

EXTRA-ORDINARY
GENERAL MEETING
OF
TANVI FOODS (INDIA) LIMITED

Date: Wednesday, June 14, 2023

Time: 11:00 A.M.

Venue: Flat No. 101, Alekhya Homes Temple Tree, Raghavendra
Colony, Kondapur, Hyderabad – 500084, Telangana

TANVI FOODS (INDIA) LIMITED

Regd. Office: Flat No. 101, Alekhaya Homes Temple Tree, Raghavendra Colony, Kondapur, Hyderabad- 500084, Telangana

CIN: L15433TG2007PLC053406| **Website:** <https://tanvifoods.com/>

Contact No.: 040-2932 2233| **Email ID:** investors@tanvifoods.com

EGM NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TANVI FOODS (INDIA) LIMITED WILL BE HELD ON WEDNESDAY, JUNE 14, 2023 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT FLAT No. 101, ALEKHAYA HOMES TEMPLE TREE, RAGHAVENDRA COLONY, KONDAPUR, HYDERABAD - 500084, TELANGANA TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES

Item No. 1: Increase in Authorized Share Capital

To consider and if thought fit, to pass the following Resolution, with or without Modification, as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 13, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Rules framed thereunder, the Consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from present Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakhs Only) consisting of 65,00,000 (Sixty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,50,00,000/- (Rupees Twelve Crore and Fifty Lakh Only) consisting of 1,25,00,000 (One Crore Twenty Five Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company, be and is hereby altered by substituting the existing Clause V. thereof by the following new Clause V. as under:

V. The authorised share capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crore and Fifty Lakh Only) consisting of 1,25,00,000 (One Crore Twenty-Five Lakh) equity shares of Rs. 10/- (Rupees Ten each).

RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required

including but not limited to filing of the above resolution with the Registrar of Companies, as may be necessary and carry out all incidental activities to give effect to the resolution.”

Item No. 2: Approval for conversion of loans into equity

To consider and if thought fit, to pass the following Resolution, with or without Modification, as *Special Resolution*:

“RESOLVED THAT pursuant to the provisions of section 62(3) and other applicable provisions under the Companies Act, 2013 and rules made thereunder, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given by the Promoters, Directors and various types of lenders to the Company in respect of such loan, at the option of such Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as decided by the Board subject to the compliance of all applicable provisions including but not limited to Section 42, 62 of the Companies Act 2013, Chapter V of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding / revising the dates of renewal, deciding and / or finalizing other terms of conversion of loans and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities (including approvals of the existing lenders of the Company) and as may be agreed by the Board, and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Shareholders or otherwise with the intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 3: Issue of Share Warrants on Preferential Basis to Non - Promoters

To consider and if thought fit, to pass the following Resolution, with or without Modification, as *Special Resolution*:

“RESOLVED THAT pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, to the extent applicable and approvals including from BSE Ltd. (**“Stock Exchange”**) and all other Statutes, Rules, Regulations, Guidelines, Notifications, Circulars and clarifications as may be applicable and other approvals, if any, the approval of the members be and is hereby accorded to the Board of Directors of the Company (**“Board”**) to offer, issue and allot in one or more tranches upto 13,74,000 (Thirteen Lakh Seventy-Four Thousand) equity share warrants (**“Warrants”**) on preferential basis, which shall be convertible /exercisable into equal number of Equity shares of the Company at the option of the Warrant holder(s), in one or more tranches, at an issue/exercise price of Rs.48/- (Rupees Forty Eight Only) per warrant /equity share not later than 18 months from the date of their allotment in accordance with the SEBI (ICDR) Regulations or other provisions of the law as may be prevailing at the time of allotment of equity shares / conversion or exercise of warrants to the persons under non-promoter category mentioned in the explanatory statement.

FURTHER RESOLVED THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the equal number of equity shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
- b) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);

- c) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;
- d) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT the shares of the Company are infrequently traded on BSE Ltd. and the price of the said issue is not lower than the price which has been determined in compliance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018.

RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of these equity share warrants in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Monday, May 15, 2023, being the day preceding the date that is 30 (thirty) days prior to the date of the EGM.

RESOLVED FURTHER THAT the equity shares to be allotted upon exercise of Warrants shall rank paripassu in all respects including as to dividend, with the existing fully paid up Equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not subscribed by persons/entities to whom the said equity shares were offered under this preferential offer.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and/or the Company Secretary be and are hereby severally authorized for and on behalf of the Company to take all such actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to the issue or allotment of such equity shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive 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.”

Item No. 4: Issue of equity shares on Preferential Basis to Non - Promoters

To consider and if thought fit, to pass the following Resolution, with or without Modification, as *Special Resolution*:

“**RESOLVED THAT** pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, to the extent applicable and approvals including from BSE Ltd. (“**Stock Exchange**”) and all other Statutes, Rules, Regulations, Guidelines, Notifications, Circulars and clarifications as may be applicable and other approvals, if any, the approval of the members be and is hereby accorded to the Board of Directors of the Company (“**Board**”) to offer, issue and allot in one or more tranches upto 40,76,000 (Forty Lakh Seventy-Six Thousand) equity shares of Rs. 10/- (Rupees Ten Only) each at a premium of Rs. 38/- (Rupees Thirty Eight Only) per equity share on preferential basis to persons under non promoter category as mentioned in the explanatory statement in such manner and on terms and conditions as may be determined by the Board in its absolute discretion as it may think fit and without requiring any further approval or consent from the Members, subject to and in accordance with the provisions of the SEBI(ICDR) Regulations and the Companies Act, 2013.

RESOLVED FURTHER THAT the shares of the Company are infrequently traded on BSE Ltd. and the price of the said issue is not lower than the price which has been determined in compliance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018.

RESOLVED FURTHER THAT the “Relevant Date” in relation to the issue of these equity shares in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Monday, May

15, 2023, being the day preceding the date that is 30 (thirty) days prior to the date of the EGM.

RESOLVED FURTHER THAT the said equity shares to be allotted shall rank pari - passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient in its discretion and further authorized to cancel the unsubscribed issued capital which is not subscribed by persons/entities to whom the said equity shares were offered under this preferential offer.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and/or the Company Secretary be and are hereby severally authorized for and on behalf of the Company to take all such actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to the issue or allotment of such equity shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive 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.”

Item No. 5: To consider and approve issue of equity shares to Ms. Vasavi Adusumilli, Promoter upon conversion of unsecured loans

To consider and if thought fit, to pass the following Resolution, with or without Modification, as *Special Resolution*:

“RESOLVED THAT pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in

the Articles of Association of the Company and in accordance with the provisions of preferential issue as contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011, to the extent applicable and approvals including from BSE Ltd. ("Stock Exchange") and all other Statutes, Rules, Regulations, Guidelines, Notifications, Circulars and clarifications as may be applicable and other approvals, if any, the consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, up to 14,00,000 (Fourteen Lakh) fully paid up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each at a premium of Rs. 38/- (Rupees Thirty Eight Only) each to Ms. Vasavi Adusumilli, Promoter, on such terms and conditions as may be deemed appropriate by the Board by conversion of existing outstanding loans which was extended to the Company for supporting the day to-day operations and to meet immediate working capital needs.

RESOLVED FURTHER THAT the shares of the Company are infrequently traded on BSE Ltd. and the price of the said issue is not lower than the price which has been determined in compliance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018.

RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of these equity shares in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Monday, May 15, 2023, being the day preceding the date that is 30 (thirty) days prior to the date of the EGM.

RESOLVED FURTHER THAT the said equity shares to be allotted shall rank pari - passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and/or the Company Secretary be and are hereby severally authorized for and on behalf of the Company to take all such actions and do all such deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient to the issue or allotment of such equity shares and listing thereof with the Stock Exchange as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board at its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive 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.”

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

**SRI NAGAVEER ADUSUMILLI
CHAIRMAN & MANAGING DIRECTOR
DIN: 02096695**

12.05.2023

Hyderabad

CIN: L15433TG2007PLC053406

**Regd. Office: Flat No. 101, Alekhaya Homes Temple Tree,
Raghavendra Colony Kondapur Hyderabad -500084,
Telangana**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The Proxy form duly filled in should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. All alterations/corrections made in the form of Proxy should be initialed by the Member.
2. Members are requested to bring their attendance slip along with their copy of EGM Notice to the Meeting. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
3. Explanatory Statement in respect of Business Items No. 1-5 is annexed hereto.
4. Pursuant to Section 108 of Companies Act, 2013 read with rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its Members to exercise their votes electronically on the item of business given in the Notice through the electronic voting service facility provided by CDSL.
5. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, June 07, 2023 are entitled to vote on the resolutions set forth in this Notice. The remote e-voting period will commence at **9.00 A.M. on Sunday, June 11, 2023 and will end at 5.00 P.M. on Tuesday, June 13, 2023.** The members will not be able to cast their votes electronically beyond the date and time mentioned above.
6. Members can opt for only one mode of voting i.e. either by physical ballot paper or remote e-voting. However, if members cast their vote through both modes of voting, then the voting through remote e-voting shall prevail. The members who have cast their vote by remote e-voting may also attend the EGM but shall not be entitled to cast their vote again. Also the facility for voting, ballot or polling paper shall (as the case may be) will be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting;
7. Members, who hold shares in the dematerialized form and wish to change / rectify the bank account details, should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code

of their Bank to their Depository Participants. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories.

8. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours upto the date of the extra ordinary general meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
11. Members are requested to mandatorily quote their Registered Folio No. or Demat Account No. and Depository Participant Identification Number (DPID No) on all correspondence with the company. Securities and Exchange Board of India [SEBI] has mandated that securities of Listed Companies can be transferred only in dematerialised form with effect from April 1, 2019. Accordingly, the Company / the RTA has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
12. Members are advised to update their email IDs with Company's RTA and/or concerned Depository participants as soon as possible.
13. As per Secretarial Standards 2 (SS-2), complete particulars of the venue of the Meeting (route map) has been attached herewith to the Notice.

14. Remote e -Voting

The items of business as set out in the Notice may be transacted through electronic voting system. Therefore, the Company is providing facility for voting by electronic means. Pursuant to Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in force as on date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility, as an alternate, to its members in respect of the business to be transacted at the EGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, June 07, 2023 are entitled to vote on the resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the EGM Notice may approach the Company for required assistance in connection with generation of the User ID / Password in order to exercise their right to vote by electronic means. The remote e-voting period will commence at **9.00 A.M. on Sunday, June 11, 2023 and will end at 5.00 P.M. on Tuesday, June 13, 2023**. The members will not be able to cast their votes electronically beyond the date and time mentioned above.

The Company has appointed Mr. Zoheb S Sayani, Sayani & Associates, Practicing Company Secretaries (Membership. No. F10881 and C.P No. 26128) to act as a Scrutinizer to conduct and scrutinize the voting process in a fair and transparent manner. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed at the EGM. The result declared, along with the Scrutinizer's Report, will be placed on the Company's website after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

The Members desiring to vote through electronic mode may refer to the detailed procedure on remote e-voting given hereunder:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service

	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company</p>

	name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

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

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

GENERAL INSTRUCTIONS:

- I. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Wednesday, June 07, 2023, the Cut-off date.
- II. Members who do not have access to remote e-voting facility have been additionally provided the facility of voting on a Ballot Form. The facility for physical voting, shall be made available at the Meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- III. A member can opt for only one mode of voting, i.e., either through remote e-voting or by Ballot. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
- IV. Members have the option to request for physical copy of Ballot Form by sending an e-mail to investors@tanvifoods.com by mentioning their Folio / DP ID and Client ID.
- V. The Scrutinizer shall immediately after the conclusion of voting at the EGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the Meeting a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

- VI. The voting result will be announced by the Chairman or any other person authorized by him within two days of the EGM.
- VII. You may write to investors@tanvifoods.com in case of any queries w.r.t the EGM of the Company.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-
SRI NAGAVEER ADUSUMILLI
CHAIRMAN & MANAGING DIRECTOR
DIN: 02096695

12.05.2023

Hyderabad

CIN: L15433TG2007PLC053406

**Regd. Office: Flat No. 101, Alekhaya Homes Temple Tree,
Raghavendra Colony Kondapur Hyderabad -500084,
Telangana**

**ANNEXURE TO AND FORMING PART OF THE NOTICE CONVENING THE
EXTRAORDINARY GENERAL MEETING OF THE COMPANY**
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1: Increase in Authorized Share Capital

The present Authorised Share Capital of the Company is Rs.6,50,00,000/- (Rupees Six Crores Fifty Lakhs Only) consisting of 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each. Considering the increased fund requirements of the Company, the Board at its Meeting held on 12.05.2023 had accorded its approval for increasing the Authorised Share Capital to Rs. 12,50,00,000/- (Rupees Twelve Crore Fifty Lakh Only) consisting of 1,25,00,000 (One Crore Twenty Five Lakh) equity shares of Rs. 10/- (Rupees Ten each) ranking pari-passu with the existing Equity Shares in all respects, as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of the Members at the General Meeting.

A copy of the Memorandum of Association duly amended will be open for inspection by the members at the Registered Office of the Company on all working days, except Sundays, during business hours upto the date of the extra ordinary general meeting.

The Consent of the Members is therefore being sought for the above mentioned Resolution of the Notice as an Ordinary Resolution.

None of the Directors and/or Key Managerial Person of the Company or their relatives are in any way concerned or interested in the said Resolution except to the extent of their shareholding.

Item No. 2 - Approval for offering an option of conversion of loans into equity

With a view of expansion of business and to meet working capital requirements of the Company, Management of the Company desires to raise loans from Promoters, Directors and various types of lenders which may be required to be converted into equity shares of the Company in accordance with the business requirements of the Company. The Board of Directors in their meeting held on 12.05.2023 accorded approval for conversion of any loan that the Company may borrow from various Promoters, Directors and various types of lenders via loan Agreement executed/ to be executed by the Company and such loan can be converted into the Equity Shares of the Company at a later date, at the option of such Lenders,

upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement, if any.

This would provide an enabling option to the Promoters, Directors and various types of lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company. As per Section 62(3) of the Companies Act, 2013, such enabling option requires approval of the shareholders by way of a special resolution.

Accordingly, the Board recommends the resolution as set forth in item no. 2 of the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Promoters, Directors and various types of lenders, with an option to convert, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement, if any, in accordance with the business requirements of the Company.

Except the Director/Promoter whose loan is to be converted into the equity shares and his/her relatives, none of the Directors, Key Managerial Persons or their relatives, are in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

Item No. 3 to 5: Issue of equity shares, equity shares warrants on Preferential Basis and conversion of unsecured loan to equity

As the members are aware, your Company is primarily engaged in the business of processing/making of corn based eatables such as Corn samosas, corn patties, spring rolls and other related products and also trading of fresh corn, and other frozen eatables.

Over the period of time, your management has analyzed and learnt that by virtue of its unique taste and the novel concept, the products of the Company continues to be in good demand with the consumers in India and also in the foreign countries. Accordingly, to fulfill the demand at a higher scale, the Company started building a state of the art facility which can cater to larger markets not only in India but across the world. The Company was aggressively working on the said expansion project, however, was badly hit by the advent of Corona Virus, the lock downs, restrictions and the cascading effects resulting in substantial increase in the Project Costs, thereby slowing down the expansion plans of the Company and also hampering the day to day/normal and smooth functioning of the Company.

During the said tough period, the working capital needs and the projects requirements of the Company were fulfilled by loan arrangements from banks, Body corporates and also unsecured loans received from the Promoter - Directors of the Company.

After a lot of efforts, the Company has now currently revived itself and wishes to complete the said state of art plant near Vijayawada which requires funds and the Company also further require funds for repayment of unsecured loans & fulfilling the working capital needs of the Company in order to cater the growing demand of the products of the Company. Hence, the Board of Directors have resolved to raise further capital by issuing a mix of equity share warrants and equity shares to certain investors in a closed circuit which would ensure committed inflow, relatively big ticket size and short drawn exercise.

The Company also wishes to repay back the unsecured loans received from Promoters, however, considering the present financial needs of the Company and also based on the consent received from the Ms. Vasavi Adusumilli, the Board has approved the proposal of converting the said loan from Ms. Vasavi Adusumilli into equity shares in accordance with the provisions of the Companies Act, SEBI (ICDR) Regulations and SEBI (LODR) Regulations and subject to necessary approvals.

The Board proposes to issue equity shares & warrants and convert loan to equity, to the following persons in one or more tranches, in such manner and on terms and conditions as may be determined by the Board subject to and in accordance the provisions of the SEBI(ICDR) Regulations, Companies Act and subject to necessary approvals from BSE Ltd.

Subscribers to Equity Share Warrants:

S. No.	Name of the Subscriber and PAN	Category (Promoter/Non Promoter)	Equity Shares /Warrants	No of shares
1	Kesara Charita (PAN AHHPC6424E)	Non Promoter (Whole Time Director)	Warrants	3,74,000
2	Sonal Dhiren Shethia (PAN AXFPS4635P)	Non Promoter	Warrants	1,00,000
3	Rich `n' Rich Finance and Holdings Limited (PAN AABCR1363H)	Non Promoter	Warrants	3,00,000

4	Sainaren Properties Private Limited (PAN AABCI0630E)	Non Promoter	Warrants	3,20,000
5	Meena Jain (PAN AMRPJ9861H)	Non Promoter	Warrants	1,80,000
6	Suraj Sankhala (PAN BOIPS7362Q)	Non Promoter	Warrants	1,00,000
			Total	13,74,000

Subscribers to Equity Shares:

S. No.	Name of the Subscriber and PAN	Category (Promoter/Non Promoter)	Equity Shares /Warrants	No of shares
1	Shreeji Capital and Finance Limited (PAN AABCS1659R)	Non Promoter	Equity Shares	4,00,000
2	Darshan P Desai HUF (PAN AAFHD4991Q)	Non Promoter	Equity Shares	4,00,000
3	Vaibhav Rajendra Doshi (HUF) (PAN AALHV0556R)	Non Promoter	Equity Shares	2,42,000
4	Ashok Kumar Gupta (PAN AFUPG7261A)	Non Promoter	Equity Shares	5,10,000
5	Geeta Gupta (PAN AEKPG7786F)	Non Promoter	Equity Shares	5,20,000
6	Anantapur Gugila Prithvi Reddy (PAN CNGPA8165H)	Non Promoter	Equity Shares	62,000
7	Yarlagadda Siva Krishna (PAN AJSPY4921D)	Non Promoter	Equity Shares	2,00,000
8	Lekhya Entertainment Private Limited (PAN AABCL3986E)	Non Promoter	Equity Shares	1,00,000

9	Jeevan Krishna Kuchipudi (PAN BBLPK2389B)	Non Promoter	Equity Shares	50,000
10	Krishna Kishore Kuchipudi (PAN ADOPK9347B)	Non Promoter	Equity Shares	50,000
11	K Vanaja (PAN ADOPK9346A)	Non Promoter	Equity Shares	50,000
12	Mothukuri Snigdha (PAN CODPM4395B)	Non Promoter	Equity Shares	50,000
13	Sanivarapu Navya Reddy (PAN JZXP6236R)	Non Promoter	Equity Shares	26,000
14	Sreenivasulu Devarasetty (PAN AAFPD4665B)	Non Promoter	Equity Shares	26,000
15	Jonnala Sudhakar (PAN AGKPJ0618B)	Non Promoter	Equity Shares	26,000
16	Namineni Chandra Mouli (PAN ADBPN9066F)	Non Promoter	Equity Shares	24,000
17	Tradewell Finvest Private Limited (PAN AABCK6011F)	Non Promoter	Equity Shares	24,000
18	K Ravindranath (PAN AAJPR4118B)	Non Promoter	Equity Shares	16,000
19	Prakash Chand Kothari (PAN BBPPK3622R)	Non Promoter	Equity Shares	24,000
20	Salim Punjani (PAN ANZPP3028P)	Non Promoter	Equity Shares	26,000
21	Chereddi Ramachandra Naidu (PAN ABJPC6488N)	Non Promoter	Equity Shares	1,00,000
22	Vankineni Pruthvi Krishna	Non Promoter	Equity Shares	1,00,000

	(PAN ASWPV5606M)			
23	Sravan Kumar Kotha (PAN ECJPK0659C)	Non Promoter	Equity Shares	1,00,000
24	Naresh Babu R (PAN AYRPN3891K)	Non Promoter	Equity Shares	50,000
25	Srinivasa Rao Paturi (PAN AEJPP6161J)	Non Promoter	Equity Shares	5,70,000
26	Srivalli Padmanabhan (PAN AAXPP4120F)	Non Promoter	Equity Shares	2,30,000
27	Tondapu Venkata Appa Rao (PAN AFIPT3370H)	Non Promoter	Equity Shares	1,00,000
			Total	40,76,000

Conversion of unsecured loan to equity:

S. No.	Name of the Subscriber and PAN	Category (Promoter/Non Promoter)	Equity Shares /Warrants	No of shares
1	Vasavi Adusumilli (PAN ALIPA9968Q)	Promoter and Whole Time Director	Equity Shares	14,00,000
			Total	14,00,000

Pursuant to provisions of Section 62(1)(c) and Section 42 of Companies Act, 2013 and Regulation 160 of SEBI(ICDR) Regulations, 2018, any preferential allotment of securities is required to be approved by the shareholders by way of Special Resolution. Further, in terms of Regulation 163 of SEBI (ICDR) Regulations, Section 62 and Section 42 read with rules made thereunder, the following disclosures are required to be made in the explanatory statement to the notice of general meeting:

1. Objects of the preferential issue:

The following are the objects of the issue:

- Towards completing the state-of-the-art facility/plant near Vijayawada
- To meet the working capital requirements.

- Repayment of unsecured loans
- For other general corporate purposes.

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

The Board in its meeting held on Friday, May 12, 2023 has approved the issue of the following:

S. No	Particulars	No of securities
1	Equity shares of Rs. 10/- each (including conversion of unsecured loan to 14,00,000 equity shares)	54,76,000
2	Equity share warrants (convertible into equal no. of equity shares)	13,74,000

3. Kinds of securities offered and the price at which security is being offered:

The Board in its meeting held on Friday, May 12, 2023 has approved the issue of the following:

S. No	Particulars	No of securities	Issue Price (Rs.)*
1	Equity shares of Rs. 10/- each (including conversion of unsecured loan to 14,00,000 equity shares)	54,76,000	48/-
2	Equity share warrants (convertible into equal no. of equity shares)	13,74,000	48/-

*Face Value of Rs.10/- and a premium of Rs. 38/-

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:

The price of the above mentioned issue has been fixed at Rs. 48/- per share i.e., face value of Rs.10/- each and premium of Rs. 38/- each.

The Equity Shares of the Company are infrequently traded and in terms of Regulation 165 of SEBI (ICDR) Regulations, 2018, where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies and that a certificate has been obtained from an independent Registered Valuer in accordance with this regulation read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Accordingly, a valuation report has been obtained by the Company from Ms. Annamreddy Sravanthi, Registered Valuer (Registration No.: IBBI/RV/05/2019/12377) and the Independent Registered Valuer has arrived at a price of Rs. 47.83/- per share.

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the price, at which the securities shall be issued and allotted is Rs. 48/- each, which is not lower than the price determined by the Independent Registered Valuer. The same is in compliance and in accordance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Articles of Association of the issuer does not provide for any method of determination of any price and accordingly, the price has been determined as mentioned above.

5. Relevant date with reference to which the price has been arrived at:

The “Relevant Date” in relation to the issue of these Securities in accordance with the Chapter V of SEBI (ICDR) Regulations shall be Monday, May 15, 2023, being the day preceding the date that is 30 (thirty) days prior to the date of the EGM.

The shares of the Company are infrequently traded on BSE Ltd. and the price of the said issue has been determined in compliance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

6. Name and address of valuer who performed valuation:

The Company has obtained a valuation certificate from Ms. Annamreddy Sravanthi, Registered Valuer (IBBI Reg Valuer No. IBBI/RV/05/2019/12377) having its office at Plot No: 35, Flat No. T3, Kalagara Residency, V V Nagar, Kukatpally, Hyderabad-

500072, Telangana which is in accordance with Regulation 165 read with Regulation 166A of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018. The same shall be available on the website of the Company at <https://tanvifoods.com/investor-relations/>

7. Maximum number of specified securities to be issued/amount which the company intends to raise by way of such securities:

The Board in its meeting held on Friday, May 12, 2023 has approved the issue of the following

S. No	Particulars	No of securities	Issue Price (Rs.)	Amount Rs.
1	Equity shares of Rs. 10/- each	40,76,000	48/-	19,56,48,000
2	Equity share warrants (convertible into equal no. of equity shares)	13,74,000	48/-	6,59,52,000
	Total amount being raised	54,50,000	-	26,16,00,000
3	Equity shares of Rs. 10/- each (Pursuant to conversion of unsecured loan into equity shares)	14,00,000	48/-	6,72,00,000
	Total Issue	68,50,000	-	32,88,00,000

8. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

Ms. Vasavi Adusumilli, (Promoter & Whole Time Director) (DIN: 02589803) intends to subscribe to 14,00,000 equity shares upon conversion of her unsecured loans to equity and Ms. Kesara Charita, (Non – Promoter & Whole Time Director) (DIN: 07595056) intends to subscribe to 3,74,000 equity share warrants.

Except as stated above, none of the Promoters, Directors, KMPs or senior management of the issuer are subscribing to the issue and no contribution is being made by the promoters or directors or KMPs or senior management either as part of the offer or separately in furtherance of objects.

9. Shareholding pattern of the issuer before and after the preferential issue:

The Pre and Post shareholding pattern of the Company is given below:

Sl. No.	Category	Pre-issue*		Post-issue#	
		No. of shares held		No. of shares held	
		Equity	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	30,78,739	57.37	44,78,739	36.66
	Bodies corporate	-	-	-	-
	Sub-total				
2	Foreign promoters	-	-		
	Sub-total (A)	30,78,739	57.37	44,78,739	36.66
B	Non-promoters' holding				
1	Institutional investors	-	-	-	-
2	Non-institutional Investors				
	Private corporate bodies	3,32,000	6.19	14,76,000	12.08
	Directors and relatives	3,04,000	5.66	6,78,000	5.55
	Indian public	15,84,036	29.52	48,74,036	39.90
	Others [including Non-resident Indians (NRIs)]	68,000	1.27	7,10,000	5.81
	Sub-total (B)	22,88,036	42.63	77,38,036	63.34
	GRAND TOTAL	53,66,775	100.00	1,22,16,775	100.00

*As at May 12, 2023

#The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares and warrants proposed to be made under this notice and on fully diluted basis.

Assumptions:

- 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 and that the outstanding warrants have been fully converted as well. In the event for any reason, the Proposed Allottees do 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.
- It is further assumed that shareholding of the Company in all other categories will remain unchanged.

10. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170(1) of SEBI (ICDR) Regulations, allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution or in the event allotment of securities would require any approval(s) from any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be.

11. 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 same has been disclosed in **Annexure A**.

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

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of securities. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change accordingly. The pre and post shareholding of the proposed allottees has been disclosed in **Annexure A**.

13. Undertakings:

The Company hereby undertakes and confirms the following:

- that the issuer shall re-compute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations where it is required to do so;

- 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;
- Neither the Company nor any of its Promoters or Directors are wilful defaulters or fraudulent borrowers;
- None of its Directors or Promoters are fugitive economic offenders;
- The said preferential issue is not for consideration other than cash;
- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations;
- The Company shall make an application to BSE Ltd. at which the existing shares are listed, for listing of the aforementioned Equity Shares;
- The issue of Equity Shares/warrants shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;

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

Except Ms. Vasavi Adusumilli (Promoter & Whole Time Director) (DIN: 02589803), all the proposed allottees belong to Public – Non Promoter category. The current and proposed status of all the allottees shall remain the same post the preferential issue.

15. Material terms of raising such securities: NA

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: Nil

17. Lock In:

Lock in of equity shares, share warrants and equity allotted pursuant to conversion of said warrants shall be locked-in in accordance with Regulation 167 of SEBI (ICDR) Regulations.

The certificate from the Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection by the Members at the meeting. The same shall be uploaded along with the valuation report on the website of the Company at <https://tanvifoods.com/investor-relations/>

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolutions for authorizing the Board of Directors of the Company to create, offer, issue and allot securities on preferential basis as specifically described in the resolutions set out at Item No. 3-5 of this Notice and the explanatory statement.

None of the Directors, Key Managerial Personnels or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution except Ms. Vasavi Adusumilli, (Promoter & Whole Time Director) (DIN: 02589803) and Ms. Kesara Charita, (Non - Promoter & Whole Time Director) (DIN: 07595056) and their respective relatives.

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

**SRI NAGAVEER ADUSUMILLI
CHAIRMAN & MANAGING DIRECTOR
DIN: 02096695**

12.05.2023

Hyderabad

CIN: L15433TG2007PLC053406

**Regd. Office: Flat No. 101, Alekhaya Homes Temple Tree,
Raghavendra Colony Kondapur Hyderabad -500084,
Telangana**

Annexure A – Ultimate Beneficial owner and Pre & Post holding details

S. No.	Name of the Subscriber	Ultimate beneficial owner of the proposed allotte(s)	Pre Issue*		Proposed allotment of shares	Post Issue#	
			No. of shares	%		No. of shares	%
1	Kesara Charita	NA - Individual	3,04,000	5.66	3,74,000	6,78,000	5.55
2	Sonal Dhiren Shethia	NA - Individual	-	-	1,00,000	1,00,000	0.82
3	Rich `n' Rich Finance and Holdings Limited	NBFC listed on Metropolitan Stock Exchange of India Limited (MSE)	-	-	3,00,000	3,00,000	2.46
4	Sainaren Properties Private Limited	1. Tondapu Venkata Appa Rao (99.90%) 2. Visweswara Rao Kothapalli (0.10%)	2,50,000	4.66	3,20,000	5,70,000	4.67
5	Meena Jain	NA - Individual	20,000	0.37	1,80,000	2,00,000	1.64
6	Suraj Sankhala	NA - Individual	2,000	0.04	1,00,000	1,02,000	0.83
7	Shreeji Capital and Finance Limited	1. Darshil J Chitalia (3%) 2. Urvi Nimesh Chitalia (35.64%) 3. Bharati H Chitalia (34.60%) 4. Janak Chitalia (1.04%) 5. Janak Chitalia HUF (1.04%) \$ 6. Meeta Chitalia (0.93%) 7. Ravindra N Mehta HUF (1.04%) ^ 8. Sunita N. Mehta (1.04%)	-	-	4,00,000	4,00,000	3.27

		9. Palladium Finserve Private Limited (21.41%) + 10. Dharmandar Bharatbhai Patel (0.14%)					
8	Darshan P Desai HUF	1. Darshan Desai (Karta) 2. Priyanka Desai (Member) 3. Khushi Desai (Member) 4. Harsh Desai (Member)	-	-	4,00,000	4,00,000	3.27
9	Vaibhav Rajendra Doshi (HUF)	1. Vaibhav Doshi (Karta) 2. Mayuri doshi (Member) 3. Shiven Doshi (Member)	-	-	2,42,000	2,42,000	1.98
10	Ashok Kumar Gupta	NA - Individual	-	-	5,10,000	5,10,000	4.17
11	Geeta Gupta	NA - Individual	-	-	5,20,000	5,20,000	4.26
12	Anantapur Gugila Prithvi Reddy	NA - Individual	-	-	62,000	62,000	0.51
13	Yarlagadda Siva Krishna	NA - Individual	-	-	2,00,000	2,00,000	1.64
14	Lekhya Entertainment Private Limited	1. Swapna Kanthethi (98%) 2. Sujani Kantheti (2%)	-	-	1,00,000	1,00,000	0.82
15	Jeevan Krishna Kuchipudi	NA - Individual	-	-	50,000	50,000	0.41
16	Krishna Kishore Kuchipudi	NA - Individual	-	-	50,000	50,000	0.41
17	K Vanaja	NA - Individual	-	-	50,000	50,000	0.41

18	Mothukuri Snigdha	NA - Individual	-	-	50,000	50,000	0.41
19	Sanivarapu Navya Reddy	NA - Individual	-	-	26,000	26,000	0.21
20	Sreenivasulu Devarasetty	NA - Individual	-	-	26,000	26,000	0.21
21	Jonnala Sudhakar	NA - Individual	-	-	26,000	26,000	0.21
22	Namineni Chandra Mouli	NA - Individual	-	-	24,000	24,000	0.20
23	Tradewell Finvest Private Limited	1. Kota Srinivasa Rao (35.96%) 2. Kota Deepalakshmi (6.74%) 3. Kota Suresh Babu (20.22%) 4. Kota Babu Rao (20.24%) 5. Kota Saytanrayana (6.74%) 6. Kota Vijaya Lakshmi (4.49%) 7. Kota Purnima (4.49%) 8. P Murali Krishna (1.12%)	-	-	24,000	24,000	0.20
24	K Ravindranath	NA - Individual	-	-	16,000	16,000	0.13
25	Prakash Chand Kothari	NA - Individual	-	-	24,000	24,000	0.20
26	Salim Punjani	NA - Individual	10,000	0.19	26,000	36,000	0.29
27	Chereddi Ramachandra Naidu	NA - Individual	-	-	1,00,000	1,00,000	0.82
28	Vankineni Pruthvi Krishna	NA - Individual	10,000	0.19	1,00,000	1,10,000	0.90
29	Sravan Kumar Kotha	NA - Individual	8,000	0.15	1,00,000	1,08,000	0.88

30	Naresh Babu R	NA - Individual	4,000	0.07	50,000	54,000	0.44
31	Srinivasa Rao Paturi	NA - Individual	-	-	5,70,000	5,70,000	4.67
32	Srivalli Padmanabhan	NA - Individual	-	-	2,30,000	2,30,000	1.88
33	Tondapu Venkata Appa Rao	NA - Individual	-	-	1,00,000	1,00,000	0.82
34	Vasavi Adusumilli	NA - Individual	3,38,038	6.30	14,00,000	17,38,038	14.23
		Total	9,46,038	17.63	68,50,000	77,96,038	63.81

**Pre Issue shares as on 12.05.2023.*

#Post Issue % is considering that all the equity shares have been allotted and that all the warrants have been converted to equity shares.

\$ Janak Chitalia HUF - Janak Chitalia is the Karta, Meeta Chitalia, Darshil Chitalia & Riddhi Chitalia are the members.

^ Ravindra N Mehta HUF - Ravindra Mehta is the Karta, Madhavi Mehta and Parth Mehta are the members.

+ Palladium Finserve Private Limited – Manoj Himatlal Mehta (90%) and Zankhana Manoj Mehta (10%)

S. No. 1-6 are subscribing to equity share warrants and S. No. 7-34 are subscribing to equity shares

S. No. 1-33 are Non-Promoters and shall remain non-promoters post allotment of securities

S. No. 34 is a Promoter & WTD and shall remain Promoter & WTD post allotment of securities

TANVI FOODS (INDIA) LIMITED

Regd. Office: Flat No. 101, Alekhya Homes Temple Tree, Raghavendra Colony, Kondapur, Hyderabad- 500084, Telangana

CIN: L15433TG2007PLC053406| **Website:** <https://tanvifoods.com/>

Contact No.: 040-2932 2233| **Email ID:** investors@tanvifoods.com

ATTENDANCE SLIP FOR EXTRA ORDINARY GENERAL MEETING

(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Tanvi Foods (India) Limited.

I hereby record my presence at the Extra Ordinary General Meeting of the shareholders of Tanvi Foods (India) Limited held on Wednesday, June 14, 2023 at 11:00 a.m. at the Registered Office of the Company at Flat No. 101, Alekhya Homes Temple Tree, Raghavendra Colony, Kondapur, Hyderabad – 500084, Telangana

Reg. Folio No. / Client ID	
DP ID	
No. of Shares	

Name & Address of Member

--

Signature of Shareholder/Proxy/Representative
(Please Specify)

TANVI FOODS (INDIA) LIMITED

Regd. Office: Flat No. 101, Alekhya Homes Temple Tree, Raghavendra Colony, Kondapur, Hyderabad- 500084, Telangana

CIN: L15433TG2007PLC053406| **Website:** <https://tanvifoods.com/>

Contact No.: 040-2932 2233| **Email ID:** investors@tanvifoods.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L15433TG2007PLC053406
Name of the company	TANVI FOODS (INDIA) LIMITED
Registered office	Flat No. 101, Alekhya Homes Temple Tree, Raghavendra Colony, Kondapur, Hyderabad-500084
Name of the member(s)	
Registered Address	
Email Id	
Folio No / Client ID	DP ID :

I /We, being the member(s) of _____ shares of the above named company, hereby appoint

1.	Name		
	Address		Signature
	E-mail Id		
	or failing him		
2.	Name		
	Address		Signature
	E-mail Id		
	or failing him		

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra General Meeting of the Company to be held on Wednesday, June 14, 2023 at 11.00 A.M. at the Registered Office of the Company at Flat No. 101, Alekhya Homes Temple Tree,

Raghavendra Colony, Kondapur, Hyderabad – 500084, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

	For	Against
Special Business		
1. Increase in Authorized Share Capital		
2. Approval for offering an option of conversion of loans into equity		
3. Issue of Share Warrants on Preferential Basis to Non - Promoters		
4. Issue of equity shares on Preferential Basis to Non - Promoters		
5. To consider and approve issue of equity shares to Ms. Vasavi Adusumilli, Promoter upon conversion of unsecured loans		

Signed this day of 2023.

Signature of shareholder: _____ Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP FOR EGM OF TANVI FOODS (INDIA) LIMITED

