of Warrant Subscription Price of ₹31.75/- (Rupees Thirty-one decimal point seven five Only) for each Warrant aggregating to ₹ 37,78,250/- (Rupees Thirty Seven Lakh Seventy Eight Thousand Two Hundred Fifty Only) which is equivalent to 25% (twenty-five percent) of the total consideration, entitling the Warrant Holder(s) to seek conversion of Warrant(s) in one or more tranches, within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, upon the payment of Warrant Exercise Price of ₹95.25/- (Rupees Ninety-Five decimal point two five only), equivalent to 75% (Seventy five per cent) of the Warrant Issue Price ('Warrant Exercise Price'), and be allotted one fully paid-up Equity Share of the Company of face value of ₹10/- each at a price of ₹ 127/- per share (including premium of ₹117/- per share), against each Warrant, with the amount paid against each Warrant be adjusted against the issue price for the resultant Equity Share.

The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations and applicable provisions of Companies Act, 2013 (the 'Act'). The said proposal has been considered and approved by the Board of Directors (hereinafter called the 'Board') in its meeting held on December 14, 2024.

The approval of the members of the Company is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Particulars of the offer including date of passing of Board resolution, kind of Securities

offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Equity Share/ Warrant Issue Price.

The Board at its meeting held on December 14, 2024, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of 15,85,000 (Fifteen Lakh and Eighty Five Thousand) Equity Shares at a Price of ₹127/- (Rupees One Hundred Twenty-seven Only) per equity share (including Premium of ₹117/- per equity share) at an aggregate consideration ₹20,12,95,000/- (Rupees Twenty Crore Twelve Lakh Ninety-Five Thousand Only) to Non-Promoter / Non Promoter group entities i.e. Public Category and 1,19,000 Warrants, at a Price of ₹127/- (Rupees One Hundred Twenty-seven Only) per Warrant (including Premium of ₹117/- per Warrant) at an aggregate consideration ₹1,51,13,000/- (Rupees One crore Fifty One Lakh and Thirteen Thousand Only), for cash, by way of a preferential basis to Promoter / Promoter Group.

II. Basis on which the price has been arrived at and justification for the price (including premium, if any);

The Equity Shares of the Company are listed on SME Platform of BSE Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and Stock Exchange (viz. BSE) with higher trading volumes for the preceding tenth trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, in terms of Regulation 164(1) of the SEBI ICDR Regulations, 2018, a minimum issue price of the Equity Shares/ Warrants in preferential issues has to be calculated as:

- (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date;

whichever is higher.

In terms of the aforesaid provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity shares and Warrants may be issued, computes to ₹126.12 per Warrant or Equity Share.

Further, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares/ warrants to be issued on preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company, to the allottees, hence in terms of Regulation 166A of SEBI ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price of the security. The price determined through Valuation report of Mr. Murli Chandak (Registered Valuer Entity), Securities or Financial Assets, Reg No.-IBBI/RV/07/2021/14408, is 126.12/- per Warrant or Equity Share.

In view of the above, the Board decided to issue and allot these securities on preferential basis

to the Proposed Allottees at ₹127/- (Rupees One Hundred Twenty-Seven Only) per Equity share and Warrant fully convertible or exchangeable for one fully paid-up Equity Share of the Company, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

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

The Company intends to raise an aggregate amount of ₹21,64,08,000/- (Rupees Twenty-One Crore Sixty-Four Lakh Eight Thousand Only) for cash through this Preferential issue of which ₹20,12,95,000/- (Rupees Twenty Crore Twelve Lakh Ninety-Five Thousand Only) through issue of Equity Shares and ₹1,51,13,000/- (Rupees One crore Fifty-One Lakh and Thirteen Thousand Only) through issue of fully convertible warrants.

IV. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the 'Relevant Date', for the purpose of determining the minimum issue price of the Equity Shares and Warrants proposed to be allotted to the above mentioned allottees is December 07, 2024 i.e. being the date, which is 30 days prior to date of this EGM Date i.e. January 06, 2025 (to consider the proposed Preferential Issue), calculated in a manner specified in SEBI ICDR Regulations.

V. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the Preferential Issue ('Issue Proceeds') towards the following objects:

- Capital contribution towards joint venture for Ultimate utilisation to setting up a processing unit
- General corporate purpose, as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

VI. Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilised from Preferential Issue proceeds* (₹ in crore)	Total timelines for utilisation of Preferential Issue proceeds from the date of receipt of funds
1.	Capital contribution towards joint venture for Ultimate utilisation to setting up a processing unit	20.00	Within 6 months from the receipt of funds
2.	General corporate purpose	1.64	
TOTAL		21.64	

**considering 100% conversion of Warrants into equity shares.*

In terms of applicable Stock Exchange Circulars, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

VII. Monitoring of Utilization of Funds

Since Issue size is less than ₹100 crores, the company is not required to appoint monitoring agency for monitoring the utilization of Net Proceeds.

VIII. Name and address of valuer who performed valuation

Name: Mr. Murli Chandak (Registered Valuer Entity), Securities or Financial Assets.
Reg No. **IBBI/RV/07/2021/14408**
Address: 205, Ashwmegh Avenue, Mithakhali ,
Near Helmet House Navrangpura ,
Ahmadabad - 380009, Gujarat.

IX. Principal terms of Assets charged as securities

There are no assets of the Company charged for the proposed issue.

X. Material terms of raising such securities

- (a) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (b) The Equity Shares shall be pari passu in all respects with the existing fully paid-up equity shares of face value of Rs 10/- (Rupees Ten only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.
- (c) The conversion of Warrants into equity shares of the Company is to be done, in one or more tranches, before the expiry of 18 (eighteen) months from the date of allotment of Warrants in terms of SEBI ICDR Regulations.
- (d) An amount equivalent to 25% of the Warrant Issue Price (i.e. Warrant Subscription Price) shall be payable against each Warrant at the time of subscription and allotment of each

Warrant and the balance 75% of the Warrant Issue Price (i.e. Warrant Exercise Price) shall be payable by the Warrant holder(s) against each Warrant at the time of allotment of fully paid up Equity Share, pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

- (e) Equity Shares and Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as prescribed under SEBI ICDR Regulations
- (f) Equity Shares and Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or regulatory authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or permission or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or regulatory authorities etc.
- (g) Equity Shares and Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted there under. Warrants being allotted to the Proposed Allottees, and the equity shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as prescribed under SEBI ICDR Regulations.
- (h) The consideration for allotment of Equity Shares, Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottees.
- (i) The Warrants itself, until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants. However, Warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company. The price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, in terms of Regulation 166 of the SEBI ICDR Regulations. 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 Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder(s).
- (j) In the event the Warrant Holder(s) do not exercise Warrants within the warrant exercise period, the Warrants shall lapse, and the amount paid (i.e. Warrant Subscription Price) shall stand forfeited by the Company.
- (k) The right attached to the Warrants may be exercised by the Warrant holder(s), in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date'). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice,

subject to receipt of the Warrant Exercise Price by the Warrant holder(s) to the designated bank account of the Company.

- (l) Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- (m) The equity shares to be allotted on exercise of the Warrants, shall be in dematerialized form, fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (n) The equity shares and the equity shares to be allotted pursuant to exercise of Warrants shall be listed and traded on BSE subject to receipt of requisite permission(s), sanction(s) and approval(s).
- (o) The Warrant holder(s) shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant holder(s).
- (p) The Warrant Holder(s) shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.

XI. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

XII. The intent of the Promoters, Directors or Key Management Personnel or Senior Management of the issuer to subscribe to the offer:

Except as disclosed above, none of the Promoters or other members of the Promoter Group or the directors or the key managerial personnel of the Company propose to subscribe to the Equity Shares or the Warrants.

XIII. The Shareholding Pattern of the issuer before and after the preferential issue.

Sr. No	Category of Shareholders	Pre-Preferential Issue		Preferential Issue		Post-Preferential Issue (Proposed)^	
		No. of Equity Shares	%	Equity Shares	Fully Convertible warrants	No. of Equity Shares	%
A	Promoter and Promoter Group	1,34,55,068	59.81%	0	119000	1,35,74,068	56.09%
	<i>Paramjit Singh Chatha</i>	42,47,695	18.88%	0	0	42,47,695	17.55%
	<i>Gurcharan Singh Gosal</i>	41,39,013	18.40%	0	40,000	41,79,013	17.27%
	<i>Gurpreet Chatha</i>	34,72,277	15.43%	0	0	34,72,277	14.35%
	<i>Iqbal Singh Chatha</i>	7,79,838	3.47%	0	79,000	8,58,838	3.55%
	<i>Anmoldeep Singh</i>	4,87,200	2.17%	0	0	4,87,200	2.01%

	<i>Namrata Kaur Gurm</i>	2,59,597	1.15%	0	0	2,59,597	1.07%
	<i>Irina Chatha</i>	69,448	0.31%	0	0	69,448	0.29%
B	Public	90,41,811	40.19%	15,85,000	0	1,06,26,811	43.91%
B1	Institutions (Domestic)	27,30,488	12.14%	7,11,000	-	34,41,488	14.22%
	<i>Aurum SME Trust I</i>	3,90,000	1.73%	80,000	0	4,70,000	1.94%
	<i>Negen Undiscovered Value Fund</i>	22,37,488	9.95%	4,73,000	0	27,10,488	11.20%
	<i>Swyom India Alpha Fund</i>	0	0.00%	158000	0	1,58,000	0.65%
B2	Institutions (Foreign)	5,34,000	2.37%	158000	0	6,92,000	2.86%
	<i>Nova Global Opportunities Fund PCC – Touchstone</i>	5,34,000	2.37%	0	0	5,34,000	2.21%
	<i>Al Maha Investment Fund PCC - Onyx Strategy</i>	0	0.00%	1,58,000	0	1,58,000	0.65%
B3	Central Government/ State Government(s)/ President of India	0	-	0	0	0	0.00%
B4	Non-Institutions	57,77,323		7,16,000	0	64,93,323	26.83%
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	22,91,000	10.18%	0	0	22,91,000	9.47%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	8,68,000	3.86%	4,00,000	0	12,68,000	5.24%
	<i>Amrutha Bang</i>	0	0.00%	32,000	0	32,000	0.13%
	<i>Rekha Bang</i>	0	0.00%	32,000	0	32,000	0.13%
	<i>Shradha Bang</i>	0	0.00%	32,000	0	32,000	0.13%
	<i>Siddharth Bang</i>	0	0.00%	32,000	0	32,000	0.13%
	<i>Sudarshan Bang</i>	0	0.00%	32,000	0	32,000	0.13%
	<i>Sandeep Singh</i>	0	0.00%	80,000	0	80,000	0.33%
	<i>Kedar Ramesh Deshpande</i>	4,000	0.02%	80,000	0	84,000	0.35%
	<i>Mukesh Kumar Singh</i>	0	0.00%	40,000	0	40,000	0.17%
	<i>Satya Pal Gulati</i>	0	0.00%	40,000	0	40,000	0.17%
	Non-Resident Indians	16,22,323	7.21%	0	0	16,22,323	6.70%
	<i>Gursimar Singh Chatha</i>	13,22,789	5.88%	0	0	13,22,789	5.47%
	Bodies Corporate	7,68,000	3.41%	316000	0	10,84,000	4.48%
	<i>Viney Equity Market LLP</i>	2,50,000	1.11%	0	0	2,50,000	1.03%
	<i>Frigerio Conserva Allana Private Limited</i>	3,84,000	1.71%	0	0	3,84,000	1.59%
	<i>Alacrity Securities Limited</i>	4,54,000	2.02%	0	0	4,54,000	1.88%
	<i>Odyssey Corporation Limited</i>	0	0.00%	1,58,000	0	1,58,000	0.65%
	<i>KAAA Infra and Financial Services LLP</i>	0	0.00%	1,58,000	0	1,58,000	0.65%
	Others	2,28,000	1.01%	0	0	2,28,000	0.94%
GRAND TOTAL(A+B)		2,24,96,879	100.00%	15,85,000	1,19,000	2,42,00,879	100.00%

Notes:

Pre issue shareholding reflects shareholding of the Company as on December 06, 2024.

^The shareholding of the Proposed Subscriber(s) post exercise of Warrants as shown is calculated assuming full exercise of the Warrants and consequent allotment of Equity Shares to the Proposed Subscriber and assuming no increase or decrease in total share capital of the Company has occurred in the interim of the subscription to the Warrants and their conversion into Equity Shares.

XIV. Proposed time limit within which the allotment shall be completed:

In terms of SEBI ICDR Regulations, the preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock exchange(s) or other concerned authorities. Upon exercise of the option to convert the Warrants within the tenure specified, the Company shall ensure that the allotment of equity shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee(s) of such warrants.

XV. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No new preferential issue was proposed during the financial year

XVI. Lock-in Period:

The Equity Shares, the Warrants and the Additional Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the ICDR Regulations.

XVII. Pending Preferential Issue

Presently there has been no preferential issue pending or in process except as proposed in this notice.

XVIII. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to 25% (twenty five percent) of the Warrant Issue Price (i.e. ₹31.75/- per Warrant) for each of the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the resulting equity shares. The Warrant Exercise Price equivalent to the 75% of the Warrant Issue Price (i.e. ₹95.25 per Warrant) shall be, at the option of the allottee, payable by the Proposed Allottee(s) at the time of exercising the Warrant. In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

XIX. Undertakings:

- (a) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations and the Act.
- (b) The Company has obtained the Permanent Account Number of the Proposed Allottees.

- (c) The proposed allottee(s) have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (d) The Company shall re-compute the price of the relevant securities to be allotted under this preferential allotment in terms of the provisions of ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations.
- (e) As the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) and Regulation 167(5) of ICDR Regulations governing re-computation of price shall not be applicable.
- (f) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the relevant securities to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the Proposed Subscriber(s).
- (g) The Company does not have any outstanding dues to SEBI, the stock exchanges or the depositories.

XX. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower

Nor the Company, or its Directors or its Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

XXI. The current and proposed status of the allottee(s) post the preferential issues namely, promoter & promoter group or non-promoter(s):

The current and the proposed status of the Proposed Allottee(s) post the preferential issues shall continue to be same as prior to the proposed allotment.

XXII. Practicing Company Secretary's Certificate:

The certificate from Mr. Jaspreet Singh Dhawan, Practicing Company Secretary (CP No. 8545) of Ms. Jaspreet Dhawan & Associates, certifying that the preferential issue is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained in respect of the said preferential issue.

XXIII. Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchanges or Depositories.

XXIV. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Equity Share/ Warrants/ Resulting Equity Shares, there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pattern, pursuant to the preferential Allotment

XXV. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The above preferential allotment is proposed for Promoters/ Promoter Group /Non- Promoter / Non-Promoter Group entities (Public Category).

Except as disclosed above, None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice. In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Equity Shares to persons belonging to the Non-Promoter Category and Warrants to persons belonging to the Promoter Category, are being sought by way of a 'Special Resolution' as set out in the said item no. 1 of the Notice.

XXVI. 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 and the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.

Sr. No.	Name of the Proposed Subscriber	Category	Ultimate Beneficiary	Pre-Issue Equity Holding		Proposed to be issued and allotted		Post issue Shareholding (including proposed allotment + pre shareholding)	
				No. of shares	%	Equity shares	Warrants	No. of shares	%
1.	Negen Undiscovered Value Fund	Non-Promoter - AIF	Neil Madan Bahal	22,37,488	9.95	4,73,000	-	27,10,488	11.20%
2.	Amrutha Bang	Non-Promoter	Self	-	-	32,000	-	32,000	0.13%
3.	Rekha Bang	Non-Promoter	Self	-	-	32,000	-	32,000	0.13%
4.	Shradha Bang	Non-Promoter	Self	-	-	32,000	-	32,000	0.13%
5.	Siddharth Bang	Non-Promoter	Self	-	-	32,000	-	32,000	0.13%
6.	Sudarshan Bang	Non-Promoter	Self	-	-	32,000	-	32,000	0.13%
7.	Odyssey Corporation Limited	Non-Promoter	Pooja Hemanshu Mehta	-	-	1,58,000	-	1,58,000	0.65%
8.	Sandeep Singh	Non-Promoter	Self	-	-	80,000	-	80,000	0.33%
9.	KAAA Infra and Financial Services LLP	Non-Promoter	1) Krishna Kant Sonthalia; and 2) Anuradha Sonthalia	-	-	1,58,000	-	1,58,000	0.65%
10.	Kedar Ramesh Deshpande	Non-Promoter	Self	4,000	0.02	80,000	-	84,000	0.35%
11.	Aurum SME Trust I	Non-Promoter - AIF	Sandeep Daga*	3,90,000	1.73	80,000	-	4,70,000	1.94%
12.	Mukesh Kumar Singh	Non-Promoter	Self	-	-	40,000	-	40,000	0.17%
13.	AI Maha Investment Fund PCC - Onyx Strategy	Non-Promoter - FPI	Karuna Ramchurn	-	-	1,58,000	-	1,58,000	0.65%
14.	Satya Pal Gulati	Non-Promoter	Self	-	-	40,000	-	40,000	0.17%
15.	Swyom India Alpha Fund	Non-Promoter	1) Radha Raman Agarwal; 2) Sweta Agarwal;	-	-	1,58,000	-	1,58,000	0.65%

16.	Iqbal Singh Chatha	Promoter Group	Self	7,79,838	3.47	-	79,000	8,58,838	3.55%
17.	Gurcharan Singh Gosal	Promoter	Self	41,39,013	18.40	-	40,000	41,79,013	17.27%

Note:

**There are no natural persons including the settler of the trust, the trustee, the protector or the beneficiaries who have 15% or more interest in the trust or who exercises ultimate effective control over the trust through a chain of control or ownership. Mr. Sandeep Daga senior managerial personnel of Nine Rivers Capital Advisors LLP; who is acting as the investment manager to said AIF fund, is identified as UBO as per guidelines issued by SEBI vide its circular dated January 23, 2013, bearing reference no. CIR/MIRSD/2/2013.*

#The number of shares mentioned in this column and the % calculated, have assumed that all the equity shares and full exercise of the warrants (proposed to be allotted) will be fully converted into equity shares and no increase or decrease in total share capital of the Company has occurred in the interim of the subscription to the Warrants and their conversion into Equity Share.

Change in Control: Consequent to the proposed preferential issue of Warrants/ Resulting Equity Shares, there shall not be any change in control or change in management of the Company. However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pattern, pursuant to the preferential Allotment.

The Board believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice for the approval of members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their respective interest as shareholders of the Company.

By order of the Board of Directors
For Chatha Foods Limited

Place: Mohali

Date: 14.12.2024

Sd/-
Priyanka Oberoi
Company Secretary & Compliance Officer
Membership No. 32400