



# M.V.K. AGRO FOOD PRODUCT LIMITED

CIN: L15316MH2018PLC304795 | GST No.: 27AALCM5956B1ZA  
Reg. Office: Gut No. 44 and 46, Kusumnagar, At Post Waghalwada,  
Umari, Nanded - 431807, Maharashtra, India  
Contact No.: +91 7447462601, Website: [www.mvkagrofood.com](http://www.mvkagrofood.com)  
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## **NOTICE OF THE EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the Extra Ordinary General Meeting of **M.V.K. AGRO FOOD PRODUCT LIMITED** will be held on **Friday, the 27<sup>th</sup> June, 2025 at 3:00 p.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### **SPECIAL BUSINESSES**

#### **ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND AMENDMENT IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof) and any other applicable provisions, if any, of the Act and the rules made thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs. 17,00,00,000/- (Rupees Seventeen Crore) divided into 1,70,00,000 (One Crore Seventeen Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 60,00,00,000/- (Rupees Sixty Crore) divided into 6,00,00,000/- (Six Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to rank pari-passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof), Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Share Capital of the Company is 60,00,00,000 Rupees, divided into 6,00,00,000 Equity Shares of 10 Rupees each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do all things such acts and deeds required to give effect to the aforesaid resolutions."

#### **ITEM NO. 2: MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 and Section 179(3)(f) of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), consent of the Members of the Company be and is hereby accorded to:



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- a. give any loan to any person(s) or other body corporate(s);
- b. give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and
- c. acquire by way of subscription, purchase or otherwise, securities of any other body corporate

from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 5,00,00,00,000/- (Rupees Five Hundred Crore) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

## **ITEM NO. 3: ACQUISITION OF 99,70,000 EQUITY SHARES OF DR SHANKARRAO CHAVAN JAGGERY AND AGRO PRODUCT PRIVATE LIMITED (“DSCJAAP”):**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 186 read with Section 179(3)(j) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, sanctions, consents, and permissions as may be required from any statutory, regulatory, or governmental authority, consent of the Members of the Company be and is hereby accorded for the acquisition of 99,70,000 (Ninety Nine Lakh Seventy Thousand) Equity Shares of Rs. 10/- each, representing 100% of the equity shareholding in Dr Shankarrao Chavan Jaggery And Agro Product Private Limited (“DSCJAAP”) for a total purchase consideration of Rs. 1,61,51,40,000/- (Rupees One Hundred Sixty One Crore Fifty One Lakh Forty Thousand) at a price of Rs. 162/- (Rupees One Hundred Sixty Two) per equity share (Purchase Consideration).

RESOLVED FURTHER THAT in consideration of the above acquisition, consent of the Members of the Company be and is hereby accorded for the issuance and allotment of up to 1,79,46,000 (One Crore Seventy Nine Lakh Forty Six Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 90/- (Rupees Ninety) per equity share (including a premium of Rs. 80/- (Rupees Eighty) per share), to the shareholders of DSCJAAP by way of share swap, thereby discharging the entire purchase consideration for the acquisition of DSCJAAP.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, DSCJAAP shall become a wholly own subsidiary of M.V.K. Agro Food Product Limited (“the Company”), and the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies, making necessary disclosures, and obtaining any approvals as may be required.

RESOLVED FURTHER THAT Board of Directors of the company, be and is hereby authorized to decide and finalize the terms and conditions of acquisition while making investment(s), sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”



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## **ITEM NO. 4: ACQUISITION OF 8,10,000 EQUITY SHARES OF V.P.K. AGRO FOOD PRODUCT PRIVATE LIMITED ("V.P.K."):**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 186 read with 179(3)(j), and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, sanctions, consents, and permissions as may be required from any statutory, regulatory, or governmental authority, consent of the Members of the Company be and is hereby accorded for the acquisition of 8,10,000 (Eight Lakh Ten Thousand) Equity Shares of Rs. 100/- each, representing 100% of the equity shareholding in V.P.K. Agro Food Product Private Limited ("V.P.K.") for a total purchase consideration of Rs. 1,12,26,60,000/- (Rupees One Hundred Twelve Crore Twenty Six Lakh Sixty Thousand) at a price of Rs. 1,386/- (Rupees One Thousand Three Hundred Eighty Six) per equity share (Purchase Consideration).

RESOLVED FURTHER THAT in consideration of the above acquisition, consent of the Members of the Company be and is hereby accorded for the issuance and allotment of up to 1,24,74,000 (One Crore Twenty Four Lakh Seventy Four Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 90/- (Rupees Ninety) per equity share (including a premium of Rs. 80/- (Rupees Eighty) per share), to the shareholders of V.P.K. by way of share swap, thereby discharging the entire purchase consideration for the acquisition of V.P.K.

RESOLVED FURTHER THAT upon the allotment of the said equity shares, V.P.K. shall become a wholly own subsidiary of M.V.K. Agro Food Product Limited ("the Company"), and the Board of Directors of the Company be and is hereby authorized to take all necessary steps to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies, making necessary disclosures, and obtaining any approvals as may be required.

RESOLVED FURTHER THAT Board of Directors of the company, be and is hereby authorized to decide and finalize the terms and conditions of acquisition while making investment(s), sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

## **ITEM NO. 5: ISSUE OF UPTO 46,05,000 EQUITY SHARES TO NON-PROMOTERS ON PREFERENTIAL BASIS:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof for the time being in force) and in accordance with the relevant provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, as amended, Memorandum and Articles of Association of the Company, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable Regulations of SEBI, if any and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be



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necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited ("NSE") and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and 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 include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated and subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to Create, Offer, issue and allot not exceeding 46,05,000 (Forty Six Lakh Five Thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share) aggregating up to Rs. 41,44,50,000/- (Rupees Forty One Crore Forty Four Lakh Fifty Thousand) to non-promoters as mentioned below (whose names shall be recorded by the Company in the manner set out in Sec 42(7) of the Companies Act, 2013 read with the respective Rules) and in accordance with Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws on such other terms and conditions as may be determined by the Board.

Sr. No.	Name of the proposed Allottee	Category	No. of Equity Shares proposed to be issued
1	Joshi Madhviben Jugalkishor	Non-Promoter	1,22,200
2	Narendrakumar Jadavjibhai Joshi	Non-Promoter	66,700
3	Karan Singh Harpal Sahi	Non-Promoter	55,600
4	Pinal Pradip Dave	Non-Promoter	27,800
5	Jignesh Bharthi Ghanshyam Bharthi Gauswami	Non-Promoter	22,200
6	Darshit Mahendrabhai Joshi	Non-Promoter	16,700
7	Mahendrabhai Bhikhabhai Mehta	Non-Promoter	16,700
8	Bhartiben Mahendrakumar Vyas	Non-Promoter	16,700
9	Vinit C Shah	Non-Promoter	11,100
10	Thummar Ketan Batukbhai	Non-Promoter	11,100
11	Malay Rajeshkumar Jobanputra	Non-Promoter	11,100
12	Bharat Rajpurohit	Non-Promoter	11,100
13	Prashant Mahendra Naik	Non-Promoter	11,100
14	Donga Sejalben Subhashkumar	Non-Promoter	11,100
15	Krishna Rajkumar Gajjar	Non-Promoter	11,100
16	Yagneshkumar Jagdishbhai Patel	Non-Promoter	11,100
17	Rameshbhai Shambhubhai Bhalala	Non-Promoter	11,100
18	Trupti Yagneshkumar Patel	Non-Promoter	11,100
19	Tejas Jatin Kothari	Non-Promoter	11,100
20	Jashvantbhai Chauhan	Non-Promoter	11,100
21	Thakwani Hitesh Hareshbhai .	Non-Promoter	27,800
22	Manish Naranbhai Solanki	Non-Promoter	27,800
23	Cholera Krunal Jitendrabhai	Non-Promoter	11,100
24	Vishal Sanjay Surana	Non-Promoter	1,11,100
25	Anjanaben Prakashbhai Mehta	Non-Promoter	1,11,100
26	Krutikaben Kaushikbhai Patoliya	Non-Promoter	83,300
27	Deepak Chagan Lal Solanki	Non-Promoter	83,300
28	Kailashchandra Bansilal Chandak	Non-Promoter	55,600
29	Smeet Kishankumar Ariwala	Non-Promoter	55,600
30	Mukeshkumar Harishkumar Tekwani	Non-Promoter	27,800
31	Sumit Hemchand Kochar	Non-Promoter	55,600



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32	Aniruddh Dharmendrasinh Gohil	Non-Promoter	44,400
33	Pinkeshbhai A Patel	Non-Promoter	33,300
34	Vimalkumar Bharatbhai Patel	Non-Promoter	33,300
35	Vikash Nand Kishore Agarwal	Non-Promoter	33,300
36	Kirankumar Mithalal Jain	Non-Promoter	27,800
37	Nitin Kumar Chhaganlal Solanki	Non-Promoter	27,800
38	Hemendrasinh Jashvantsinh Vansadia	Non-Promoter	27,800
39	Nirmalkumar Jain	Non-Promoter	27,800
40	Kanchan Lalchand Bodhwani	Non-Promoter	27,800
41	Desai Rohankumar Hasmukhbhai	Non-Promoter	27,800
42	Sanjaykumar Bhansali	Non-Promoter	27,800
43	Sanjaykumar Devchandbhai Vasoya	Non-Promoter	27,800
44	Nileshkumar Premjibhai Patel	Non-Promoter	27,800
45	Jashuben Naranbhai Maniya	Non-Promoter	27,800
46	Ravi Krishna Kumar Agarwal	Non-Promoter	27,800
47	Paresh N Ramani	Non-Promoter	22,200
48	Dharmeshbhai Ramanbhai Mahant	Non-Promoter	11,100
49	Patel Mohitkumar Jasvantbhai	Non-Promoter	11,100
50	Anil Kumar Pugalia	Non-Promoter	88,900
51	Honade Tushar Ravindra	Non-Promoter	11,100
52	Pravinsing Zulalsing Girase	Non-Promoter	50,000
53	Chintu Somnath Chugh	Non-Promoter	44,400
54	Rajesh Rasiklal Shah	Non-Promoter	44,400
55	Parimal Chandrakant Jariwala	Non-Promoter	11,100
56	Ankit Omprakash Chugh	Non-Promoter	22,200
57	Kuldeep Singh	Non-Promoter	22,200
58	Uttam Chauhan	Non-Promoter	22,200
59	Yogesh Liladhar Rajput	Non-Promoter	27,800
60	Manojkumar Narayandas Chandak	Non-Promoter	44,400
61	Girish Mahesh Daryani HUF	Non-Promoter	22,200
62	Sanjay Kumar	Non-Promoter	22,200
63	Sanjay Gupta	Non-Promoter	22,200
64	Hiralal Ukchand Jain	Non-Promoter	11,100
65	Sheth Tirthesh Rameshbhai	Non-Promoter	22,200
66	Sudhir Kumar Aggarwal	Non-Promoter	22,200
67	Rajesh Dhanraj Saluja	Non-Promoter	22,200
68	Saheb Jugalkishore Raheja	Non-Promoter	11,100
69	Parin Dineshbhai Doshi	Non-Promoter	11,100
70	Sarojben Rajendrakumar Shah	Non-Promoter	11,100
71	Minesh Shah	Non-Promoter	11,100
72	Ashok Laxmandas Adwani	Non-Promoter	22,200
73	Manoj Tawri	Non-Promoter	27,800
74	Yugalkishore Bhagwandas Raghani	Non-Promoter	11,100





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75	Chandrakant Shankarlal Modi	Non-Promoter	22,200
76	Sanjaykumar Suryakant Rana	Non-Promoter	16,700
77	Payal Natvarlal Rana	Non-Promoter	8,900
78	Milan Bharatbhai Lathiya	Non-Promoter	27,800
79	Nayanaben Ghanshyambhai Beldiya	Non-Promoter	11,100
80	Anilkumar Dharmashibhai Khambhadiya	Non-Promoter	27,800
81	Kalpeshkumar Popatbhai Bhikadiya	Non-Promoter	11,100
82	Ruchita Ashishbhai Mavani	Non-Promoter	22,200
83	Ankit Dasharathbhai Patel	Non-Promoter	27,800
84	Aastha Hitesh Bhansali	Non-Promoter	27,800
85	Jiteshbhai Manjibhai Lakhani	Non-Promoter	27,800
86	Dahyabhai Manjibhai Patel	Non-Promoter	27,800
87	Sumitaben Bharatbhai Gol	Non-Promoter	46,700
88	Jigisha Jiten Bhavsar	Non-Promoter	11,100
89	Vallabhbhai Nagjibhai Mavani	Non-Promoter	22,200
90	Bhumi Anilbhai Mangukiya	Non-Promoter	11,100
91	Ravikant Dhansukhbhai Kabariya	Non-Promoter	22,200
92	Harshkumar Rajeshbhai Mavani	Non-Promoter	11,100
93	Nitin Ajmera (HUF)	Non-Promoter	11,100
94	Vitthalbhai Arjanbhai Gajera	Non-Promoter	18,900
95	Kanchanben Vitthalbhai Gajera	Non-Promoter	18,900
96	Kokila Jignesh Kakadiya	Non-Promoter	11,100
97	Bindu Maulik Gajera	Non-Promoter	11,100
98	Vasani Rushin Sanjaybhai	Non-Promoter	11,100
99	Jayaben Dhirubhai Gajera	Non-Promoter	11,100
100	Jayasukh Maganbhai Padashala	Non-Promoter	11,100
101	Samir Mohanlal Mehta	Non-Promoter	11,100
102	Punamben Vasudev Demla	Non-Promoter	11,100
103	Amankumar Bharatbhai Mangukiya	Non-Promoter	11,100
104	Zenith Rushi Nathwani	Non-Promoter	11,100
105	Madhuri Sagarkumar Pipaliya	Non-Promoter	11,100
106	Nareshkumar Devchandbhai Navadiya	Non-Promoter	11,100
107	Urmila Asopa	Non-Promoter	11,100
108	Manishaben Manishbhai Desai	Non-Promoter	11,100
109	Kabariya Ravikumar Yagneshbhai	Non-Promoter	11,100
110	Kanubhai Dhirubhai Asodariya	Non-Promoter	11,100
111	Hiren Patel	Non-Promoter	11,100
112	Nirav Nareshbhai Kapopara	Non-Promoter	11,100
113	Jayshreeben Hiteshkumar Chosaliya	Non-Promoter	11,100
114	Kapadiya Varshaben Bharatbhai	Non-Promoter	11,100
115	Sanjaykumar K Shihora	Non-Promoter	5,600
116	Manjuben Babubhai Kanpariya	Non-Promoter	11,100
117	Deepak R Chandwani	Non-Promoter	22,200



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118	Nilesh Veljibhai Khokhani	Non-Promoter	16,700
119	Sonalben Jayantilal Kachhadiya	Non-Promoter	27,800
120	Nitaben Jayeshbhai Mehta	Non-Promoter	11,100
121	Borisagar Parulben B	Non-Promoter	16,700
122	Dakshaben A Mehta	Non-Promoter	11,100
123	Rasikbhai Jamnadas Vandara	Non-Promoter	22,200
124	Rannaben Kishorbhai Joshi	Non-Promoter	11,100
125	Jaimin Kishorbhai Pathak	Non-Promoter	11,100
126	Hiteshkumar Jamanadas Kariya	Non-Promoter	11,100
127	Sarmilkumar Vinubhai Sadarani	Non-Promoter	16,700
128	Amitbhai Vasantbhai Joshi	Non-Promoter	11,100
129	Chiragkumar Babulal Borisagar	Non-Promoter	11,100
130	Pratik Bhanubhai Virani	Non-Promoter	11,100
131	Mehta Viral Bhaskarbhai	Non-Promoter	11,100
132	Agravat Jayraj Kamaleshbhai	Non-Promoter	11,100
133	Gopikaben Hirenabhai Chavda	Non-Promoter	11,100
134	Vishalkumar Mansingbhai Chaudhari	Non-Promoter	5,600
135	Sanjay Satynarayan Kheradi	Non-Promoter	55,600
136	Shivangi Akash Bansal	Non-Promoter	22,200
137	Sapna Taparia	Non-Promoter	11,100
138	Bhumikaben Kevalbhai Gelani	Non-Promoter	11,100
139	Kevalkumar Nareshbhai Kapopara	Non-Promoter	83,300
140	Pujaben Prafulbhai Desai	Non-Promoter	44,400
141	Maheshkumar J Shah	Non-Promoter	22,200
142	Chandrikaben Dhirajlal Shah	Non-Promoter	2,22,200
143	Krishna Rajani	Non-Promoter	22,200
144	Ashokbhai Vallabhbbhai Kakadiya	Non-Promoter	22,200
145	Pallavi Jatinkumar Shah	Non-Promoter	66,700
146	Piyushkumar Chandulal Shah	Non-Promoter	27,800
147	Damyantiben Maheshbhai Shah	Non-Promoter	11,100
148	Swati Arvindkumar Baid	Non-Promoter	11,100
149	Sneha Anuj Kedia	Non-Promoter	11,100
150	Vijay Kumari	Non-Promoter	11,100
151	Nirmal Mulubhai Der	Non-Promoter	11,100
152	Dilipbhai Nagindas Shah	Non-Promoter	27,800
153	Aniket Ashok Lathi	Non-Promoter	11,100
154	Abhishek Kawatra HUF	Non-Promoter	11,100
155	Amitkumar Himmatlal Shingala	Non-Promoter	33,300
156	Naynaben Umesh Koladia	Non-Promoter	11,100
157	Koladiya Bhumikaben Sanjaybhai	Non-Promoter	11,100
158	Vijaykumar N Sabhadia	Non-Promoter	11,100
159	Mahesh Ramjibhai Paghadal	Non-Promoter	11,100
160	Tepan Dhaval Bherulal	Non-Promoter	1,11,100



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161	Khanna Tarak	Non-Promoter	33,300
162	Feny Vipin Parmar	Non-Promoter	27,800
163	Rakeshbhai Popatbhai Tejaani	Non-Promoter	27,800
164	Patel Prakashbhai Vallabhbhai	Non-Promoter	27,800
165	Aagam Bharatbhai Shah	Non-Promoter	38,900
166	Shobhanaben Laxmanbhai Salunke	Non-Promoter	22,200
167	Mange Vasant Shambhuram	Non-Promoter	27,800
168	Shailesh Lakhani	Non-Promoter	22,200
169	Premilaben Bhanushali	Non-Promoter	27,800
170	Arvindkumar Gagaldas Sheth	Non-Promoter	11,100
171	Tapan Jagdishchandra Patel	Non-Promoter	11,100
172	Bhaveshbhai Ravjibhai Sukhadiya	Non-Promoter	11,100
173	Vaibhavi Nishith Trivedi	Non-Promoter	11,100
174	Vishnubhai Mohanbhai Desai	Non-Promoter	27,800
175	Ushma Divyesh Shah	Non-Promoter	1,12,200
176	Shraddhakumari Biren Mehta	Non-Promoter	33,300
177	Anita Ramaji Ghagre	Non-Promoter	27,800
178	Vikramkumar Chimanlal Mehta	Non-Promoter	27,800
	<b>Total</b>		<b>46,05,000</b>

RESOLVED FURTHER THAT 46,05,000 equity shares be issued and allotted for cash consideration to non-promoters as mentioned supra.

RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the 'Relevant Date' and The "relevant date" for the purpose of pricing of equity shares is 28.05.2025 i.e. thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange.

RESOLVED FURTHER THAT the equity shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the Record Date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and any amendment thereto, from time to time.

RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of equity shares, if necessary, keeping in view of the provisions of various Statutes and Guidelines in force from time to time.





# M.V.K. AGRO FOOD PRODUCT LIMITED

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RESOLVED FURTHER THAT the Company shall apply for listing and trading of the equity shares issued on preferential basis to the Stock Exchange and make an application to the Depositories for admission of the said equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

## **ITEM NO. 6: ISSUE OF UPTO 3,04,20,000 EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS & NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH ON SWAP BASIS:**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the provisions of Memorandum and Articles of Association of the Company and pursuant to the provisions of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time; as may be applicable to the Preferential Issue of Equity Shares and other applicable regulations of SEBI, if any; and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited ("NSE") and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions, sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall include any committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this resolution, have been delegated) and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals, and which may be agreed to by or any other authority as may be necessary for that purpose, the consent of the Members of the Company be and is hereby accorded to the Board to Offer, Issue and Allot up to 3,04,20,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share) aggregating upto Rs. 2,73,78,00,000/- (Rupees Two Hundred Seventy Three Crore Seventy Eight Lakh) for consideration other than cash towards consideration payable for acquisition of -

- (a) 99,70,000 Equity Shares of Rs. 10/- each constituting 100% stake in Dr Shankarrao Chavan Jaggery and Agro Product Private Limited ("DSCJAAP"), to the following proposed allottees / shareholders of DSCJAAP on swap basis in the ratio of 10:18 (i.e., for every 10 Equity shares of Rs. 10/- each held in DSCJAAP, 18 Equity shares of Rs. 10/- each of M.V.K. Agro Food Product Limited will be issued) based on the Valuation Report for both the companies obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.



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- (b) 8,10,000 Equity Shares of Rs. 100/- each constituting 100% stake in V.P.K. Agro Food Product Private Limited ("V.P.K."), to the following proposed allottees / shareholders of V.P.K. on swap basis in the ratio of 10:154 (i.e., for every 10 Equity shares of Rs. 100/- each held in V.P.K., 154 Equity shares of Rs. 10/- each of M.V.K. Agro Food Product Limited will be issued) based on the Valuation Report for both the companies obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

Sr. No.	Name of the proposed Allottees / Shareholders	Category	Shareholders of		Total No. of Equity Shares proposed to be issued
			DSCJAAP	V.P.K.	
1	Baliram Kishanrao Kawale	Promoter	19,44,000	--	19,44,000
2	Bharatbai Ganeshrao Kawale	Promoter	11,70,000	--	11,70,000
3	Sandip Marotrao Kawale	Promoter	15,30,000	3,06,460	18,36,460
4	Marotrao Vyankatrao Kawale	Promoter	46,32,120	48,92,210	95,24,330
5	Ganeshrao Vyankatrao Kawale	Promoter	12,65,940	75,460	13,41,400
6	Kishanrao Vyankatrao Kawale	Promoter	15,89,940	24,40,900	40,30,840
7	Sanjeevani Marotaro Kawale	Promoter	--	2,31,000	2,31,000
8	Sagarbai Marotrao Kawale	Promoter	--	1,33,980	1,33,980
9	Dhara Mehta	Non-Promoter	13,50,000	--	13,50,000
10	Alkaben Vijaybhai Koradiya	Non-Promoter	14,04,000	--	14,04,000
11	Hetal Abhishek Kamdar	Non-Promoter	17,10,000	--	17,10,000
12	Kamya Abhishek Kamdar	Non-Promoter	13,50,000	6,14,768	19,64,768
13	Shilpaben Piyushbhai Mavani	Non-Promoter	--	12,29,906	12,29,906
14	Yagnik Bharatkumar Tank	Non-Promoter	--	5,92,900	5,92,900
15	Alpaben Hiteshbhai Mangukiya	Non-Promoter	--	12,32,616	12,32,616
16	Kanta Jayantilal Koradiya	Non-Promoter	--	7,23,800	7,23,800
	<b>Total</b>		<b>1,79,46,000</b>	<b>1,24,74,000</b>	<b>3,04,20,000</b>

RESOLVED FURTHER THAT the pricing of the equity shares to be allotted has been made in accordance with the SEBI (ICDR) Regulations, 2018 with reference to the 'Relevant Date' and The "relevant date" for the purpose of pricing of equity shares is 28.05.2025 i.e. thirty days prior to the date on which this Extra Ordinary General meeting is held in terms of Section 42 and Section 62 (1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange.

RESOLVED FURTHER THAT the Equity Shares issued on preferential basis shall rank pari-passu with the existing Equity Shares of the Company in all respects. The equity shares allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for which the book closure or the Record Date falls subsequent to the allotment of Equity Shares.

RESOLVED FURTHER THAT the aforesaid Equity Shares allotted in terms of this resolution shall be subject to Lock-In requirements as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.



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RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorized to modify and decide the price, terms and conditions of the Issue of Equity Shares, if necessary, keeping in view the provisions of various Statutes and Guidelines in force from time to time.

RESOLVED FURTHER THAT the Company shall apply for listing and trading of the equity shares with the Stock Exchange and make an application to the Depositories for admission of the said new equity shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification(s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard to implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors  
**M.V.K. AGRO FOOD PRODUCT LIMITED**

Place: Nanded  
Date: 30/05/2025

**Marotrao Vyankatrao Kawale**  
Managing Director  
DIN: 06421662

## **REGISTERED OFFICE**

Gut No. 44 And 46, Kusumnagar,  
At Post Waghalwada, Umari,  
Nanded- 431807, Maharashtra

## **NOTES:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on 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 Audit



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Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. 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 Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. 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 NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.mvkagrofood.com](http://www.mvkagrofood.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
8. The Deemed Venue of the EGM of the Company shall be its Registered Office of the Company.
9. Since the EGM will be held through VC/OAVM (e-EGM), the Route Map for venue of EGM is not annexed to the Notice.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Extraordinary General Meeting as set out in the Notice is annexed hereto.
12. To avoid fraudulent transaction(s), the identity/signature of the Members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.
13. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.
14. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.
15. For any communication, the shareholders may also send requests to the Company's email id: [cs@mvkagrofood.com](mailto:cs@mvkagrofood.com).



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16. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.
17. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of the relevant Board Resolution/Authority Letter / Power of Attorney etc. together with attested specimen signature of the duly authorised signatory(ies) who is /are authorised to vote, to the Scrutinizer through e-mail at [cs@mvkagrofood.com](mailto:cs@mvkagrofood.com).
18. Recent circular requires submission of Aadhaar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhaar card/PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhaar card/PAN details to the Company/ Registrar and Share Transfer Agents Venture Capital and Corporate Investments Private Limited.
19. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to Venture Capital and Corporate Investments Private Limited., Share Transfer Agents of the Company for their doing the needful.
20. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the Company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
21. The company has appointed Mr. Manish R. Patel, Practicing Company Secretary, as scrutinizer of the Company to scrutinize the voting process.
22. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialize at the earliest.
23. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
24. All relevant documents referred to in the accompanying notice and the Explanatory Statement shall be open for physical inspection at the Registered Office of the Company situated at Gut No. 44 and 46, Kusumnagar, At Post Waghalwada, Umari, Nanded - 431807, Maharashtra, India between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the Extra Ordinary General Meeting of the Company.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 24/06/2025 at 09:00 A.M. and ends on 26/06/2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20/06/2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20/06/2025.





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## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular 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. Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>



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	<p>site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



# M.V.K. AGRO FOOD PRODUCT LIMITED

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 Umari, Nanded - 431807, Maharashtra, India  
 Contact No.: +91 7447462601, Website: [www.mvkagrofood.com](http://www.mvkagrofood.com)  
 Email: [cs@mvkagrofood.com](mailto:cs@mvkagrofood.com), [navinkabra.ca@gmail.com](mailto:navinkabra.ca@gmail.com)

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

## **B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### **How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



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- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM?**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is inactive status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **GENERAL GUIDELINES FOR SHAREHOLDERS:**

- (a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to [csmanishpatel@gmail.com](mailto:csmanishpatel@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [cs@mvkagrofood.com](mailto:cs@mvkagrofood.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@mvkagrofood.com](mailto:cs@mvkagrofood.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote





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e-voting.

2. Only those Members/ shareholders, who will be present in the 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 in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@mvkagrofood.com](mailto:cs@mvkagrofood.com) from 20/06/2025 (9:00 A.M.) to 22/06/2025 (5:00 P.M.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

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

### ITEM NO. 1:

The present Authorised Share Capital of the Company is Rs. 17,00,00,000/- (Rupees Seventeen Crores) divided into 1,70,00,000 (One Crore Seventeen Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. In order to facilitate fund raising in future, it is proposed to increase the Authorised Share Capital to Rs. 60,00,00,000/- (Rupees Sixty Crores) divided into 6,00,00,000/- (Six Crore) Equity Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.



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The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members approvals in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

Accordingly, the Board recommends the resolutions as set out at Item no. 1 in the Notice for your approval as an Ordinary Resolution.

All relevant documents referred to in the accompanying notice and the Explanatory Statement shall be open for physical inspection at the Registered Office of the Company situated at Gut No. 44 and 46, Kusumnagar, At Post Waghalwada, Umari, Nanded - 431807, Maharashtra, India between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the Extra Ordinary General Meeting of the Company.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives is in any way concerned or interested, financially or otherwise in the resolution set out in Item No. 1 in the Notice.

## ITEM NO. 2:

As per the provisions of Section 186 read with Section 179(3)(f) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly,

- give any loan to any person or other body corporate;
- give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

Accordingly, the Board recommends the Resolution set out at Item No. 2 seeking approval of the Members by way of a Special Resolution.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for the same.

None of the Director(s) or Key Managerial Personnel(s) of the Company or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

## ITEM NO. 3:

The Company proposes to acquire 99,70,000 equity shares of DR Shankarrao Chavan Jaggery And Agro Product Private Limited ("DSCJAAP"), representing 100% of its equity shareholding. The total purchase consideration for this acquisition is Rs. 1,61,51,40,000/- (Rupees One Hundred Sixty One Crore Fifty One Lakh Forty Thousand) at a price of Rs. 162/- (Rupees One Hundred Sixty Two) per equity share (Purchase Consideration). In consideration of this acquisition, the Company intends to offer, issue and allot up to 1,79,46,000 (One Crore Seventy Nine Lakh Forty Six Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 90/- (Rupees Ninety) per equity share (including a premium of Rs. 80/- (Rupees Eighty)), to the



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shareholders of DSCJAAP by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of DSCJAAP. Upon completion of this acquisition, DSCJAAP will become a wholly own subsidiary of our company.

The proposed acquisitions are strategic initiatives aimed at expanding the Company's business operations and enhancing its market position. These acquisitions will facilitate the transfer of ownership without impacting on the Company's cash reserves, thereby preserving liquidity and optimizing the use of available resources. The Board of Directors believes that these acquisitions align with the Company's growth strategy and are in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the Resolution set out at Item No. 3 seeking approval of the Members by way of a Special Resolution.

Except Mr. Marotrao Kawale, Mr. Ganeshrao Kawale, Mr. Kishanrao Kawale, Mrs. Sagarbai Kawale and Mr. Sandip Kawale and their relatives, none of Directors or Key Managerial Persons (KMP) of the Company or their relatives are interested in any way concerned or interested, financially or otherwise in this Resolution except their Shareholdings in the Company.

#### ITEM NO. 4:

The Company proposes to acquire 8,10,000 equity shares of V.P.K. Agro Food Product Private Limited ("V.P.K."), representing 100% of its equity shareholding. The total purchase consideration for this acquisition is Rs. 1,12,26,60,000/- (Rupees One Hundred Twelve Crore Twenty Six Lakh Sixty Thousand) at a price of Rs. 1,386/- (Rupees One Thousand Three Hundred Eighty Six) per equity share (Purchase Consideration). In consideration of this acquisition, the Company intends to issue and allot up to 1,24,74,000 (One Crore Twenty Four Lakh Seventy Four Thousand) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 90/- (Rupees Ninety) per equity share (including a premium of Rs. 80/- (Rupees Eighty) per share), to the shareholders of V.P.K. by way of share swap. This issuance will discharge the entire purchase consideration for the acquisition of V.P.K. Upon completion of this acquisition, V.P.K. will become a wholly own subsidiary of our company.

The proposed acquisitions are strategic initiatives aimed at expanding the Company's business operations and enhancing its market position. These acquisitions will facilitate the transfer of ownership without impacting on the Company's cash reserves, thereby preserving liquidity and optimizing the use of available resources. The Board of Directors believes that these acquisitions align with the Company's growth strategy and are in the best interests of the Company and its shareholders.

Accordingly, the Board recommends the Resolution set out at Item No. 4 seeking approval of the Members by way of a Special Resolution.

Except Mr. Marotrao Kawale, Mr. Ganeshrao Kawale, Mr. Kishanrao Kawale, Mrs. Sagarbai Kawale and Mr. Sandip Kawale and their relatives, none of Directors or Key Managerial Persons (KMP) of the Company or their relatives are interested in any way concerned or interested, financially or otherwise in this Resolution except their Shareholdings in the Company.

#### ITEM NO. 5:

The Special Resolution as mentioned in item no. 5 of notice proposes to authorize the Board of Directors of the company to issue and allot not exceeding 46,05,000 (Forty Six Lakh Five Thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share), on



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preferential basis in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.

## A. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto is stated below. As per Sections 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of Special Resolution is sought for issuing the equity shares as stated in the resolution on a preferential basis.

### (I) Objects of the preferential issue/particulars of the offer:

It is proposed to issue not exceeding 46,05,000 equity shares of Rs. 10/- each to non- promoters at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share) aggregating up to Rs. 41,44,50,000/- (Rupees Forty One Crore Forty Four Lakhs Fifty Thousand).

The Company intends to utilize the proceeds from this Preferential Issue to meet the Capital expenditure requirement for expansion of Sugar Manufacturing capacity from 2500 MT to 4000 MT TCD per day capacity.

### (II) Maximum number of specified securities to be issued:

The Board of Directors in its meeting held on 30/05/2025 has approved to issue not exceeding 46,05,000 (Forty Six Lakh Five Thousand) Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share) aggregating up to Rs. 41,44,50,000/- (Rupees Forty One Crore Forty Four Lakhs Fifty Thousand) to non-promoters by way of preferential issue, subject to the approval of the members.

### (III) Intent of the promoters or their associates and relatives, directors or key managerial personnel or senior management of the issuer to subscribe to the offer;

None of the promoters or their associates and relatives /Directors / KMP / Senior Management Personnel of the company, intends to subscribe to the equity shares of the company.

### (IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows:

Sr. No.	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding	
		No. of Equity shares	% of shares	Preferential issue by way of cash	Preferential issue for consideration other than cash (by swap)	No. of Equity shares	% of shares
<b>A</b>	<b>Promoters</b>						
1	Individuals/HUF	10000000	64.56	0	20212010	30212010	59.81
2	Body Corporate/ Trust	0	0.00	0	0	0	0.00
	<b>Sub-Total (A)</b>	<b>10000000</b>	<b>64.56</b>	<b>0</b>	<b>20212010</b>	<b>30212010</b>	<b>59.81</b>
<b>B</b>	<b>Non-Promoters</b>					0	



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1	Institutions					0	
	A. Domestic	0	0.00	0	0	0	0.00
	B. Foreign	28800	0.19	0	0	28800	0.06
2	Non-Institutions					0	
(i)	Individuals/HUF	5194800	33.54	4605000	10207990	20007790	39.61
(ii)	NRIs	82800	0.53	0	0	82800	0.16
(iii)	Bodies Corporate	183600	1.19	0	0	183600	0.36
(iv)	Any Other	0	0.00	0	0	0	0.00
	<b>Sub-Total (B)</b>	<b>5490000</b>	<b>35.44</b>	<b>4605000</b>	<b>10207990</b>	<b>20302990</b>	<b>40.19</b>
	<b>Grand Total (A+B)</b>	<b>15490000</b>	<b>100.00</b>	<b>4605000</b>	<b>30420000</b>	<b>50515000</b>	<b>100.00</b>

## Notes:

- Assuming that 46,05,000 Equity shares by way of cash and 3,04,20,000 Equity shares by way of Swap as mentioned in the Resolution no. 5 and Resolution no. 6 respectively are fully subscribed to and allotted to the promoter & non-promoters.
- The above pre-issue shareholding pattern is based on the shareholding as on 31<sup>st</sup> March, 2025.

## (V) Time frame within which the preferential issue shall be completed and material terms:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

## (VI) 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, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

**List of proposed allottees:** All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as non – promoter and pre & post preferential issue.

Sr. No.	Name of the proposed Allottee	Category	Ultimate Beneficial Owners	Pre-Preferential Holding		No. of Equity shares to be allotted	* Post-Preferential Holding	
				No. of Shares	% of Holding		No. of Shares	% of Holding
1	Joshi Madhviben Jugalkishor	Non - Promoter	--	0	0	1,22,200	1,22,200	0.24
2	Narendrakumar Jadavjibhai Joshi	Non - Promoter	--	0	0	66,700	66,700	0.13
3	Karan Singh Harpal Sahi	Non - Promoter	--	0	0	55,600	55,600	0.11
4	Pinal Pradip Dave	Non - Promoter	--	0	0	27,800	27,800	0.06
	Jignesh Bharthi Ghanshyam Bharthi	Non - Promoter	--	0	0	22,200	22,200	0.04





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5	Gauswami							
6	Darshit Mahendrabhai Joshi	Non - Promoter	--	0	0	16,700	16,700	0.03
7	Mahendrabhai Bhikhabhai Mehta	Non - Promoter	--	0	0	16,700	16,700	0.03
8	Bhartiben Mahendrakumar Vyas	Non - Promoter	--	0	0	16,700	16,700	0.03
9	Vinit C Shah	Non - Promoter	--	0	0	11,100	11,100	0.02
10	Thummar Ketan Batukbhai	Non - Promoter	--	0	0	11,100	11,100	0.02
11	Malay Rajeshkumar Jobanputra	Non - Promoter	--	0	0	11,100	11,100	0.02
12	Bharat Rajpurohit	Non - Promoter	--	0	0	11,100	11,100	0.02
13	Prashant Mahendra Naik	Non - Promoter	--	0	0	11,100	11,100	0.02
14	Donga Sejalben Subhashkumar	Non - Promoter	--	0	0	11,100	11,100	0.02
15	Krishna Rajkumar Gajjar	Non - Promoter	--	0	0	11,100	11,100	0.02
16	Yagneshkumar Jagdishbhai Patel	Non - Promoter	--	0	0	11,100	11,100	0.02
17	Rameshbhai Shambhubhai Bhalala	Non - Promoter	--	0	0	11,100	11,100	0.02
18	Trupti Yagneshkumar Patel	Non - Promoter	--	0	0	11,100	11,100	0.02
19	Tejas Jatin Kothari	Non - Promoter	--	0	0	11,100	11,100	0.02
20	Jashvantbhai Chauhan	Non - Promoter	--	0	0	11,100	11,100	0.02
21	Thakwani Hitesh Haresbhai	Non - Promoter	--	0	0	27,800	27,800	0.06
22	Manish Naranbhai Solanki	Non - Promoter	--	0	0	27,800	27,800	0.06
23	Cholera Krunal Jitendrabhai	Non - Promoter	--	0	0	11,100	11,100	0.02
24	Vishal Sanjay Surana	Non - Promoter	--	0	0	1,11,100	1,11,100	0.22
25	Anjanaben Prakashbhai Mehta	Non - Promoter	--	0	0	1,11,100	1,11,100	0.22
26	Krutikaben Kaushikbhai Patoliya	Non - Promoter	--	0	0	83,300	83,300	0.16
27	Deepak Chagan Lal Solanki	Non - Promoter	--	0	0	83,300	83,300	0.16
28	Kailashchandra Bansilal Chandak	Non - Promoter	--	0	0	55,600	55,600	0.11
29	Smeet Kishankumar Ariwala	Non - Promoter	--	0	0	55,600	55,600	0.11
30	Mukeshkumar Harishkumar Tekwani	Non - Promoter	--	0	0	27,800	27,800	0.06
31	Sumit Hemchand Kochar	Non - Promoter	--	0	0	55,600	55,600	0.11
32	Aniruddh Dharmendrasinh Gohil	Non - Promoter	--	0	0	44,400	44,400	0.09
33	Pinkeshbhai A Patel	Non - Promoter	--	0	0	33,300	33,300	0.07
34	Vimalkumar Bharatbhai Patel	Non - Promoter	--	0	0	33,300	33,300	0.07
35	Vikash Nand Kishore Agarwal	Non - Promoter	--	0	0	33,300	33,300	0.07
36	Kirankumar Mithalal Jain	Non - Promoter	--	0	0	27,800	27,800	0.06
37	Nitin Kumar Chhaganlal Solanki	Non - Promoter	--	0	0	27,800	27,800	0.06



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38	Hemendrasinh Jashvantsinh Vansadia	Non - Promoter	--	0	0	27,800	27,800	0.06
39	Nirmalkumar Jain	Non - Promoter	--	0	0	27,800	27,800	0.06
40	Kanchan Lalchand Bodhwani	Non - Promoter	--	0	0	27,800	27,800	0.06
41	Desai Rohankumar Hasmukhbhai	Non - Promoter	--	0	0	27,800	27,800	0.06
42	Sanjaykumar Bhansali	Non - Promoter	--	0	0	27,800	27,800	0.06
43	Sanjaykumar Devchandbhai Vasoya	Non - Promoter	--	0	0	27,800	27,800	0.06
44	Nileshkumar Premjibhai Patel	Non - Promoter	--	0	0	27,800	27,800	0.06
45	Jashuben Naranbhai Maniya	Non - Promoter	--	0	0	27,800	27,800	0.06
46	Ravi Krishna Kumar Agarwal	Non - Promoter	--	0	0	27,800	27,800	0.06
47	Pareesh N Ramani	Non - Promoter	--	0	0	22,200	22,200	0.04
48	Dharmeshbhai Ramanbhai Mahant	Non - Promoter	--	0	0	11,100	11,100	0.02
49	Patel Mohitkumar Jasvantbhai	Non - Promoter	--	0	0	11,100	11,100	0.02
50	Anil Kumar Pugalia	Non - Promoter	--	0	0	88,900	88,900	0.18
51	Honade Tushar Ravindra	Non - Promoter	--	0	0	11,100	11,100	0.02
52	Pravinsing Zulalsing Girase	Non - Promoter	--	0	0	50,000	50,000	0.10
53	Chintu Somnath Chugh	Non - Promoter	--	0	0	44,400	44,400	0.09
54	Rajesh Rasiklal Shah	Non - Promoter	--	0	0	44,400	44,400	0.09
55	Parimal Chandrakant Jariwala	Non - Promoter	--	0	0	11,100	11,100	0.02
56	Ankit Omprakash Chugh	Non - Promoter	--	0	0	22,200	22,200	0.04
57	Kuldeep Singh	Non - Promoter	--	0	0	22,200	22,200	0.04
58	Uttam Chauhan	Non - Promoter	--	0	0	22,200	22,200	0.04
59	Yogesh Liladhar Rajput	Non - Promoter	--	0	0	27,800	27,800	0.06
60	Manojkumar Narayandas Chandak	Non - Promoter	--	0	0	44,400	44,400	0.09
61	Girish Mahesh Daryani HUF	Non - Promoter	DARYANI GIRISH M (PAN: AJIPD5380K)	0	0	22,200	22,200	0.04
62	Sanjay Kumar	Non - Promoter	--	0	0	22,200	22,200	0.04
63	Sanjay Gupta	Non - Promoter	--	0	0	22,200	22,200	0.04
64	Hiralal Ukchand Jain	Non - Promoter	--	0	0	11,100	11,100	0.02
65	Sheth Tirthesh Rameshbhai	Non - Promoter	--	0	0	22,200	22,200	0.04
66	Sudhir Kumar Aggarwal	Non - Promoter	--	0	0	22,200	22,200	0.04
67	Rajesh Dhanraj Saluja	Non - Promoter	--	0	0	22,200	22,200	0.04
68	Saheb Jugalkishore Raheja	Non - Promoter	--	0	0	11,100	11,100	0.02
69	Parin Dineshbhai Doshi	Non - Promoter	--	0	0	11,100	11,100	0.02
70	Sarojben Rajendrakumar Shah	Non - Promoter	--	0	0	11,100	11,100	0.02
71	Minesh Shah	Non - Promoter	--	0	0	11,100	11,100	0.02
72	Ashok Laxmandas Adwani	Non - Promoter	--	0	0	22,200	22,200	0.04



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73	Manoj Tawri	Non - Promoter	--	0	0	27,800	27,800	0.06
74	Yugalkishore Bhagwandas Raghani	Non - Promoter	--	0	0	11,100	11,100	0.02
75	Chandrakant Shankarlal Modi	Non - Promoter	--	0	0	22,200	22,200	0.04
76	Sanjaykumar Suryakant Rana	Non - Promoter	--	0	0	16,700	16,700	0.03
77	Payal Natvarlal Rana	Non - Promoter	--	0	0	8,900	8,900	0.02
78	Milan Bharatbhai Lathiya	Non - Promoter	--	0	0	27,800	27,800	0.06
79	Nayanaben Ghanshyambhai Beldiya	Non - Promoter	--	0	0	11,100	11,100	0.02
80	Anilkumar Dharmashibhai Khambhadiya	Non - Promoter	--	0	0	27,800	27,800	0.06
81	Kalpeshkumar Popatbhai Bhikadiya	Non - Promoter	--	0	0	11,100	11,100	0.02
82	Ruchita Ashishbhai Mavani	Non - Promoter	--	0	0	22,200	22,200	0.04
83	Ankit Dasharathbhai Patel	Non - Promoter	--	0	0	27,800	27,800	0.06
84	Aastha Hitesh Bhansali	Non - Promoter	--	0	0	27,800	27,800	0.06
85	Jiteshbhai Manjibhai Lakhani	Non - Promoter	--	0	0	27,800	27,800	0.06
86	Dahyabhai Manjibhai Patel	Non - Promoter	--	0	0	27,800	27,800	0.06
87	Sumitaben Bharatbhai Gol	Non - Promoter	--	0	0	46,700	46,700	0.09
88	Jigisha Jiten Bhavsar	Non - Promoter	--	0	0	11,100	11,100	0.02
89	Vallabhbbhai Nagjibhai Mavani	Non - Promoter	--	0	0	22,200	22,200	0.04
90	Bhumi Anilbhai Mangukiya	Non - Promoter	--	0	0	11,100	11,100	0.02
91	Ravikant Dhansukhbhai Kabariya	Non - Promoter	--	0	0	22,200	22,200	0.04
92	Harshkumar Rajeshbhai Mavani	Non - Promoter	--	0	0	11,100	11,100	0.02
93	Nitin Ajmera (HUF)	Non - Promoter	NITIN AJMERA (PAN: ABRPA2805P)	0	0	11,100	11,100	0.02
94	Vitthalbhai Arjanbhai Gajera	Non - Promoter	--	0	0	18,900	18,900	0.04
95	Kanchanben Vitthalbhai Gajera	Non - Promoter	--	0	0	18,900	18,900	0.04
96	Kokila Jignesh Kakadiya	Non - Promoter	--	0	0	11,100	11,100	0.02
97	Bindu Maulik Gajera	Non - Promoter	--	0	0	11,100	11,100	0.02
98	Vasani Rushin Sanjaybhai	Non - Promoter	--	0	0	11,100	11,100	0.02
99	Jayaben Dhirubhai Gajera	Non - Promoter	--	0	0	11,100	11,100	0.02
100	Jayasukh Maganbhai Padashala	Non - Promoter	--	0	0	11,100	11,100	0.02
101	Samir Mohanlal Mehta	Non - Promoter	--	0	0	11,100	11,100	0.02
102	Punamben Vasudev Demla	Non - Promoter	--	0	0	11,100	11,100	0.02
103	Amankumar Bharatbhai Mangukiya	Non - Promoter	--	0	0	11,100	11,100	0.02
104	Zenith Rushi Nathwani	Non - Promoter	--	0	0	11,100	11,100	0.02
105	Madhuri Sagarkumar Pipaliya	Non - Promoter	--	0	0	11,100	11,100	0.02
106	Nareshkumar Devchandbhai Navadiya	Non - Promoter	--	0	0	11,100	11,100	0.02



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107	Urmila Asopa	Non - Promoter	--	0	0	11,100	11,100	0.02
108	Manishaben Manishbhai Desai	Non - Promoter	--	0	0	11,100	11,100	0.02
109	Kabariya Ravikumar Yagneshbhai	Non - Promoter	--	0	0	11,100	11,100	0.02
110	Kanubhai Dhirubhai Asodariya	Non - Promoter	--	0	0	11,100	11,100	0.02
111	Hiren Patel	Non - Promoter	--	0	0	11,100	11,100	0.02
112	Nirav Nareshbhai Kapopara	Non - Promoter	--	0	0	11,100	11,100	0.02
113	Jayshreeben Hiteshkumar Chosaliya	Non - Promoter	--	0	0	11,100	11,100	0.02
114	Kapadiya Varshaben Bharatbhai	Non - Promoter	--	0	0	11,100	11,100	0.02
115	Sanjaykumar K Shihora	Non - Promoter	--	0	0	5,600	5,600	0.01
116	Manjuben Babubhai Kanpariya	Non - Promoter	--	0	0	11,100	11,100	0.02
117	Deepak R Chandwani	Non - Promoter	--	0	0	22,200	22,200	0.04
118	Nilesh Veljibhai Khokhani	Non - Promoter	--	0	0	16,700	16,700	0.03
119	Sonalben Jayantilal Kachhadiya	Non - Promoter	--	0	0	27,800	27,800	0.06
120	Nitaben Jayeshbhai Mehta	Non - Promoter	--	0	0	11,100	11,100	0.02
121	Borisagar Parulben B	Non - Promoter	--	0	0	16,700	16,700	0.03
122	Dakshaben A Mehta	Non - Promoter	--	0	0	11,100	11,100	0.02
123	Rasikbhai Jamnadas Vandara	Non - Promoter	--	0	0	22,200	22,200	0.04
124	Rannaben Kishorbhai Joshi	Non - Promoter	--	0	0	11,100	11,100	0.02
125	Jaimin Kishorbhai Pathak	Non - Promoter	--	0	0	11,100	11,100	0.02
126	Hiteshkumar Jamanadas Kariya	Non - Promoter	--	0	0	11,100	11,100	0.02
127	Sarmilkumar Vinubhai Sadarani	Non - Promoter	--	0	0	16,700	16,700	0.03
128	Amitbhai Vasantbhai Joshi	Non - Promoter	--	0	0	11,100	11,100	0.02
129	Chiragkumar Babulal Borisagar	Non - Promoter	--	0	0	11,100	11,100	0.02
130	Pratik Bhanubhai Virani	Non - Promoter	--	0	0	11,100	11,100	0.02
131	Mehta Viral Bhaskarbhai	Non - Promoter	--	0	0	11,100	11,100	0.02
132	Agravat Jayraj Kamaleshbhai	Non - Promoter	--	0	0	11,100	11,100	0.02
133	Gopikaben Hirenabhai Chavda	Non - Promoter	--	0	0	11,100	11,100	0.02
134	Vishalkumar Mansingbhai Chaudhari	Non - Promoter	--	0	0	5,600	5,600	0.01
135	Sanjay Satynarayan Kheradi	Non - Promoter	--	0	0	55,600	55,600	0.11
136	Shivangi Akash Bansal	Non - Promoter	--	0	0	22,200	22,200	0.04
137	Sapna Taparia	Non - Promoter	--	0	0	11,100	11,100	0.02
138	Bhumikaben Kevalbhai Gelani	Non - Promoter	--	0	0	11,100	11,100	0.02
139	Kevalkumar Nareshbhai Kapopara	Non - Promoter	--	0	0	83,300	83,300	0.16



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140	Pujaben Prafulbhai Desai	Non - Promoter	--	0	0	44,400	44,400	0.09
141	Maheshkumar J Shah	Non - Promoter	--	0	0	22,200	22,200	0.04
142	Chandrikaben Dhirajlal Shah	Non - Promoter	--	0	0	2,22,200	2,22,200	0.44
143	Krishna Rajani	Non - Promoter	--	0	0	22,200	22,200	0.04
144	Ashokbhai Vallabhbhai Kakadiya	Non - Promoter	--	0	0	22,200	22,200	0.04
145	Pallavi Jatinkumar Shah	Non - Promoter	--	0	0	66,700	66,700	0.13
146	Piyushkumar Chandulal Shah	Non - Promoter	--	0	0	27,800	27,800	0.06
147	Damyantiben Maheshbhai Shah	Non - Promoter	--	0	0	11,100	11,100	0.02
148	Swati Arvindkumar Baid	Non - Promoter	--	0	0	11,100	11,100	0.02
149	Sneha Anuj Kedia	Non - Promoter	--	0	0	11,100	11,100	0.02
150	Vijay Kumari	Non - Promoter	--	0	0	11,100	11,100	0.02
151	Nirmal Mulubhai Der	Non - Promoter	--	0	0	11,100	11,100	0.02
152	Dilipbhai Nagindas Shah	Non - Promoter	--	0	0	27,800	27,800	0.06
153	Aniket Ashok Lathi	Non - Promoter	--	0	0	11,100	11,100	0.02
154	Abhishek Kawatra HUF	Non - Promoter	ABHISHEK KAWATRA (PAN: AQNPK8860D)	0	0	11,100	11,100	0.02
155	Amitkumar Himmatlal Shingala	Non - Promoter	--	0	0	33,300	33,300	0.07
156	Naynaben Umesh Koladia	Non - Promoter	--	0	0	11,100	11,100	0.02
157	Koladiya Bhumikaben Sanjaybhai	Non - Promoter	--	0	0	11,100	11,100	0.02
158	Vijaykumar N Sabhadia	Non - Promoter	--	0	0	11,100	11,100	0.02
159	Mahesh Ramjibhai Paghadal	Non - Promoter	--	0	0	11,100	11,100	0.02
160	Tepan Dhaval Bherulal	Non - Promoter	--	0	0	1,11,100	1,11,100	0.22
161	Khanna Tarak	Non - Promoter	--	0	0	33,300	33,300	0.07
162	Feny Vipin Parmar	Non - Promoter	--	0	0	27,800	27,800	0.06
163	Rakeshbhai Popatbhai Tejaani	Non - Promoter	--	0	0	27,800	27,800	0.06
164	Patel Prakashbhai Vallabhbhai	Non - Promoter	--	0	0	27,800	27,800	0.06
165	Aagam Bharatbhai Shah	Non - Promoter	--	0	0	38,900	38,900	0.08
166	Shobhanaben Laxmanbhai Salunke	Non - Promoter	--	0	0	22,200	22,200	0.04
167	Mange Vasant Shambhuram	Non - Promoter	--	0	0	27,800	27,800	0.06
168	Shailesh Lakhani	Non - Promoter	--	0	0	22,200	22,200	0.04
169	Premilaben Bhanushali	Non - Promoter	--	0	0	27,800	27,800	0.06
170	Arvindkumar Gagaldas Sheth	Non - Promoter	--	0	0	11,100	11,100	0.02
171	Tapan Jagdishchandra Patel	Non - Promoter	--	0	0	11,100	11,100	0.02
172	Bhavesbhai Ravjibhai Sukhadiya	Non - Promoter	--	0	0	11,100	11,100	0.02
173	Vaibhavi Nishith Trivedi	Non - Promoter	--	0	0	11,100	11,100	0.02





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174	Vishnubhai Mohanbhai Desai	Non - Promoter	--	0	0	27,800	27,800	0.06
175	Ushma Divyesh Shah	Non - Promoter	--	0	0	1,12,200	1,12,200	0.22
176	Shraddhakumari Biren Mehta	Non - Promoter	--	0	0	33,300	33,300	0.07
177	Anita Ramaji Ghagre	Non - Promoter	--	0	0	27,800	27,800	0.06
178	Vikramkumar Chimanlal Mehta	Non - Promoter	--	0	0	27,800	27,800	0.06

**Notes:** Assuming that 46,05,000 Equity shares by way of cash and 3,04,20,000 Equity shares by way of Swap as mentioned in the Resolution no. 5 and Resolution no. 6 respectively are fully subscribed to and allotted to the promoter & non-promoters.

**The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:**

Sr. No.	Name of the proposed Allottee	Current Status / Category	Proposed Status / Category
1	Joshi Madhviben Jugalkishor	Non-Promoter	Non-Promoter
2	Narendrakumar Jadavjibhai Joshi	Non-Promoter	Non-Promoter
3	Karan Singh Harpal Sahi	Non-Promoter	Non-Promoter
4	Pinal Pradip Dave	Non-Promoter	Non-Promoter
5	Jignesh Bharthi Ghanshyam Bharthi Gauswami	Non-Promoter	Non-Promoter
6	Darshit Mahendrabhai Joshi	Non-Promoter	Non-Promoter
7	Mahendrabhai Bhikhabhai Mehta	Non-Promoter	Non-Promoter
8	Bhartiben Mahendrakumar Vyas	Non-Promoter	Non-Promoter
9	Vinit C Shah	Non-Promoter	Non-Promoter
10	Thummar Ketan Batukbhai	Non-Promoter	Non-Promoter
11	Malay Rajeshkumar Jobanputra	Non-Promoter	Non-Promoter
12	Bharat Rajpurohit	Non-Promoter	Non-Promoter
13	Prashant Mahendra Naik	Non-Promoter	Non-Promoter
14	Donga Sejalben Subhashkumar	Non-Promoter	Non-Promoter
15	Krishna Rajkumar Gajjar	Non-Promoter	Non-Promoter
16	Yagneshkumar Jagdishbhai Patel	Non-Promoter	Non-Promoter
17	Rameshbhai Shambhubhai Bhalala	Non-Promoter	Non-Promoter
18	Trupti Yagneshkumar Patel	Non-Promoter	Non-Promoter
19	Tejas Jatin Kothari	Non-Promoter	Non-Promoter
20	Jashvantbhai Chauhan	Non-Promoter	Non-Promoter
21	Thakwani Hitesh Hareshbhai .	Non-Promoter	Non-Promoter
22	Manish Naranbhai Solanki	Non-Promoter	Non-Promoter
23	Cholera Krunal Jitendrabhai	Non-Promoter	Non-Promoter
24	Vishal Sanjay Surana	Non-Promoter	Non-Promoter
25	Anjanaben Prakashbhai Mehta	Non-Promoter	Non-Promoter
26	Krutikaben Kaushikbhai Patoliya	Non-Promoter	Non-Promoter
27	Deepak Chagan Lal Solanki	Non-Promoter	Non-Promoter
28	Kailashchandra Bansilal Chandak	Non-Promoter	Non-Promoter
29	Smeet Kishankumar Ariwala	Non-Promoter	Non-Promoter
30	Mukeshkumar Harishkumar Tekwani	Non-Promoter	Non-Promoter



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31	Sumit Hemchand Kochar	Non-Promoter	Non-Promoter
32	Aniruddh Dharmendrasinh Gohil	Non-Promoter	Non-Promoter
33	Pinkeshbhai A Patel	Non-Promoter	Non-Promoter
34	Vimalkumar Bharatbhai Patel	Non-Promoter	Non-Promoter
35	Vikash Nand Kishore Agarwal	Non-Promoter	Non-Promoter
36	Kirankumar Mithalal Jain	Non-Promoter	Non-Promoter
37	Nitin Kumar Chhaganlal Solanki	Non-Promoter	Non-Promoter
38	Hemendrasinh Jashvantsinh Vansadia	Non-Promoter	Non-Promoter
39	Nirmalkumar Jain	Non-Promoter	Non-Promoter
40	Kanchan Lalchand Bodhwani	Non-Promoter	Non-Promoter
41	Desai Rohankumar Hasmukhbhai	Non-Promoter	Non-Promoter
42	Sanjaykumar Bhansali	Non-Promoter	Non-Promoter
43	Sanjaykumar Devchandbhai Vasoya	Non-Promoter	Non-Promoter
44	Nileshkumar Premjibhai Patel	Non-Promoter	Non-Promoter
45	Jashuben Naranbhai Maniya	Non-Promoter	Non-Promoter
46	Ravi Krishna Kumar Agarwal	Non-Promoter	Non-Promoter
47	Paresh N Ramani	Non-Promoter	Non-Promoter
48	Dharmeshbhai Ramanbhai Mahant	Non-Promoter	Non-Promoter
49	Patel Mohitkumar Jasvantbhai	Non-Promoter	Non-Promoter
50	Anil Kumar Pugalia	Non-Promoter	Non-Promoter
51	Honade Tushar Ravindra	Non-Promoter	Non-Promoter
52	Pravinsing Zulalsing Girase	Non-Promoter	Non-Promoter
53	Chintu Somnath Chugh	Non-Promoter	Non-Promoter
54	Rajesh Rasiklal Shah	Non-Promoter	Non-Promoter
55	Parimal Chandrakant Jariwala	Non-Promoter	Non-Promoter
56	Ankit Omprakash Chugh	Non-Promoter	Non-Promoter
57	Kuldeep Singh	Non-Promoter	Non-Promoter
58	Uttam Chauhan	Non-Promoter	Non-Promoter
59	Yogesh Liladhar Rajput	Non-Promoter	Non-Promoter
60	Manojkumar Narayandas Chandak	Non-Promoter	Non-Promoter
61	Girish Mahesh Daryani HUF	Non-Promoter	Non-Promoter
62	Sanjay Kumar	Non-Promoter	Non-Promoter
63	Sanjay Gupta	Non-Promoter	Non-Promoter
64	Hiralal Ukchand Jain	Non-Promoter	Non-Promoter
65	Sheth Tirthesh Rameshbhai	Non-Promoter	Non-Promoter
66	Sudhir Kumar Aggarwal	Non-Promoter	Non-Promoter
67	Rajesh Dhanraj Saluja	Non-Promoter	Non-Promoter
68	Saheb Jugalkishore Raheja	Non-Promoter	Non-Promoter
69	Parin Dineshbhai Doshi	Non-Promoter	Non-Promoter
70	Sarojben Rajendrakumar Shah	Non-Promoter	Non-Promoter
71	Minesh Shah	Non-Promoter	Non-Promoter
72	Ashok Laxmandas Adwani	Non-Promoter	Non-Promoter
73	Manoj Tawri	Non-Promoter	Non-Promoter



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74	Yugalkishore Bhagwandas Raghani	Non-Promoter	Non-Promoter
75	Chandrakant Shankarlal Modi	Non-Promoter	Non-Promoter
76	Sanjaykumar Suryakant Rana	Non-Promoter	Non-Promoter
77	Payal Natvarlal Rana	Non-Promoter	Non-Promoter
78	Milan Bharatbhai Lathiya	Non-Promoter	Non-Promoter
79	Nayanaben Ghanshyambhai Beldiya	Non-Promoter	Non-Promoter
80	Anilkumar Dharmashibhai Khambhadiya	Non-Promoter	Non-Promoter
81	Kalpeshkumar Popatbhai Bhikadiya	Non-Promoter	Non-Promoter
82	Ruchita Ashishbhai Mavani	Non-Promoter	Non-Promoter
83	Ankit Dasharathbhai Patel	Non-Promoter	Non-Promoter
84	Aastha Hitesh Bhansali	Non-Promoter	Non-Promoter
85	Jiteshbhai Manjibhai Lakhani	Non-Promoter	Non-Promoter
86	Dahyabhai Manjibhai Patel	Non-Promoter	Non-Promoter
87	Sumitaben Bharatbhai Gol	Non-Promoter	Non-Promoter
88	Jigisha Jiten Bhavsar	Non-Promoter	Non-Promoter
89	Vallabhbhai Nagjibhai Mavani	Non-Promoter	Non-Promoter
90	Bhumi Anilbhai Mangukiya	Non-Promoter	Non-Promoter
91	Ravikant Dhansukhbhai Kabariya	Non-Promoter	Non-Promoter
92	Harshkumar Rajeshbhai Mavani	Non-Promoter	Non-Promoter
93	Nitin Ajmera (HUF)	Non-Promoter	Non-Promoter
94	Vitthalbhai Arjanbhai Gajera	Non-Promoter	Non-Promoter
95	Kanchanben Vitthalbhai Gajera	Non-Promoter	Non-Promoter
96	Kokila Jignesh Kakadiya	Non-Promoter	Non-Promoter
97	Bindu Maulik Gajera	Non-Promoter	Non-Promoter
98	Vasani Rushin Sanjaybhai	Non-Promoter	Non-Promoter
99	Jayaben Dhirubhai Gajera	Non-Promoter	Non-Promoter
100	Jayasukh Maganbhai Padashala	Non-Promoter	Non-Promoter
101	Samir Mohanlal Mehta	Non-Promoter	Non-Promoter
102	Punamben Vasudev Demla	Non-Promoter	Non-Promoter
103	Amankumar Bharatbhai Mangukiya	Non-Promoter	Non-Promoter
104	Zenith Rushi Nathwani	Non-Promoter	Non-Promoter
105	Madhuri Sagarkumar Pipaliya	Non-Promoter	Non-Promoter
106	Nareshkumar Devchandbhai Navadiya	Non-Promoter	Non-Promoter
107	Urmila Asopa	Non-Promoter	Non-Promoter
108	Manishaben Manishbhai Desai	Non-Promoter	Non-Promoter
109	Kabariya Ravikumar Yagneshbhai	Non-Promoter	Non-Promoter
110	Kanubhai Dhirubhai Asodariya	Non-Promoter	Non-Promoter
111	Hiren Patel	Non-Promoter	Non-Promoter
112	Nirav Nareshbhai Kapopara	Non-Promoter	Non-Promoter
113	Jayshreeben Hiteshkumar Chosaliya	Non-Promoter	Non-Promoter
114	Kapadiya Varshaben Bharatbhai	Non-Promoter	Non-Promoter
115	Sanjaykumar K Shihora	Non-Promoter	Non-Promoter
116	Manjuben Babubhai Kanpariya	Non-Promoter	Non-Promoter



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117	Deepak R Chandwani	Non-Promoter	Non-Promoter
118	Nilesh Veljibhai Khokhani	Non-Promoter	Non-Promoter
119	Sonalben Jayantilal Kachhadiya	Non-Promoter	Non-Promoter
120	Nitaben Jayeshbhai Mehta	Non-Promoter	Non-Promoter
121	Borisagar Parulben B	Non-Promoter	Non-Promoter
122	Dakshaben A Mehta	Non-Promoter	Non-Promoter
123	Rasikbhai Jamnadas Vandara	Non-Promoter	Non-Promoter
124	Rannaben Kishorbhai Joshi	Non-Promoter	Non-Promoter
125	Jaimin Kishorbhai Pathak	Non-Promoter	Non-Promoter
126	Hiteshkumar Jamanadas Kariya	Non-Promoter	Non-Promoter
127	Sarmilkumar Vinubhai Sadarani	Non-Promoter	Non-Promoter
128	Amitbhai Vasantbhai Joshi	Non-Promoter	Non-Promoter
129	Chiragkumar Babulal Borisagar	Non-Promoter	Non-Promoter
130	Pratik Bhanubhai Virani	Non-Promoter	Non-Promoter
131	Mehta Viral Bhaskarbhai	Non-Promoter	Non-Promoter
132	Agravat Jayraj Kamaleshbhai	Non-Promoter	Non-Promoter
133	Gopikaben Hirenabhai Chavda	Non-Promoter	Non-Promoter
134	Vishalkumar Mansingbhai Chaudhari	Non-Promoter	Non-Promoter
135	Sanjay Satynarayan Kheradi	Non-Promoter	Non-Promoter
136	Shivangi Akash Bansal	Non-Promoter	Non-Promoter
137	Sapna Taparia	Non-Promoter	Non-Promoter
138	Bhumikaben Kevalbhai Gelani	Non-Promoter	Non-Promoter
139	Kevalkumar Nareshbhai Kapopara	Non-Promoter	Non-Promoter
140	Pujaben Prafulbhai Desai	Non-Promoter	Non-Promoter
141	Maheshkumar J Shah	Non-Promoter	Non-Promoter
142	Chandrikaben Dhirajlal Shah	Non-Promoter	Non-Promoter
143	Krishna Rajani	Non-Promoter	Non-Promoter
144	Ashokbhai Vallabhbhai Kakadiya	Non-Promoter	Non-Promoter
145	Pallavi Jatinkumar Shah	Non-Promoter	Non-Promoter
146	Piyushkumar Chandulal Shah	Non-Promoter	Non-Promoter
147	Damyantiben Maheshbhai Shah	Non-Promoter	Non-Promoter
148	Swati Arvindkumar Baid	Non-Promoter	Non-Promoter
149	Sneha Anuj Kedia	Non-Promoter	Non-Promoter
150	Vijay Kumari	Non-Promoter	Non-Promoter
151	Nirmal Mulubhai Der	Non-Promoter	Non-Promoter
152	Dilipbhai Nagindas Shah	Non-Promoter	Non-Promoter
153	Aniket Ashok Lathi	Non-Promoter	Non-Promoter
154	Abhishek Kawatra HUF	Non-Promoter	Non-Promoter
155	Amitkumar Himmatlal Shingala	Non-Promoter	Non-Promoter
156	Naynaben Umesh Koladia	Non-Promoter	Non-Promoter
157	Koladiya Bhumikaben Sanjaybhai	Non-Promoter	Non-Promoter
158	Vijaykumar N Sabhadia	Non-Promoter	Non-Promoter
159	Mahesh Ramjibhai Paghadal	Non-Promoter	Non-Promoter



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160	Tepan Dhaval Bherulal	Non-Promoter	Non-Promoter
161	Khanna Tarak	Non-Promoter	Non-Promoter
162	Feny Vipin Parmar	Non-Promoter	Non-Promoter
163	Rakeshbhai Popatbhai Tejaani	Non-Promoter	Non-Promoter
164	Patel Prakashbhai Vallabhbhai	Non-Promoter	Non-Promoter
165	Aagam Bharatbhai Shah	Non-Promoter	Non-Promoter
166	Shobhanaben Laxmanbhai Salunke	Non-Promoter	Non-Promoter
167	Mange Vasant Shambhuram	Non-Promoter	Non-Promoter
168	Shailesh Lakhani	Non-Promoter	Non-Promoter
169	Premilaben Bhanushali	Non-Promoter	Non-Promoter
170	Arvindkumar Gagaldas Sheth	Non-Promoter	Non-Promoter
171	Tapan Jagdishchandra Patel	Non-Promoter	Non-Promoter
172	Bhavesbhai Ravjibhai Sukhadiya	Non-Promoter	Non-Promoter
173	Vaibhavi Nishith Trivedi	Non-Promoter	Non-Promoter
174	Vishnubhai Mohanbhai Desai	Non-Promoter	Non-Promoter
175	Ushma Divyesh Shah	Non-Promoter	Non-Promoter
176	Shraddhakumari Biren Mehta	Non-Promoter	Non-Promoter
177	Anita Ramaji Ghagre	Non-Promoter	Non-Promoter
178	Vikramkumar Chimanlal Mehta	Non-Promoter	Non-Promoter

## Change in control if any, in the Company that would occur consequent to the preferential issue:

Consequent to the proposed preferential allotment of equity shares, there is no change in control or change in management of the Company. The preferential issue does 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.

## (VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so and other undertakings:

In terms of SEBI (ICDR) Regulations, 2018, issuer hereby undertakes that:

1. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. If the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the specified regulations, the securities shall continue to be locked-in till the time such amount is paid.

## Practicing Company Secretary Certificate:

The Company has obtained a certificate dated 04/06/2025 from M/s. H. M. Kadeval & Associates, Practicing Company Secretary certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address <https://mvkagrofood.com/index.php/pcs-certificates>.





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## **(VIII) Pricing of the Issue including the basis or justification for the premium and Relevant Date:**

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 28/05/2025, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 27/06/2025).

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE"). The Equity shares of the Company are infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The price at which equity shares are to be issued is determined as per the valuation certificate issued by an Independent Registered Valuer.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As the proposed allotment is of more than five percent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has considered the Valuation Report dated 30/05/2025 issued by CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra. The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://mvkagrofood.com/index.php/valuation-report>.

As per the Valuation Report, the price of equity share of the Company stands at Rs. 88.79/- per share against which it has been rounded off to Rs. 90/- per equity share fixed by Board of Directors of the Company.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 90/- per Equity Share which is not less than the price as determined by the registered valuer.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.

## **(IX) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;**

Not Applicable as the allotment will be made for cash.

## **(X) SEBI Takeover code:**

In the present case, none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.



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## **(XI) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees, if any, shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

## **(XII) Lock-in Period:**

The equity shares to be allotted on preferential basis shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from National Stock Exchange of India Limited ("NSE"), where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

## **(XIII) Listing:**

The Company will make an application to National Stock Exchange of India Limited ("NSE") at which the existing equity shares are presently listed. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

## **(XIV) The number 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:**

During the year, the Company has not made any preferential allotment.

## **(XV) Compliances:**

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

## **(XVI) Other disclosures/undertaking:**

1. Neither the Company, its Promoters nor the Directors have been declared as wilful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
2. None of its directors or promoters is fugitive economic offender as defined under the ICDR Regulations.
3. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
4. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
5. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolutions;



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6. The Company is in compliance with the conditions for continuous listing;
7. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
8. None of the Proposed Allottees has sold any equity shares during 90 trading days preceding the Relevant Date.
9. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only.
10. No person belonging to the promoters / promoter group has previously subscribed to and paid for any shares of the Company during the last one year.
11. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

## **(XVII) Monitoring Agency:**

Since the issue size is below Rupees One Hundred Crores, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

## **(XVIII) Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolutions, which would result in a further issuance of securities of the Company to non-promoters on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Accordingly, the Board recommends the Resolution set out at Item No. 5 seeking approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Persons (KMP) of the Company and their relatives are in any way concerned or interested, financially or otherwise, directly or indirectly, in this Resolution.

## **ITEM NO. 6:**

The special resolution as mentioned above proposes to authorize the Board of directors to issue and allot up to 3,04,20,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share) on preferential basis in such manner and on such terms of conditions as prescribed under SEBI (ICDR) Regulations and in compliance with Sections 42 and 62 and other applicable provisions of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014.



# M.V.K. AGRO FOOD PRODUCT LIMITED

CIN: L15316MH2018PLC304795 | GST No.: 27AALCM5956B1ZA  
Reg. Office: Gut No. 44 and 46, Kusumnagar, At Post Waghawada,  
Umari, Nanded - 431807, Maharashtra, India  
Contact No.: +91 7447462601, Website: [www.mvkagrofood.com](http://www.mvkagrofood.com)  
Email: [cs@mvkagrofood.com](mailto:cs@mvkagrofood.com), [navinkabra.ca@gmail.com](mailto:navinkabra.ca@gmail.com)

**A. Preferential allotment towards acquisition of 99,70,000 equity shares constituting 100% stake in Dr Shankarrao Chavan Jaggery and Agro Product Private Limited ("DSCJAAP") and 8,10,000 equity shares constituting 100% stake in V.P.K. Agro Food Product Private Limited ("V.P.K.).**

The Company in order to achieve inorganic growth has identified a Companies, Dr Shankarrao Chavan Jaggery and Agro Product Private Limited and V.P.K. Agro Food Product Private Limited whose details are furnished hereunder. For this purpose, the Company approached CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra, who conducted valuation of the companies (M.V.K. Agro Food Product Limited and Dr Shankarrao Chavan Jaggery and Agro Product Private Limited and V.P.K. Agro Food Product Private Limited). The details of the company including ratios etc. are given below:

**Swap ratio for allotment of Equity Shares by the Company to the respective shareholders of the Target Company:**

**(a) Dr Shankarrao Chavan Jaggery and Agro Product Private Limited ("DSCJAAP"):**

On the basis of Valuation Report of the Independent Registered Valuer, the following swap ratios have been identified. Accordingly, it is proposed to issue and allot upto 1,79,46,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share) aggregating upto Rs. 1,61,51,40,000/- (Rupees One Hundred Sixty One Crore Fifty One Lakh Forty Thousand) as consideration to the shareholders of acquiree Company i.e. Dr Shankarrao Chavan Jaggery and Agro Product Private Limited in the ratio of 10:18 i.e. for every Ten (10) Equity Shares of Dr Shankarrao Chavan Jaggery and Agro Product Private Limited of Rs. 10/- each, Eighteen (18) Equity shares of Rs. 10/- each of M.V.K. Agro Food Product Limited.

**(b) V.P.K. Agro Food Product Private Limited ("V.P.K.):**

On the basis of Valuation Report of the Independent Registered Valuer, the following swap ratios have been identified. Accordingly, it is proposed to issue and allot upto 1,24,74,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share) aggregating upto Rs. 1,12,26,60,000/- (Rupees One Hundred Twelve Crore Twenty Six Lakh Sixty Thousand) as consideration to the shareholders of acquiree Company i.e. V.P.K. Agro Food Product Private Limited in the ratio of 10:154 i.e. for every Ten (10) Equity Shares of V.P.K. Agro Food Product Private Limited of Rs. 100/- each, One Hundred Fifty Four (154) Equity shares of Rs. 10/- each of M.V.K. Agro Food Product Limited.

After the proposed allotment of equity shares, Dr Shankarrao Chavan Jaggery and Agro Product Private Limited and V.P.K. Agro Food Product Private Limited will become a wholly own subsidiary of M.V.K. Agro Food Product Limited where in M.V.K. Agro Food Product Limited holds 100% in Dr Shankarrao Chavan Jaggery and Agro Product Private Limited and V.P.K. Agro Food Product Private Limited.



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## **Brief profile of the Target Companies are as follow:**

### **(a) Dr Shankarrao Chavan Jaggery and Agro Product Private Limited ("DSCJAAP"):**

Sr. No.	particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Dr Shankarrao Chavan Jaggery and Agro Product Private Limited</p> <p>The Company was incorporated on 02/03/2021 registered in Maharashtra, with the Registrar of Companies, Mumbai bearing CIN U15400MH2021PTC356141 and having registered office at IP-273, Waghalawada, Nanded - 431807, Maharashtra, India.</p> <p>The authorized and paid up share capital of the Target Company is Rs. 9,97,00,000/- divided into 99,70,000 equity shares of Rs.10/- each.</p> <p>The Target Company has achieved a turnover of Rs. 12,574.30/- Lakhs for the year 2024-25.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	Yes, the acquisition would fall within related party transaction. Promoter/ promoter group/are the Director(s)/Shareholder of the Target Company. This Transaction is done at arms-length price.
3.	Industry to which the entity being acquired belongs.	Dr Shankarrao Chavan Jaggery And Agro Product Private Limited operates within the food processing industry, with a specific focus on the manufacture of jaggery (gur) from sugarcane. The company is part of the Fast Moving Consumer Goods (FMCG) sector.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	M.V.K. Agro Food Company is seeking strategic partnerships to accelerate the development and marketing of its agro-products. Partnering with Dr. Shankarrao Chavan Jaggery and Agro Product Private Limited will enhance innovation, expand market reach and improve operational efficiency. This collaboration will drive long-term growth, improve financial performance, and create value for MVK Agro's shareholders.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of the acquisition	Within 12 months from the date of Members approval in the Extra Ordinary General Meeting subject to the approval from concerned statutory Authorities.
7.	Nature of consideration - whether cash consideration or share swap and details of	Swapping of shares i.e., Other than Cash Consideration.





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	the same	Preferential Issue of up to 1,79,46,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per share aggregating up to Rs. 16,151.40 Lakh for acquisition of 99,70,000 Equity Shares of Rs. 10/- each i.e., 100.00% stake in Dr Shankarrao Chavan Jaggery And Agro Product Private Limited.												
8.	Cost of acquisition or the price at which the shares are acquired	The total consideration shall be Rs. 16,151.40 Lakh  Acquisition shall be done on share swap basis and there will be no cash outflow. Valuation report from the registered valuer is obtained and also available on the website of the Company.												
9.	Percentage of shareholding/ control acquired and / or number of shares acquired.	100.00% / 99,70,000 Equity Shares												
10.	Brief background about the entity acquired in terms of products/ line of business acquired, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<div>a. Brief background: as mentioned above</div> <div>b. Date of incorporation: 02/03/2021</div> <div>c. Turnover and EBIDTA for last 3 years:<div>Rs. (In Lakh)</div><table><tr><td></td><td>FY 2024-25</td><td>FY 2023-24</td><td>FY 2022-23</td></tr><tr><td>Turnover</td><td>12,574.30</td><td>8,656.80</td><td>2,074.29</td></tr><tr><td>EBIDTA</td><td>1,329.49</td><td>945.18</td><td>103.83</td></tr></table></div> <div>d. The entity has its presence only in India.</div> <div>e. Any other significant information: Nil</div>		FY 2024-25	FY 2023-24	FY 2022-23	Turnover	12,574.30	8,656.80	2,074.29	EBIDTA	1,329.49	945.18	103.83
	FY 2024-25	FY 2023-24	FY 2022-23											
Turnover	12,574.30	8,656.80	2,074.29											
EBIDTA	1,329.49	945.18	103.83											

## V.P.K. Agro Food Product Private Limited ("V.P.K."):

Sr. No.	particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>V.P.K. Agro Food Product Private Limited</p> <p>The Company was incorporated on 03/05/2013 registered in Maharashtra, with the Registrar of Companies, Mumbai bearing CIN U15114MH2013PTC242871 and having registered office at At Post Sindhi, Tal Umri, Nanded - 431807, Maharashtra, India.</p> <p>The Target Company has an Authorized Share Capital of Rs. 8,30,00,000/- divided into 8,30,000 equity shares of Rs. 100/- each and paid-up capital of Rs. 8,10,00,000/- divided into 8,10,000 Equity Shares of Rs. 100/- each.</p> <p>The Target Company has achieved a turnover of Rs. 4,615.65 Lakhs for the year 2024-25.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether	Yes, the acquisition would fall within related party transaction. Promoter/ promoter group/ are the



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	the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms-length";	Director(s)/Shareholder of the Target Company. This Transaction is done at arms-length price.
3.	Industry to which the entity being acquired belongs.	V.P.K. AGRO FOOD PRODUCT PRIVATE LIMITED operates in the food processing industry, specializing in the production of jaggery (gur) from sugarcane. The company plays a key role in the Fast Moving Consumer Goods (FMCG) sector, with a particular focus on the Agricultural Food & Other Related Products market. Their commitment to high-quality production makes them a significant player in the food sector.
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	MVK Agro Food Company is seeking strategic partnerships to accelerate the development and marketing of its agro-products. Partnering with V.P.K. AGRO FOOD PRODUCT PRIVATE LIMITED will enhance innovation, expand market reach, and improve operational efficiency. This collaboration will drive long-term growth, improve financial performance, and create value for MVK Agro's shareholders.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of the acquisition	Within 12 months from the date of Members approval in the Extra Ordinary General Meeting subject to the approval from concerned statutory Authorities.
7.	Nature of consideration - whether cash consideration or share swap and details of the same	Swapping of shares i.e., Other than Cash Consideration.  Preferential Issue of up to 1,24,74,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per share aggregating up to Rs. 11,226.60 Lakh for acquisition of 8,10,000 Equity Shares of Rs. 100/- each i.e. 100.00% stake in V.P.K. Agro Food Product Private Limited.
8.	Cost of acquisition or the price at which the shares are acquired	The total consideration shall be Rs. 11,226.60 Lakh.  Acquisition shall be done on share swap basis and there will be no cash outflow. Valuation report from the registered valuer is obtained and also available on the website of the Company.
9.	Percentage of shareholding/ control acquired and / or number of shares acquired.	100.00% / 8,10,000 Equity Shares.



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10.	Brief background about the entity acquired in terms of products/ line of business acquired, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<div>a. Brief background: as mentioned above</div> <div>b. Date of incorporation: 03/05/2013</div> <div>c. Turnover and EBIDTA for last 3 years:</div> <div><div>Rs. (In Lakh)</div><table><tr><td></td><td>FY 2024-25</td><td>FY 2023-24</td><td>FY 2022-23</td></tr><tr><td>Turnover</td><td>4,615.65</td><td>7,056.19</td><td>4,063.54</td></tr><tr><td>EBIDTA</td><td>759.67</td><td>569.35</td><td>411.12</td></tr></table></div> <div>d. The entity has its presence only in India.</div> <div>e. Any other significant information: Nil</div>		FY 2024-25	FY 2023-24	FY 2022-23	Turnover	4,615.65	7,056.19	4,063.54	EBIDTA	759.67	569.35	411.12
	FY 2024-25	FY 2023-24	FY 2022-23											
Turnover	4,615.65	7,056.19	4,063.54											
EBIDTA	759.67	569.35	411.12											

For this purpose, the Company has obtained Valuation Report from CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra, who has conducted valuation of the above companies and on the basis of Valuation Report of the Independent Registered Valuer, a swap ratio for allotment of shares by the Company to the respective shareholders of the said Companies is identified.

## C. Disclosures:

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis.

### (I) Objects of the preferential issue/particulars of the offer:

#### (a) Dr Shankarrao Chavan Jaggery and Agro Product Private Limited ("DSCJAAP"):

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition by acquiring 99,70,000 Equity Shares of Rs. 10/- each constituting 100% stake in Dr Shankarrao Chavan Jaggery and Agro Product Private Limited ("Target Company") from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in Resolution at Item Number 6 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange, in the ratio of 10:18 (For every 10 Equity shares of the Dr Shankarrao Chavan Jaggery and Agro Product Private Limited of Rs. 10/- each, 18 Equity shares of M.V.K. Agro Food Product Limited of Rs. 10/- each) based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

#### (b) V.P.K. Agro Food Product Private Limited ("V.P.K."):

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition by acquiring 8,10,000 Equity Shares of Rs. 10/- each constituting 100% stake in V.P.K. Agro Food Product Private Limited ("Target Company") from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in Resolution at Item Number 6 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchanges, in the ratio of 10:154 (For every 10 Equity shares of the V.P.K. Agro Food Product Private Limited of Rs. 100/- each, 154 Equity shares of M.V.K. Agro Food Product Limited of Rs. 10/-



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each) based on the Valuation Report obtained from the Independent Registered Valuer and on such other terms and conditions as may be determined by the Board.

## (II) Maximum number of specified securities to be issued:

The resolutions set out in the accompanying notice authorizes the Board to create, offer, issue, and allot from time to time, up to 3,04,20,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share), issued on swap basis, subject to the approval of members.

## (III) Intent of the promoters or their associates and relatives, directors or key managerial personnel of the issuer to subscribe to the offer:

The following promoters or their associates and relatives, Directors or Key Managerial Personnel of the Company has shown their interest to subscribe shares proposed to be issued under the Preferential Allotment.

Sr. No.	Name of proposed Allottee	Category and Designation
1	Baliram Kishanrao Kawale	Relative of Promoter
2	Bharatbai Ganeshrao Kawale	Relative of Promoter
3	Sandip Marotrao Kawale	Promoter and CFO
4	Marotrao Vyankatrao Kawale	Promoter and Managing Director
5	Ganeshrao Vyankatrao Kawale	Promoter and Non-Executive Director
6	Kishanrao Vyankatrao Kawale	Promoter and Non-Executive Director
7	Sanjeevani Marotrao Kawale	Relative of Promoter
8	Sagarbai Marotrao Kawale	Promoter and Non-Executive Director

Except above, no other Director(s) or Key Managerial Personnel(s) intends to subscribe to the preferential issue.

## (IV) Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the shares are allotted on swap basis).

Sr. No.	Category	Pre-Issue Holding		Proposed issue		Post Issue Holding	
		No. of Equity shares	% of shares	Preferential issue by way of cash	Preferential issue for consideration other than cash (by swap)	No. of Equity shares	% of shares
<b>A</b>	<b>Promoters</b>						
1	Individuals/HUF	10000000	64.56	0	20212010	30212010	59.81
2	Body Corporate/Trust	0	0.00	0	0	0	0.00
	<b>Sub-Total (A)</b>	<b>10000000</b>	<b>64.56</b>	<b>0</b>	<b>20212010</b>	<b>30212010</b>	<b>59.81</b>
<b>B</b>	<b>Non-Promoters</b>					0	
1	Institutions					0	
	A. Domestic	0	0.00	0	0	0	0.00
	B. Foreign	28800	0.19	0	0	28800	0.06
2	Non-Institutions					0	
(i)	Individuals/HUF	5194800	33.54	4605000	10207990	20007790	39.61
(ii)	NRIs	82800	0.53	0	0	82800	0.16



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(iii)	Bodies Corporate	183600	1.19	0	0	183600	0.36
(iv)	Any Other	0	0.00	0	0	0	0.00
	<b>Sub-Total (B)</b>	<b>5490000</b>	<b>35.44</b>	<b>4605000</b>	<b>10207990</b>	<b>20302990</b>	<b>40.19</b>
	<b>Grand Total (A+B)</b>	<b>15490000</b>	<b>100.00</b>	<b>4605000</b>	<b>30420000</b>	<b>50515000</b>	<b>100.00</b>

## Notes:

- Assuming that 46,05,000 Equity shares by way of cash and 3,04,20,000 Equity shares by way of Swap as mentioned in the Resolution no. 5 and Resolution no. 6 respectively are fully subscribed to and allotted to the promoter & non-promoters.
- The above pre-issue shareholding pattern is based on the shareholding as on 31<sup>st</sup> March, 2025.

## (V) Time frame within which the preferential issue shall be completed and material terms:

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

## (VI) 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, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

**List of proposed allottees:** All the proposed allottees as furnished in the table are the ultimate beneficial owners, unless stated otherwise, of the shares along with their status as to promoter/ non – promoter, pre and post preferential issue.

Sr. No.	Name of proposed Allottee	Category	Pre issue		equity shares proposed to be allotted	Post issue		Ultimate Beneficial Owners
			holding	%		holding	%	
1	Baliram Kishanrao Kawale	promoter	0	0.00	19,44,000	19,44,000	3.85	--
2	Bharatbai Ganeshrao Kawale	promoter	0	0.00	11,70,000	11,70,000	2.32	--
3	Sandip Marotrao Kawale	promoter	4,02,000	2.60	18,36,460	22,38,460	4.43	--
4	Marotrao Vyankatrao Kawale	promoter	83,88,000	54.15	95,24,330	1,79,12,330	35.46	--
5	Ganeshrao Vyankatrao Kawale	promoter	4,02,000	2.60	13,41,400	17,43,400	3.45	--
6	Kishanrao Vyankatrao Kawale	promoter	4,02,000	2.60	40,30,840	44,32,840	8.78	--
7	Sanjeevani Marotaro Kawale	promoter	0	0.00	2,31,000	2,31,000	0.46	--
8	Sagarbai Marotrao Kawale	promoter	2,000	0.01	1,33,980	1,35,980	0.27	--
9	Dhara Mehta	non-promoter	0	0.00	13,50,000	13,50,000	2.67	--
10	Alkaben Vijaybhai Koradiya	non-promoter	0	0.00	14,04,000	14,04,000	2.78	--
11	Hetal Abhishek Kamdar	non-promoter	0	0.00	17,10,000	17,10,000	3.39	--
12	Kamya Abhishek Kamdar	non-promoter	0	0.00	19,64,768	19,64,768	3.89	--
13	Shilpaben Piyushbhai Mavani	non-promoter	0	0.00	12,29,906	12,29,906	2.43	--
14	Yagnik Bharatkumar Tank	non-promoter	0	0.00	5,92,900	5,92,900	1.17	--
15	Alpaben Hiteshbhai Mangukiya	non-promoter	0	0.00	12,32,616	12,32,616	2.44	--
16	Kanta Jayantilal Koradiya	non-promoter	0	0.00	7,23,800	7,23,800	1.43	--

**Notes:** Assuming that 46,05,000 Equity shares by way of cash and 3,04,20,000 Equity shares by way of Swap as mentioned in the Resolution no. 5 and Resolution no. 6 respectively are fully subscribed to and allotted to the promoter & non-promoters.





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**The current and proposed status of the allottees post the preferential issue namely, promoter or non-promoter:**

Sr. No.	Name of Proposed Allottees	Current Status / Category	Proposed Status / Category
1	Baliram Kishanrao Kawale	promoter	promoter
2	Bharatbai Ganeshrao Kawale	promoter	promoter
3	Sandip Marotrao Kawale	promoter	promoter
4	Marotrao Vyankatrao Kawale	promoter	promoter
5	Ganeshrao Vyankatrao Kawale	promoter	promoter
6	Kishanrao Vyankatrao Kawale	promoter	promoter
7	Sanjeevani Marotaro Kawale	promoter	promoter
8	Sagarbai Marotrao Kawale	promoter	promoter
9	Dhara Mehta	non-promoter	non-promoter
10	Alkaben Vijaybhai Koradiya	non-promoter	non-promoter
11	Hetal Abhishek Kamdar	non-promoter	non-promoter
12	Kamya Abhishek Kamdar	non-promoter	non-promoter
13	Shilpaben Piyushbhai Mavani	non-promoter	non-promoter
14	Yagnik Bharatkumar Tank	non-promoter	non-promoter
15	Alpaben Hiteshbhai Mangukiya	non-promoter	non-promoter
16	Kanta Jayantilal Koradiya	non-promoter	non-promoter

**Change in control if any, in the Company that would occur consequent to the preferential issue:**

Consequent to the proposed preferential allotment of equity shares, there is no change in control or change in management of the Company. The preferential issue does 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.

**(VII) Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so and other undertakings:**

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

1. As the Ordinary Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable. However, the Company shall recompute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
2. Neither the Company, its Directors nor Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
3. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.
4. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees. Not applicable, since the issue and allotment of shares is for consideration other than cash.



# M.V.K. AGRO FOOD PRODUCT LIMITED

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5. The Company shall submit the Valuation Report as received from the Independent Registered Valuer to the Stock Exchange pertaining to the allotment of shares for consideration other than cash.

## **(VIII) Practicing Company Secretary Certificate:**

The Company has obtained a certificate dated 04/06/2025 from M/s. H. M. Kadeval & Associates, Practicing Company Secretary certifying that the proposed issue of the Equity Shares is being made in accordance with the requirements of SEBI ICDR Regulations for Preferential Issues. A copy of the aforementioned certificate is being hosted on the website of the Company at the address <https://mvkagrofood.com/index.php/pcs-certificates>.

## **(IX) Pricing of the Issue including the basis or justification for the premium and Relevant Date:**

The price of the equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 28/05/2025, which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on 27/06/2025).

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE"). The Equity shares of the Company are infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The price at which equity shares are to be issued is determined as per the valuation certificate issued by an Independent Registered Valuer.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As the proposed allotment is of more than five percent of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has considered the Valuation Report dated 30/05/2025 issued by CA Bhavesh M Rathod, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/10708) having office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra. The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://mvkagrofood.com/index.php/valuation-report>.

As per the Valuation Report, the price of equity share of the Company stands at Rs. 88.79/- per share against which it has been rounded off to Rs. 90/- per equity share fixed by Board of Directors of the Company.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 90/- per Equity Share which is not less than the price as determined by the registered valuer.

A Certificate is obtained from the Practicing Company Secretary confirming the minimum price for the preferential issue is as per Preferential Issue Regulations as mentioned in chapter V of SEBI (ICDR) Regulations, 2018.



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**(X) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer;**

**(a) Dr Shankarrao Chavan Jaggery and Agro Product Private Limited ("DSCJAAP"):**

It was proposed to acquire 99,70,000 Equity Shares of Rs.10/- each constituting 100% stake in Dr Shankarrao Chavan Jaggery and Agro Product Private Limited, from the shareholders of Dr Shankarrao Chavan Jaggery and Agro Product Private Limited for 1,79,46,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share) on swap basis in the ratio of 10:18 (i.e. for every 10 Equity shares of Rs. 10/- each held in Dr Shankarrao Chavan Jaggery and Agro Product Private Limited, 18 Equity shares of Rs. 10/- each of M.V.K. Agro Food Product Limited will be issued) based on the Valuation Report of both the companies.

**(b) V.P.K. Agro Food Product Private Limited ("V.P.K.")**

It was proposed to acquire 8,30,000 Equity Shares of Rs. 100/- each constituting 100% stake in V.P.K. Agro Food Product Private Limited, from the shareholders of V.P.K. Agro Food Product Private Limited for 1,24,74,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 90/- per equity share (Including a Premium of Rs. 80/- per equity share) on swap basis in the ratio of 10:154 (i.e. for every 10 Equity shares of Rs. 100/- each held in V.P.K. Agro Food Product Private Limited, 154 Equity shares of Rs. 10/- each of M.V.K. Agro Food Product Limited will be issued) based on the Valuation Report of both the companies.

Justification mentioned at para (IX) above.

Name of the Registered Valuer: CA Bhavesh M Rathod, Independent Registered Valuer

Address: 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai – 400066, Maharashtra

**(XI) SEBI Takeover code:**

In the present case, none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to come out with open offer to the public shareholders except making certain disclosures to Stock Exchanges.

**(XII) Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:**

The entire shareholding of the proposed allottees in the company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottees shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from National Stock Exchange of India Limited ("NSE"), where the securities of the Company are listed. The shareholder who has sold their shares during the 90 trading days prior to the relevant date shall not be eligible for allotment of equity shares on preferential basis. The proposed allottees have Permanent Account Number.



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## **(XIII) Lock-in Period:**

The equity shares proposed to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from National Stock Exchange of India Limited ("NSE") where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

## **(XIV) The number 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:**

During the year, the Company has not made any preferential allotment.

## **(XV) Compliances:**

The company has complied with the requirement of rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

## **(XVI) Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

## **(XVII) Monitoring Agency:**

Since the issue does not involve any inflow of cash i.e., the total consideration being other than cash, the Company is not required to appoint any Monitoring Agency pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

Accordingly, the consent of the shareholders by way of special resolution is being sought pursuant to the provisions of section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the promoters and the others on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Accordingly, the Board recommends the Resolution set out at Item No. 6 seeking approval of the Members by way of a Special Resolution.



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Except Mr. Marotrao Kawale, Mr. Ganeshrao Kawale, Mr. Kishanrao Kawale, Mrs. Sagarbai Kawale and Mr. Sandip Kawale and their relatives, none of Directors or Key Managerial Persons (KMP) of the Company or their relatives are interested in any way concerned or interested, financially or otherwise in this Resolution except their Shareholdings in the Company.

By Order of the Board of Directors  
**M.V.K. AGRO FOOD PRODUCT LIMITED**

Place: Nanded  
Date: 30/05/2025

**Marotrao Vyankatrao Kawale**  
Managing Director  
DIN: 06421662

## **REGISTERED OFFICE**

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Nanded- 431807, Maharashtra