

## COMPLIANCE CERTIFICATE

To,  
The Members of  
Chothani Foods Limited,  
Office no. 408, B Wing, Dhamji Shamji Corporate Square,  
Laxmi Nagar, Ghatkopar East, Mumbai - 400075

Dear Sir,

**Sub: Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018**

I, Sharatkumar K Shetty, Proprietor of Sharatkumar Shetty & Associates, Practicing Company Secretary, have verified the relevant records and documents of Chothani Foods Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further none of entities in the promoter and promoter group entities have sold any equity share of the company during the 90 trading days preceding the relevant date.
- b) Mr. Pravin Seth, Ms. Hritika Rakesh Sharma, Ms. Padmaja Vishal Deshmukh, Ms. Shilpa Amit Gharlute, Ms. Pooja Rajesh Chapekar, proposed allottee(s) does not hold any equity shares of the issuer for a period starting from the relevant date (i.e July 21, 2023) till the date of preferential allotment:



✉ Email

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Website

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📍 Address

A2-211, Kailas Complex, LBS Marg,

Bhandup (West), Mumbai - 400078

- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from (Relevant Date i.e July 21, 2023) till (date of lock-in i.e 31/01/2024). The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Neeraj Ashok Chothani	IN301549/ 51536091	1,50,950	21/07/2023	31/01/2024	-	-
Urvashi Pravin Seth	12059500/ 00113998	2,60,000	21/07/2023	31/01/2024	-	-
Ketan Praveen Ranga	12059500/ 00113983	50,000	21/07/2023	31/01/2024	-	-
Pravin Seth	IN300214/ 30254621	-	-	-	-	-
Hritika Rakesh Sharma	12059500/ 00114011	-	-	-	-	-
Padmaja Vishal Deshmukh	12081600/ 79342616	-	-	-	-	-
Shilpa Amit Gharlute	196017/ 1201320001904129	-	-	-	-	-
Pooja Rajesh Chapekar	1204470024693648	-	-	-	-	-

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(\* client id/ folio no in case allottee hold the securities in physical form.

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.
- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that for the proposed preferential issue, the price of the convertible warrants has been determined in compliance with the valuation requirement as mentioned in the AoA of the company."
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2023-2024 is more than 5% of the post issue fully diluted share capital of the issuer.

**For Sharatkumar Shetty & Associates  
Practicing Company Secretary**



**Sharatkumar K Shetty  
Proprietor  
Membership No. :A31888,  
COP No. :18123  
Peer Review No. 2326/2022  
UDIN:- A031888E000814164**



**Date:- 31/07/2023  
Place:-Mumbai**

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