

**ADDENDUM TO NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF WALPAR NUTRITIONS  
LIMITED DATED 16<sup>TH</sup> MAY, 2023**

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Addendum to Notice of the Extra Ordinary General Meeting of Walpar Nutritions Limited scheduled to be held on Tuesday, 16<sup>th</sup> May, 2023 at 3:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Notice is hereby given pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) relating to offer, issue and allotment of equity shares on preferential basis for consideration in cash. As per regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), 2018, the price of frequently traded shares shall be calculated as not less than higher of 90/10 trading days volume weighted average price preceding relevant date i.e. 13<sup>th</sup> April, 2023. As per the remarks received from the National Stock Exchange of India Limited (NSE) vide its letter ref no. NSE/LIST/35328 dated 25<sup>th</sup> April, 2023, the pricing calculation has been revised. Accordingly, issue price and floor price mentioned in Item No. 2 respectively of the Resolution and Explanatory Statement annexed to the said Notice dated 18<sup>th</sup> April, 2023 has been amended to the same extend. The floor price i.e. Rs. 59.40/- being same as higher of above prices, the same remains unchanged. Attention of the shareholders is specifically drawn to the attached explanatory statement to rectify the error and that other contents of the said notice remains unchanged.

**2. Offer, issue and allot Equity shares on Preferential basis for consideration in cash:**

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

**"RESOLVED THAT,** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with the National Stock Exchange of India Limited on which the Equity Shares of the Company having to face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and / or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 1,54,000 (One Lakh Fifty Four Thousand) fully paid up Equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only) per Equity share (including a premium of Rs. 49.40/- (Rupees Forty Nine and Forty Paise Only) per share ('Preferential Allotment Price'), aggregating to not exceeding Rs. 1,00,00,000/- (Rupees One Crore Only) (amounts round off nearby zero), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), to the Proposed Allottee(s), who belong to the Promoter and Promoter Group of the Company, for consideration in cash, on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws:

Name of the Proposed Allottee	Ms. Sejal Ladhawala	Mr. Kalpesh Ladhawala	Mr. Krunal Patel
Details of the Proposed Allottee	Country of origin: India Category: Promoter and Promoter Group	Country of origin: India Category: Promoter and Promoter Group	Country of origin: India Category: Promoter and Promoter Group
No. of Equity Shares proposed to be issued	52,000 (Fifty Two Thousand) Equity Shares of face value of Rs. 10/- each at a price of Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only)	82,000 (Eighty Two Thousand) Equity Shares of face value of Rs. 10/- each at a price of Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only)	20,000 (Twenty Thousand) Equity Shares of face value of Rs. 10/- each at a price of Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only)

**“RESOLVED FURTHER THAT**, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the price for the Preferential Issue of the Equity Shares is Thursday, 13<sup>th</sup> April, 2023 i.e. the date 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.”

**“RESOLVED FURTHER THAT**, without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals as the case maybe;
- b. The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;

However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee.

- c. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- d. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;
- e. The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration in cash;
- f. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.”

**“RESOLVED FURTHER THAT**, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

**“RESOLVED FURTHER THAT**, any rights or Bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have same effect including lock in period, as that of the Equity Shares issued pursuant to the said preferential issue.”

**“RESOLVED FURTHER THAT,** subject to the receipt of such approvals as may be required under applicable law consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchange i.e. National Stock Exchange of India Limited within the timelines prescribed under the applicable laws.”

**“RESOLVED FURTHER THAT,** the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.”

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

**“RESOLVED FURTHER THAT,** any Member of the Board and / or Company Secretary of the Company be and are hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) or any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT,** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**Registered Office:**

2<sup>nd</sup> Floor L5:377 Plot:5, Opp. Sabarmati,  
Village: Khatraj, Taluka: Kalol,  
Gandhinagar – 382 721

**Date:** 1<sup>st</sup> May, 2023

**Place:** Gandhinagar

**By order of the Board  
For, Walpar Nutritions Limited**

**Sd/-  
Kalpesh Ladhawala  
Managing Director  
DIN: 02849232**

### Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Addendum to the Notice of EGM.
2. In view of the continuing COVID-19 pandemic, the Extra Ordinary General Meeting (EGM) will be held on Tuesday, 16<sup>th</sup> May, 2023 at 3:00 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in compliance with the applicable provisions of the Companies Act, 2013 read with Ministry of Corporate Affairs' (MCA) General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, MCA General Circular no. 17/2020 dated 13<sup>th</sup> April, 2020, MCA General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, MCA General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, MCA General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 and SEBI Circulars dated 12<sup>th</sup> May, 2021 and 15<sup>th</sup> January, 2021, Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 and in compliance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The deemed venue for this EGM shall be the Registered Office of the Company.
3. All documents referred to in the accompanying Addendum to the Notice of EGM shall be open for inspection by the Members by writing an e-mail to the Company [compliance@walparnutritions.com](mailto:compliance@walparnutritions.com).
4. This Addendum to the Notice of EGM is available on the website of the Company at <https://www.walparnutritions.com/>, website of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com) and website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. All the processes, notes and instructions relating to attending EGM through VC/OAVM and e-voting set out for and applicable for the ensuing EGM shall mutatis-mutandis apply to attending EGM through VC/OAVM and e-voting for the resolution proposed in this Addendum to the Notice of EGM. Furthermore, the Scrutinizers appointed for the ensuing EGM will act as Scrutinizers for the Resolution(s) proposed in this Addendum to the Notice of EGM.

**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Item No. 2:**

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue securities i.e. equity shares by way of private placement on a preferential basis to the persons belong to Promoter / Promoter group.

Thus, the members are hereby informed that in line with the said proposal, the Board pursuant to its resolution dated 15<sup>th</sup> April, 2023 has approved the proposed preferential issue of 1,54,000 (One Lakh Fifty Four Thousand) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only) per Equity Share (including a premium of Rs. 49.40/- (Rupees Forty Nine and Forty Paise Only) per share ('Preferential Allotment Price'), aggregating to not exceeding Rs. 1,00,00,000/- (Rupees One Crore Only) (amounts round off nearby zero) to the Proposed Allottees for a consideration in cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis and consequently, recommends the resolution as set out in Item No. 2 above to be passed by the members by remote e-voting / voting through electronic means.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the Proposed Allottee(s).

Necessary information / details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued there-under, are set forth below:

1. Particulars of the offer including date of passing of Board resolution:

The Board, pursuant to its resolution dated 15<sup>th</sup> April, 2023, has approved the proposed preferential issue of 1,54,000 (One Lakh Fifty Four Thousand) fully paid up Equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only) per Equity share (including a premium of Rs. 49.40/- (Rupees Forty Nine and Forty Paise Only), for consideration in cash, which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations, on a preferential basis.

2. The Objects of the issue:

The Company proposes to raise an amount aggregating not exceeding Rs. 1,00,00,000/- (Rupees One Crore Only) (amounts round off nearby zero) through the Preferential Issue. The proceeds of the preferential issue shall be utilized to meet the funding requirements for the growth in the business of the Company, general corporate purposes and the working capital requirements.

3. Kinds of securities offered and the price at which security is being offered and the total number of shares or other securities to be issued:

The Company has agreed to issue up to 1,54,000 (One Lakh Fifty Four Thousand) fully paid up Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only) per Equity share (including a premium of Rs. 49.40/- (Rupees Forty Nine and Forty Paise Only), which is not less than the floor price prescribed under Chapter V of the SEBI ICDR Regulations.

4. Basis on which the price has been arrived at:

The Company is listed on National Stock Exchange of India Limited (NSE), and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the ICDR Regulations. Accordingly, the computation of the price per Equity share has been determined.

The Floor Price of Rs. 59.40/- is determined as per the pricing formula prescribed under SEBI ICDR Regulations for the Preferential Issue of Equity Shares and is higher of the following:

- a. 90 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e. Rs. 59.40/- per equity share;
- b. 10 trading days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the NSE preceding the relevant date i.e. Rs. 54.07/- per equity share;

In terms of Regulation 166A of SEBI ICDR Regulations, the proposed offer, issue and allotment of equity shares is not more than five per cent of the post issue share capital of the Company, accordingly, the floor price per Equity share of Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only) has been considered based on the above pricing formula.

5. The price or price band at/within which the allotment is proposed:

The price per Equity share to be issued is fixed at Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only) which consists of Rs. 10/- (Rupees Ten Only) as face value and Rs. 49.40/- (Rupees Forty Nine and Forty Paise Only) as premium per Equity share. Kindly refer to the abovementioned point no. 4 for the basis of determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Equity Shares to be issued is Thursday, 13<sup>th</sup> April, 2023 i.e. being the date 30 days prior to the date of EGM.

*Explanation: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date.*

Note: In our case, the Relevant Date falls on Sunday, 16<sup>th</sup> April, 2023, followed by Saturday, 15<sup>th</sup> April, 2023 (i.e. Weekend) and Friday, 14<sup>th</sup> April, 2023 i.e. Holiday on occasion of Dr. Baba Saheb Ambedkar Jayanti. Therefore, the Relevant Date is Thursday, 13<sup>th</sup> April, 2023.

7. The pre issue and post issue shareholding pattern of the Company:

The pre issue shareholding pattern of the Company as on 31<sup>st</sup> March, 2023 and the post-issue shareholding pattern (considering full allotment of shares issued on preferential basis) is mentioned herein below:

Sr. No.	Description	Pre-Issue shareholding		*Post issue shareholding	
		No. of shares	% of shares	No. of shares	% of shares
(A)	<b>Promoter and Promoter Group's Shareholding</b>				
1	Indian				
(a)	Individuals / Hindu Undivided Family	32,03,220	70.54	33,57,220	71.50
(b)	Central Government / State Government(s)	-	-	-	-
(c)	Bodies Corporate	-	-	-	-

(d)	Financial Institutions / Banks	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-
	<b>Sub Total(A)(1)</b>	<b>32,03,220</b>	<b>70.54</b>	<b>33,57,220</b>	<b>71.50</b>
2	Foreign				
A	Individuals (Non - Residents Individuals / Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Others (Specify)	-	-	-	-
	<b>Sub Total(A)(2)</b>	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>32,03,220</b>	<b>70.54</b>	<b>33,57,220</b>	<b>71.50</b>
<b>(B)</b>	<b>Public shareholding</b>				
1	Institutions	-	-	-	-
(a)	Mutual Funds / UTI	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-
(c)	Central Government / State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Portfolio Investors	-	-	-	-
(g)	Foreign Institutional Investors	-	-	-	-
(h)	Foreign Venture Capital Investors	-	-	-	-
(i)	Any Other - Foreign Body Corporate	-	-	-	-
	<b>Sub-Total (B)(1)</b>	-	-	-	-
B	Public Shareholding	-	-	-	-
2	Non-institutions				
(a)	Bodies Corporate	1,56,000	3.44	1,56,000	3.32
(b)	Individuals				
I	Individual shareholders holding nominal sharecapital up to Rs. 2 Lakh	6,92,000	15.24	6,92,000	14.74
II	Individual shareholders holding nominal sharecapital in excess of Rs. 2 Lakh	3,44,000	7.58	3,44,000	7.33
(c)	NBFCs registered with RBI	-	-	-	-
(d)	Any Other (specify)	-	-	-	-
	- Non Resident Indians	54,000	1.19	54,000	1.15
	- Clearing Member	-	-	-	-
	- Trust	-	-	-	-
	- Hindu Undivided Family	92,000	2.03	92,000	1.96
	- LLP	-	-	-	-
	<b>Sub-Total (B)(2)</b>	<b>13,38,000</b>	<b>29.46</b>	<b>13,38,000</b>	<b>28.50</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>13,38,000</b>	<b>29.46</b>	<b>13,38,000</b>	<b>28.50</b>
	<b>TOTAL (A)+(B)</b>	<b>45,41,220</b>	<b>100.00</b>	<b>46,95,220</b>	<b>100.00</b>
(C)	Non Promoter - Non Public	-	-	-	-

1	Shares held by Custodian for GDRs & ADRs	-	-	-	-
2	Employee Benefit Trust (under SEBI (SBEB) Reg., 2014)	-	-	-	-
	Sub-Total (C):	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>45,41,220</b>	<b>100.00</b>	<b>46,95,220</b>	<b>100.00</b>

*Note:*

1. The post issue shareholding pattern in the above table has been prepared on the basis that the Proposed Allottees would have subscribed to and been allotted all the Equity shares. In the event for any reason, the Proposed Allottees does not or are unable to subscribe to and / or are not allotted the Equity shares, the shareholding pattern in the above table would undergo corresponding changes.
  2. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
  3. The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity shares of the Company.
8. Name and address of valuer who performed valuation:
- Not applicable.
9. Amount which the Company intends to raise by way of such securities:
- Up to Rs. 1,00,00,000/- (Rupees One Crore Only) (amounts round off nearby zero).
10. Material terms of raising such securities, proposed time schedule, principal terms of assets charged as securities, issue including terms and rate of dividend on each share, etc.
- The Equity shares are being issued on a preferential basis for a consideration in cash at an issue price of Rs. 59.40/- (Rupees Fifty Nine and Forty Paise Only) per share in accordance with Regulation 164 of SEBI ICDR Regulations to the Proposed Allottees.
- The Equity shares being issued shall be pari-passu with the existing Equity shares of the Company.
- Principal terms of assets charged as securities is not applicable.
11. The class or classes of persons to whom the allotment is proposed to be made:
- The aforementioned allotment, if approved, is proposed to be made to Ms. Sejal Ladhawala, Mr. Kalpesh Ladhawala and Mr. Krunal Patel, under Promoter and Promoter Group Category of the Company.
12. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:
- The Equity Shares shall be offered to the Proposed Allottees only. None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity shares proposed to be issued under the Preferential Allotment.
13. The proposed time within which the allotment shall be completed:
- As required under the SEBI ICDR Regulations, the Company shall complete the allotment of the Equity shares on or before the expiry of 15 (Fifteen) days from the date of passing of the special resolution by the Members for issue and allotment of the Equity shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.



14. The names of the Proposed Allottee and the percentage of post preferential offer capital that may be held by them:

The Proposed Allottees are as under:

Sr. No.	Name of Proposed Allottee	No. of shares	% of post preferential
1.	Ms. Sejal Ladhawala	7,56,000	16.10
2.	Mr. Kalpesh Ladhawala	8,62,000	18.36
3.	Mr. Krunal Patel	1,89,000	4.03

15. The change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

16. 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, no preferential allotment of any securities has been made to any person.

17. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

18. Lock-in Period:

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per the requirements of ICDR Regulations i.e. 18 (Eighteen) months from the date of trading approval. However, in addition to the lock-in period prescribed under ICDR Regulations, the said Equity shares shall along with any further issuance of shares such as Bonus Shares, which may arise in future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee(s).

The entire pre-preferential allotment shareholding of the allottees, shall be locked-in as per the requirements of ICDR Regulations i.e. from the relevant date up to a period of 90 trading days from the date of trading approval.

19. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned Equity Shares.

The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects.

20. The name of the Proposed Allottee, the identities of the persons who are the ultimate beneficial owners of the shares and / or who ultimately control the Proposed Allottee:

Not applicable as the proposed allottees are natural persons and also beneficial owners.

21. The percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue:

The percentage of post preferential issue capital that may be held by the Proposed Allottees and change in control, if any in the Company consequent to the preferential issue is as below:

Sr. No.	Proposed Allottee subscribing to the Shares	Category	Natural persons who are the ultimate beneficial owners	Pre-Issue shareholding		No. of Shares to be allotted	*Post issue shareholding	
				No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
(1)	Ms. Sejal Ladhawala	Promoter	Not Applicable	704000	15.50	52000	756000	16.10
(2)	Mr. Kalpesh Ladhawala	Promoter	Not Applicable	780000	17.18	82000	862000	18.36
(3)	Mr. Krunal Patel	Promoter Group	Not Applicable	169000	3.72	20000	189000	4.03

*\* considered only after allotment of equity shares in cash*

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

22. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

The Current and proposed status of the Proposed Allottees post the preferential issue is "Promoter and Promoter Group".

23. Practicing Company Secretary's Certificate:

A certificate from Mr. Gaurav Vasudev Bachani, Practicing Company Secretary, certifying that the issue of Equity Shares is being made in accordance with requirements of ICDR Regulations and is available for inspection at the General Meeting of the members. The same is also available at the website of the Company at <https://www.walparnutritions.com/>.

24. Undertaking:

- Neither the Company, nor any of its directors and / or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its directors and / or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations, if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.\*

\*Since the Company's Equity Shares are listed on recognized Stock Exchanges for a period of more than 90 Trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

Except the proposed allottees, none of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No. 2 of this Notice, for the approval of the Members.

**Registered Office:**

2<sup>nd</sup> Floor L5:377 Plot:5, Opp. Sabarmati,  
Village: Khatraj, Taluka: Kalol,  
Gandhinagar – 382 721

**Date:** 1<sup>st</sup> May, 2023

**Place:** Gandhinagar

**By order of the Board  
For, Walpar Nutritions Limited**

**Sd/-  
Kalpesh Ladhawala  
Managing Director  
DIN: 02849232**