

COMPLIANCE CERTIFICATE

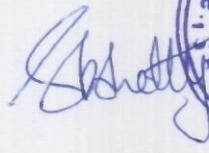
To,
The Members of
Chothani Foods Limited,
Office no. 408, B Wing, Dhamji Shamji Corporate Square,
Laxmi Nagar, Ghatkopar East, Mumbai - 400075

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, Practising Company Secretary, have verified the relevant records and documents of Chothani Foods Limited with respect to the proposed preferential issue of equity shares by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- None of the proposed allottee(s) has/ 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.
- Mr. Hemang Mahendra Shah, Mr. Deepak Poonamchand Modi, Mr. Pranav Mukesh Sumaria, Mr. Virchand Lakhamshi Gada, Mr. Dhaval Kamlesh Chothani, Ms. Meena Kamlesh Chothani & Mr. Girish Narendra Sarode, proposed allottee(s) does not hold any equity shares of the issuer for a period starting from the relevant date (i.e February 08, 2024) till the date of preferential allotment.
- None of the proposed allottees is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.




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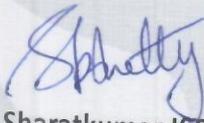
Marg, Bhandup (West),

Mumbai - 400078

- d) 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.
- e) 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 equity shares has been determined in compliance with the valuation requirement as mentioned in Regulation 164(1) and 166A of the SEBI ICDR Regulations.
- f) 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 not 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 No.:- A031888E003442977



Date:- 16/02/2024

Place:- Mumbai

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