

NOTICE

OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE IS HEREBY GIVEN THAT AN **EXTRA ORDINARY GENERAL MEETING (EGM)** OF THE MEMBERS OF **SHRI AHIMSA NATURALS LIMITED** WILL BE HELD ON **WEDNESDAY, NOVEMBER 26, 2025 AT 2.00 P.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT E-94, RIICO INDUSTRIAL AREA, BAGRU, JAIPUR, RAJASTHAN, INDIA, TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

1. TO APPROVE ALTERATION OF ARTICLES OF ASSOCIATION ("AOA") OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) 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, the consent of members of the Company be and is hereby accorded for insertion of "Clause 9" and "Clause 10" under the "Share Capital and Variation of Rights" section of the Articles of Association which shall be read as follows:

"9. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to –

- a. persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person; or**
- b. employees under any scheme of employees' stock option**
- c. Any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above**

10. A further issue of any kind of securities as permissible to be issued under the Act and rules framed thereunder in any manner whatsoever as the Board may determine including by way of Right Issue or preferential offer or private placement or Qualified Institutional Placement or any other mode subject to and in accordance with the Companies Act 2013 & the Rules made thereunder, SEBI regulations and FEMA Regulations."

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary for matters connected therewith or incidental thereto, and to deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to issue certified copy of this resolution to all concerned."

2. TO OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 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 Foreign Exchange Management Act, 1999, as amended or restated (**"FEMA"**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"SEBI ICDR Regulations"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended from time to time, the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**"SEBI Takeover Regulations"**), the listing agreements entered into by the Company with the National Stock Exchange of India Limited (**"NSE"**) on which the Equity Shares of the Company having Face Value of ₹10/- 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 Reserve Bank of India (**"RBI"**), 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 be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, up to 1,00,800 (One Lakh Eight Hundred Only) fully Paid-up Equity Shares of the Company having a Face Value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 227/- (Rupees Two Hundred and Twenty Seven only) per Equity Share (including a premium of ₹ 217/- (Rupees Two Hundred and Seventeen Only) per share (“**Preferential Allotment Price**”) which is not less than the floor price/ minimum price determined in accordance with Chapter V of SEBI ICDR Regulations, for consideration aggregating to and not exceeding ₹ 2,28,81,600/- (Rupees Two Crore Twenty Eight Lakhs Eighty One Thousand Six Hundred Only) by way of preferential issue on private placement 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 to the Proposed Allottees as listed in the table below:

S. No.	Name of Proposed allottee	No of equity shares to be issued	Total Consideration (₹)	Category
1	Kaylin Realty LLP	Up to 50,400	1,14,40,800	Public
2	Govind Saboo & Sons	Up to 50,400	1,14,40,800	Public
TOTAL		Up to 1,00,800	2,28,81,600	-

(collectively known as “**Share Allottees**”), on a preferential basis through private placement.

RESOLVED FURTHER THAT in terms of the provisions of regulation 161 (Chapter V) of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is Monday, October 27, 2025 being 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting (EGM) i.e. Wednesday, November 26, 2025. (“**Relevant Date**”)

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:

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case may be.
- The Equity Shares allotted and existing equity shares held by the Share Allottees, if any shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

- 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.
- The Equity Shares shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;
- The Share Allottees shall be required to bring in 100% of consideration, for the relevant Equity Shares to be allotted on or before the date of allotment thereof and the consideration for allotment of relevant equity shares shall be paid to the Company by the proposed Share Allottee from their respective Bank Account;
- 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 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 for the purpose of giving effect to this resolution, 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 Exchange i.e., National Stock Exchange of India Limited 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 the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

3. TO CONSIDER AND APPROVE ISSUANCE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Section 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 to the extent applicable (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended (**"FEMA"**) and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**"SEBI ICDR Regulations"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (**"SEBI Listing Regulations"**), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**"SEBI Takeover Regulations"**), the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited (**"NSE"**) on which the Equity Shares of the Company having face value ₹10/- each (**"Equity Shares"**) is 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"**), the Reserve Bank of India (**"RBI"**) 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 any Committee(s) or any person(s) authorised by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board to offer, issue, and allot, in one or more tranches, up to 13,34,400 (Thirteen Lakhs Thirty Four Thousand Four Hundred) warrants, of the Company, having a Face Value of ₹ 10/- (Rupees Ten Only) each at a price of ₹ 227/- (Rupees Two Hundred and Twenty Seven only) per warrant (**"Warrant Exercise Price"**) convertible into 1 (One) Equity share of face value of ₹ 10/- each, and a premium of ₹ 217/- (Rupees Two Hundred and Seventeen Only) per Equity share aggregating to not more than ₹ 30,29,08,800/- (Rupees Thirty Crore Twenty-Nine Lakhs Eight Thousand Eight Hundred Only) on a preferential allotment 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 to the following Warrant Allottees:

Sr. No.	Name of Warrant Allottees	No. of Convertible Warrants to be issued	Total Consideration (₹)	Category
1	Nemi Chand Jain	Up to 2,19,600	4,98,49,200	Promoter
2	Amit Kumar Jain	Up to 2,19,600	4,98,49,200	Promoter
3	Poonam Rani	Up to 3,30,000	7,49,10,000	Public
4	Raman Goyal	Up to 3,30,000	7,49,10,000	Public
5	NKA Resources LLP	Up to 1,32,000	2,99,64,000	Public
6	Vimal Kishore Parwal HUF	Up to 50,400	1,14,40,800	Public
7	Archana Aggarwal	Up to 31,200	70,82,400	Public
8	Sajal Family Trust	Up to 21,600	49,03,200	Public
TOTAL		Up to 13,34,400	30,29,08,800	-

(collectively known as **"Warrant Allottees"**), on a preferential basis through private placement.

RESOLVED FURTHER THAT in terms of the provisions of regulation 161 (Chapter V) of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is Monday, October 27, 2025 being 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting (EGM) i.e. Wednesday, November 26, 2025. (**"Relevant Date"**)

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing resolution, the issue of the Warrants and the Equity Shares to be allotted on exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:



- (a) An amount equivalent to at least 25% of the Warrant Exercise Price shall be payable at the time of subscription and allotment of each Warrant, and the balance 75% of the Warrant Exercise Price shall be payable at the time of allotment of Equity Shares pursuant to exercise of the rights attached to the Warrants to subscribe to the Equity Shares, at any time within 18 (eighteen) months from the date of allotment of the Warrant (**“Warrant Exercise Period”**);
- (b) The amount paid against the Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares;
- (c) The Warrants shall be allotted within the timelines prescribed under Regulation 170 of the SEBI ICDR Regulations;
- (d) The Warrants in respect of which the entire Warrant Exercise Price has been paid, may be exercised by the Investor(s), in one or more tranches, at any time on or before the expiry of Warrant Exercise Period by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in the dematerialized form.
- (e) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- (f) The Warrant Exercise Price and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- (g) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and 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;
- (h) The Equity Shares arising from the exercise of the Warrants will be listed on the National Stock Exchange of India Limited subject to the receipt of necessary regulatory permissions and approvals;

- (i) In the event the rights attached to the Warrants are not exercised within the Warrant Exercise Period, then such Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the consent of the members is hereby accorded to record the names and address of the Investors for the issue of invitation to subscribe to the Warrants and private placement offer cum application letter in Form PAS-4 to the Investors, inviting them to subscribe to the Warrants in accordance with the applicable laws.

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

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby 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 clarification, 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 fresh approval from the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares pursuant to exercise of the Warrants and listing thereof with Stock Exchange i.e., National Stock Exchange of India Limited as appropriate and utilization of proceeds of the issue, take all the 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 the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

DATE: NOVEMBER 03, 2025
PLACE: JAIPUR

By the Order of the Board
For **SHRI AHIMSA NATURALS LIMITED**

Sd/-
AAYUSHI JAIN
(COMPANY SECRETARY AND COMPLIANCE OFFICER)
M.NO. A55028

Registered Office:

E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007, Rajasthan
Tel.: 0141-2202482; Email: info@shriahimsa.com; Website: www.naturalcaffeine.co.in;
CIN: L14101RJ1990PLC005641

NOTES:

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. A proxy in order to be valid must be received at least 48 hours before 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.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of notice.

The Notice calling the EGM has been uploaded on the website of the Company at www.naturalcaffeine.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock exchange of India Limited at [www. https://www.nseindia.com/](http://www.nseindia.com/) . The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evoting.cdsi.com.

3. The Company has appointed Ms. Lata Gyanmalani (Membership No. FCS 10106, CP No. 9774), Partner of M/s ARMS & Associates LLP, Practicing Company Secretaries, Jaipur as Scrutinizer to scrutinize the voting and the voting process in a fair and transparent manner.
4. The Company has notified closure of Register of Members and Share Transfer Books from **Thursday, November 20, 2025 to Wednesday, November 26, 2025 (both days inclusive)** for the purpose of the Extraordinary General Meeting.
5. 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. Members holding shares in physical form can submit their PAN to the Company / Cameo Corporate Services Limited. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend (if declared). The Company or its Registrar and Transfer Agent, Cameo Corporate Services Limited ("Cameo") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.

6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any change in their address or bank mandates immediately to the company or Cameo.
7. Members are requested to produce the enclosed attendance slip/ e-voting form, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialised form are requested to bring their DP-ID and ClientID numbers for easier identification for attendance at the meeting.
8. All documents referred to in the Notice and Explanatory Statement are available for inspection at the registered office of the Company during the business hours between 10:30 A.M to 6:00 P.M on all working days of the Company upto the date of the Extraordinary General Meeting of the Company.
9. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least Ten (10) working days prior to the meeting, so that the required information can be made available at the meeting.
10. Members are requested to immediately notify any change in their address either to the Company or its Registrar & Share Transfer Agent. In case the shares are held in dematerialized form, this information should be sent by the Members to their respective depository participants. Members are requested to quote their folio numbers / DP-ID and Client-ID numbers in their correspondence with the Company.
11. In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agent of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.
12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extraordinary General Meeting.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
16. The route map to the venue of the Meeting is at the end of the notice for easy location.

CDSL e-Voting System – For Remote e-voting

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) The voting period begins on Friday November 21, 2025 at 09:00 A.M. (IST) and ends on Tuesday, November 25, 2025 at 05:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, November 19, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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	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 & My Easi New (Token) Tab. 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 Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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.

Type of shareholders	Login Method
	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 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 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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 or joining virtual meeting & voting during the meeting.
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 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

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

The shareholders should log on to the e-voting website www.evotingindia.com.

- 5) Click on "Shareholders" module.
- 6) 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.
- 7) Next enter the Image Verification as displayed and Click on Login.

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.
- 8) 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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)	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. 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.
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- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant SHRI AHIMSA NATURALS LIMITED on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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; cs@shriahimsa.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 **Company/RTA email id**.
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 21 09911

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 21 09911

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

Item no.1:

The Company, in order to meet its funding requirements for growth, expansion, working capital needs, or other general corporate purposes, may consider raising funds through the issue of securities such as warrants, convertible debentures, or other convertible instruments. These instruments typically provide investors with an option to convert their holdings into equity shares of the Company at a future date, and are often used as efficient and flexible mechanisms to attract strategic investors or financial partners.

However, the current Articles of Association (“AOA”) of the Company do not specifically contain enabling provisions to issue such convertible instruments. Therefore, keeping in view the proposed preferential issue of warrants, the Board of Directors of the Company, in its meeting held on October 29, 2025, considered and approved, subject to the approval of the members by way of a Special Resolution, a proposal to alter the AOA by inserting new “Clause 9 and 10” that empowers the Company to raise funds through the issue of warrants or other convertible securities, in compliance with the applicable provisions of the Companies Act, 2013 and other relevant laws and regulations.

The Board believes that this amendment is necessary and in the best interest of the Company as it will provide greater flexibility to raise capital through various instruments.

A copy of the Articles of Association of the Company, showing the proposed amendment (duly signed and initialled by the Chairman for the purpose of identification), is available for inspection by the members at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays, and public holidays) up to the date of the Extra Ordinary General Meeting, and will also be available for inspection at the meeting in physical or electronic form.

Pursuant to Section 14 of the Companies Act, 2013, any alteration to the Articles of Association requires the approval of the shareholders by way of a Special Resolution.

Accordingly, the Board of Directors recommends the passing of the resolution as set out in the accompanying Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel (KMP), or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Item No(s). 2 & 3

The Board of Directors of the Company at their meeting held on Wednesday, October 29, 2025 have proposed to issue Equity Shares and Warrants convertible into Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also in the explanatory statement.

Pursuant to provisions of Section 42 and 62 (1)(c) of Companies Act, 2013 (the “Act”) and Rules made thereunder

(the ‘Act’) and in accordance with the provisions of Chapter V of “Preferential Issue” of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations”) as amended and on terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the members by way of a Special Resolution.

The Board therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares and Warrants convertible into Equity through Preferential Allotment to the proposed allottees.

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares and Warrants convertible into Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”) are as under:

a. The Object of Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects (“Objects”):

1. The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards achieving its key growth and expansion objectives. The Company, along with its wholly owned subsidiary “Shri Ahimsa Healthcare Private Limited” (SAHPL), shall deploy approximately 85% of the Issue Proceeds (i.e., ₹ 27,69,21,840/-) towards meeting funding requirements for business expansion, including capital expenditure for capacity enhancement and technological upgradation, meeting working capital needs to support the increasing scale of operations, and funding research and development activities focused on process optimization and new product development in such manner and proportion as may be decided by the Board from time to time, in compliance with applicable laws and ;
2. The Company shall utilise 15% of the Issue Proceeds (i.e. ₹ 4,88,68,560/-) for general corporate purposes, which inter alia includes meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (“General Corporate Purposes”).

Utilisation of Issue Proceeds: Considering the growth capital requirement of the Company while maintaining an optimal capital structure for the Company, the Issue

Proceeds are split between Subscription Shares and Subscription Warrants.

Given that the Preferential Issue is also for Subscription Warrants, the funds to be received against the Subscription Warrants conversion, can be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended uses of the Issue Proceeds for the Objects is set out below:

Sr No.	Particulars	Total estimated amount to be utilised for each of the Objects (in ₹)*	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds*
1.	Funding Growth Capital Requirement of the Company along with its Wholly Owned Subsidiary – Shri Ahimsa Healthcare Private Limited	₹ 27,69,21,840 (i.e. 85%)	Within 24 months from the receipt of funds for Subscription Shares and Subscription Warrants**
2.	General Corporate Purposes	₹ 4,88,68,560 (i.e. 15%)	Within 24 months from the receipt of funds for Subscription Shares and Subscription Warrants**

*Assuming that the Investor exercises and converts all the Subscription Warrants into equivalent number of Equity Shares, and receipt of funds on such conversion.

** Given that the Preferential Issue also involves issuance of Subscription Warrants, the Issue Proceeds will be received by the Company in one or more tranches at any time between the date of allotment of the Subscription Warrants and the expiry of 18 (eighteen) months thereof. It is estimated by the management of the Company that the entire Issue Proceeds will be utilized for the specified Objects (as set out above), in phases, based on the Company's business needs and fund availability, within 24 months from the receipt of all funds.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 ("NSE Circular"), the amounts specified for the Objects may deviate +/-10% as the fund requirements are based on management estimates, market conditions, business needs and other commercial and technical factors and the actual deployment of funds at each stage and the proposed utilization schedule will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the net proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws. Any deviation in estimation of the Objects, as permitted above (i.e. +/-10% deviation as permitted under the

NSE Circular), shall be used only towards the said Objects inter-se and shall not be utilised towards General Corporate Purposes.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board (or a committee thereof), in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board (or a committee thereof), subject to compliance with applicable laws.

Interim Use of Issue Proceeds: Pending utilization of Issue Proceeds, the Company may invest such proceeds in deposits in scheduled commercial banks or any other investments/avenues as permitted under applicable laws, and in accordance with the policies formulated by the Board from time to time.

b. Particulars of offer including the date of Board Meeting, kind of securities offered, maximum number of securities to be issued and the issue price:

The Board of Directors of the Company at their meeting held on Wednesday, October 29, 2025 proposed to issue and allot

- Up to 1,00,800 Equity Shares of face value of ₹ 10/- at a price of ₹ 227/- (Rupees Two Hundred and Twenty Seven only) each including premium of ₹ 217/- (Rupees Two Hundred and Seventeen only) per share aggregating to not more than ₹ 2,28,81,600/- (Rupees Two Crore Twenty Eight Lakh Eighty One Thousand Six Hundred only); and
- Up to 13,34,400 Warrants convertible into 1 (One) Equity share of face value of ₹ 10/- at a price of ₹ 227/- (Rupees Two Hundred and Twenty Seven only) each including premium of ₹ 217/- (Rupees Two Hundred and Seventeen only) per warrant aggregating to not more than ₹ 30,29,08,800/- (Rupees Thirty Crore Twenty Nine Lakh Eight Thousand Eight Hundred only) to the proposed allottees.

The price of each Equity Shares and Warrants convertible into Equity shares is fixed at ₹ 227/- (Rupees Two Hundred and Twenty Seven only) per share as determined in terms of SEBI (ICDR) Regulations on the basis of the Relevant Date.

c. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the preferential offer:

Following are the persons, from amongst List of Allottees, who are Promoters of the Company and intend to subscribe to the Warrants Convertible into Equity share under the Preferential Issue:

Sr. No.	Name of Allottees	Category	No. of Convertible Warrants to be allotted	Total Consideration (₹)	Designation/ Directorship
1.	Nemi Chand Jain	Promoter	Up to 2,19,600	4,98,49,200	Chairman & Managing Director
2.	Amit Kumar Jain	Promoter	Up to 2,19,600	4,98,49,200	Whole-Time Director & CFO

Apart from Promoters/ Directors/ Key Managerial Personnel named above, none of the other promoters, Directors or Key Managerial Personnel intends to subscribe to this Preferential Issue of Equity Shares and warrants convertible into Equity Shares.

d. 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 and Warrants convertible into equal number of 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 and Warrants convertible into equal number of Equity Shares, provided that where the issue and allotment of the Equity Shares and Warrants 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

e. Name of Proposed Allottees and No. of Shares or Warrants proposed to be allotted to them:

Sr. No.	Name of Share Allottees	No of Equity Shares to be issued	Total Consideration (₹)	Category
Equity Shares				
1	Kaylin Realty LLP	Up to 50,400	1,14,40,800	Public
2	Govind Saboo & Sons	Up to 50,400	1,14,40,800	Public
	TOTAL	Up to 1,00,800	2,28,81,600	-

Sr. No.	Name of Warrant Allottees	No. of Convertible Warrants to be allotted	Total Consideration (₹)	Category
Warrants convertible into equal number of Equity Shares				
1.	Nemi Chand Jain	Up to 2,19,600	4,98,49,200	Promoter
2.	Amit Kumar Jain	Up to 2,19,600	4,98,49,200	Promoter
3.	Poonam Rani	Up to 3,30,000	7,49,10,000	Public
4.	Raman Goyal	Up to 3,30,000	7,49,10,000	Public

Sr. No.	Name of Warrant Allottees	No. of Convertible Warrants to be allotted	Total Consideration (₹)	Category
Warrants convertible into equal number of Equity Shares				
5.	NKA Resources LLP	Up to 1,32,000	2,99,64,000	Public
6.	Vimal Kishore Parwal HUF	Up to 50,400	1,14,40,800	Public
7.	Archana Aggarwal	Up to 31,200	70,82,400	Public
8.	Sajal Family Trust	Up to 21,600	49,03,200	Public
	TOTAL	Up to 3,34,400	30,29,08,800	-

f. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(2), 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

However, the Company undertakes as follows:

- The Company undertakes to re-compute the price of the Equity Shares and/or Warrants convertible into equal number of Equity Shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so.
- The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations 2018, the specified Equity Shares and/or Warrants convertible into equal number of Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

g. Confirmations regarding wilful defaulter or a fraudulent borrower/ fugitives, if any:

Neither the Company nor its Promoters nor its Directors have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. None of the Promoters and Directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

h. The current and proposed status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

Sr. No.	Name of Share allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Equity Shares			
1	Kaylin Realty LLP	Non-Promoter	Non-Promoter
2	Govind Saboo & Sons	Non-Promoter	Non-Promoter

Sr. No.	Name of Warrant allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Warrants convertible into equal number of Equity Shares			
1	Nemi Chand Jain	Promoter	Promoter
2	Amit Kumar Jain	Promoter	Promoter
3	Poonam Rani	Non-Promoter	Non-Promoter
4	Raman Goyal	Non-Promoter	Non-Promoter
5	NKA Resources LLP	Non-Promoter	Non-Promoter
6	Vimal Kishore Parwal HUF	Non-Promoter	Non-Promoter
7	Archana Aggarwal	Non-Promoter	Non-Promoter
8	Sajal Family Trust	Non-Promoter	Non-Promoter

i. 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 and Warrant convertible into equal number of Equity Shares of the face value ₹ 10/- each proposed to be issued, is Monday, October 27, 2025 being 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting (EGM) i.e. Wednesday, November 26, 2025. ("Relevant Date")

j. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made alongwith report of the registered valuer & pricing of the preferential issue;

The Equity Shares of Company are listed on National Stock Exchange of India Limited only and are frequently traded in accordance with SEBI ICDR Regulations. For the purpose of computation of the price for Equity Shares and Warrants convertible into Equity Shares, trading volumes at National Stock Exchange of India Limited for the period set out below has been considered.

In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which Equity Shares and Warrants convertible into Equity Shares shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average price of the related Equity Shares of the Company

quoted on NSE, preceding the Relevant Date, i.e. ₹ 203.14/- per Equity Share; or

- the 10 trading days volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the Relevant Date, i.e. ₹ 226.50/- per Equity Share;

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case preferential issue.

Regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR) states specific conditions for pricing in preferential issues that results in a change in control or allotment of more than 5% of the post-issue fully diluted share capital to a single allottee or allottees acting in concert, then a valuation report from an independent registered valuer shall be required; which shall be considered for determining the price.

Though, the proposed allotment does not result into allotment of more than 5% of the post issue fully diluted Equity Share capital of the Company to a single allottee or allottees acting in concert. However, we have additionally obtained an independent valuation report from CA. Abhinav Rajvanshi, an Independent Registered Valuer (Registration No. IBBI/RV/06/2019/11765) in terms of the SEBI (ICDR) Regulations. The same has been hosted on the website of the company which can be accessed at www.naturalcaffeine.co.in The report shall be made available online for inspection to the Members at the Meeting and which can be accessed at <https://www.naturalcaffeine.co.in/preferential-issue.html>

Accordingly, the floor price in terms of Regulation 164 of SEBI (ICDR) Regulations is ₹ 226.50/- per Equity Share and Warrant convertible into equal number of Equity Shares which has been rounded off to ₹ 227.00/- per equity share and per warrant. The Issue Price is ₹ 227/- which is not less than the minimum price determined in accordance with the applicable provisions of ICDR Regulations.

- No. 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:** Save and except the Preferential Issue as proposed in the Resolution and as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on Preferential Basis during the current financial year 2025-26 ,till the date of this Notice.

l. Lock-in Period:

The Equity Shares and Warrants convertible into equal number of Equity Shares shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations. The entire Pre-Preferential Allotment shareholding of the allottees shall be locked-in as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

m. Listing:

The Company will make an application to the Stock Exchange at which the existing Equity Shares are listed i.e National Stock Exchange of India Limited, for listing of Equity Shares allotted by way of preferential issue and Equity Shares resulting pursuant to Conversion of

Warrants. The above shares, once allotted, shall rank *pari passu* with the then existing Equity Shares of the Company in all respects including dividend.

n. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or having ultimate control):

Sr. No.	Name of the proposed allottees	Category	The 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 (*)		
Equity Shares					
1	Kaylin Realty LLP	Non Promoter-Public	Sr. No.	Name of Partners	% of Partnership Interest
			1.	Rohitkumar Chandulal Doshi	50.00%
			2.	Hemangi Jinesh Doshi	49.00%
			3.	Pawankumar Lakhotia	01.00%
2	Govind Saboo & Sons	Non Promoter-Public	Sr. No.	Name of Coparceners	
			1.	Govind Saboo	
			2.	Komal Saboo	
			3.	Vivan Saboo	

Sr. No.	Name of the proposed allottees	Category	The 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 (*)		
Warrants convertible into equal number of Equity Shares					
1	Nemi Chand Jain	Promoter	Not Applicable, as the allottee is an individual		
2	Amit Kumar Jain	Promoter	Not Applicable, as the allottee is an individual		
3	Poonam Rani	Non Promoter-Public	Not Applicable, as the allottee is an individual		
4	Raman Goyal	Non Promoter-Public	Not Applicable, as the allottee is an individual		
5	NKA Resources LLP	Non Promoter-Public	Name of Partners		% of Partnership interest
			Nand Kishore Aggarwal		17.00 %
			Ajay Kumar Aggarwal		17.00 %
			Amit Aggarwal		17.00 %
			Urmil Aggarwal		16.00 %
			Shalu Aggarwal		16.50 %
			Ashi Aggarwal		16.50 %
6	Vimal Kishore Parwal HUF	Non Promoter-Public	Sr. No.	Name of Coparceners	
			1.	Vimal Kishore Parwal	
7	Archana Aggarwal	Non Promoter-Public	Not Applicable, as the allottee is an individual		
8	Sajal Family Trust	Non Promoter-Public	Sr. No.	Name of Trustee	
			1.	Satyendra Jain	
			2.	Sajal Jain	
			Sr. No.	Name of Beneficiary	
			1.	Sajal Jain	

- o. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of the proposed allottee(s)	Category	Pre-preferential Issue holding		No. of Equity Shares to be allotted	Holding /Post Preferential issue after allotment of Equity Shares*	
			No. of shares	%		No. of shares	%
Equity Shares							
1	Kaylin Realty LLP	Non-Promoter	0	0.00 %	50,400	50,400	0.22%
2	Govind Saboo & Sons	Non-Promoter	0	0.00 %	50,400	50,400	0.22%

*Assuming allotment of 1,00,800 Equity Shares without considering conversion of 13,34,400 Warrants into equity shares

Sr. No.	Name of the proposed allottee(s)	Category	Pre-preferential Issue holding		No. of Warrant to be allotted	Holding / Post Preferential issue after conversion of warrants*	
			No. of shares	%		No. of shares	%
Warrants convertible into equal number of Equity Shares							
1.	Nemi Chand Jain	Promoter	64,05,700	27.46%	2,19,600	66,25,300	26.86%
2.	Amit Kumar Jain	Promoter	39,02,500	16.73%	2,19,600	41,22,100	16.71%
3.	Poonam Rani	Non-Promoter	0	0.00%	3,30,000	3,30,000	1.34%
4.	Raman Goyal	Non-Promoter	0	0.00%	3,30,000	3,30,000	1.34 %
5.	NKA Resources LLP	Non-Promoter	0	0.00%	1,32,000	1,32,000	0.54 %
6.	Vimal Kishore Parwal HUF	Non-Promoter	0	0.00%	50,400	50,400	0.20%
7.	Archana Aggarwal	Non-Promoter	0	0.00%	31,200	31,200	0.13 %
8.	Sajal Family Trust	Non-Promoter	0	0.00%	21,600	21,600	0.09 %

*Assuming conversion of 13,34,400 Warrants into equity shares without considering allotment of 1,00,800 Equity Shares.

Sr. No.	Name of the proposed allottee(s)	Category	Pre-preferential Issue holding		No. of Equity Shares/ Warrant to be allotted	Holding /Post Preferential issue*#	
			No. of shares	%		No. of shares	%
1	Kaylin Realty LLP	Non-Promoter	0	0.00 %	50,400	50,400	0.20%
2	Govind Saboo & Sons	Non-Promoter	0	0.00 %	50,400	50,400	0.20%
3.	Nemi Chand Jain	Promoter	64,05,700	27.46%	2,19,600	66,25,300	26.75%
4.	Amit Kumar Jain	Promoter	39,02,500	16.73%	2,19,600	41,22,100	16.64%
5.	Poonam Rani	Non-Promoter	0	0.00%	3,30,000	3,30,000	1.33%
6.	Raman Goyal	Non-Promoter	0	0.00%	3,30,000	3,30,000	1.33 %
7.	NKA Resources LLP	Non-Promoter	0	0.00%	1,32,000	1,32,000	0.53 %
8.	Vimal Kishore Parwal HUF	Non-Promoter	0	0.00%	50,400	50,400	0.20%
9.	Archana Aggarwal	Non-Promoter	0	0.00%	31,200	31,200	0.13 %
10.	Sajal Family Trust	Non-Promoter	0	0.00%	21,600	21,600	0.09 %

*Assuming both allotment of 1,00,800 equity shares and conversion of 13,34,400 warrants into equity shares.

#Note:

- There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment.

2. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.
3. The Pre-Issue Capital has been taken the Paid-up and Listed Capital as on Relevant date i.e 2,33,30,100 Equity Shares of Rs. 10/- each for the calculation of Pre-Preferential shareholding of allottees.
4. The Post-Issue capital is derived on the assumption that the 1,00,800 Equity Shares proposed to be allotted in the present issue will be so allotted and 13,34,400 warrants each carrying a right to subscribe to 1 equity shares will be allotted accordingly the post issue capital after this preferential issue will be 2,47,65,300 Equity Shares of face value of Rs. 10/- each.

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

Sr. No.	Category of shareholding	Pre-Preferential Shareholding Pattern		Post Preferential Shareholding Pattern*	
		Total No. of shares	% of Total No. of shares	Total No. of shares	% of Total No. of shares
(A)	Shareholding of Promoter and Promoter Group				
1	Indians				
	Individuals / Hindu Undivided Family	1,32,49,600	56.79	1,36,88,800	55.27
	Bodies Corporate	27,73,750	11.89	27,73,750	11.20
	Sub Total (A)(1)	1,60,23,350	68.68	1,64,62,550	64.70
2	Foreign				
	Individuals (Non-Resident Individuals / Foreign Individuals)	-	-	-	-
	Sub Total (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Shareholding (A)=(A)(1)+(A)(2)	1,60,23,350	68.68	1,64,62,550	64.70
(B)	Public Shareholdings				
1	Institution	14,85,600	6.37	14,85,600	6.00
	Sub Total (B)(1)	14,85,600	6.37	14,85,600	6.00
2	Non-Institutions				
	Individual				
	a) Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	21,39,300	9.17	21,39,300	8.64
	b) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs.	14,58,400	6.25	21,49,600	8.68
	Any Other (Specify)				
	a) HUF	5,69,200	2.44	6,70,000	2.71
	b) Bodies Corporate	11,10,400	4.76	11,10,400	4.48
	c) LLP	3,41,200	1.46	5,23,600	2.11
	d) NRIs	38,400	0.16	38,400	0.16
	e) Clearing Members	-	-	-	-
	f) Unclaimed Suspense Account	-	-	-	-
	g) Others	1,64,250	0.7	1,85,850	0.75
	Sub Total (B)(2)	58,21,150	24.95	68,17,150	27.53
	Total Public Shareholding (B)=(B)(1)+(B)(2)	73,06,750	31.32	83,02,750	33.53
(C)	Shares held by Custodians and against which depository Receipts have been issued	-	-	-	-
	Sub-Total (C)	-	-	-	-
	Grand Total (A+B+C)	2,33,30,100	100.00	2,47,65,300	100.00



- i. Pre-preferential Shareholding pattern has been considered on the basis of Benpos dated October 31, 2025.
- ii. In order to keep total % of shareholding as 100%, the % of each category has been rounded off in the best possible manner.
- iii. The above mentioned post preferential issue shareholding pattern of the Company is calculated on basis of assuming full conversion of warrants to be allotted under the present issue.
- iv. It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- v. 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.

q. Practicing Company Secretary's Certificate:

A certificate from CS Sandeep Kumar Jain (Membership No. 5398 and COP No. 4151) of M/s. ARMS & Associates LLP, Practicing Company Secretary certifying that the Preferential Issue of Equity Shares and Warrants convertible into Equity Shares is being made in accordance with requirements of SEBI ICDR Regulations shall be placed before the Extra-Ordinary General Meeting of the shareholders. The certificate shall be made available online for inspection to the Members at the Meeting and which can be accessed at <https://www.naturalcaffeine.co.in/preferential-issue.html>

r. Principal terms of assets charged as securities:

Not applicable.

s. Change in control, if any, in the Company that would occur consequent to the preferential issue

There will be no change in the Promoters neither be any change in the composition of the Board nor any change in the control of the company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern as well as voting rights consequent to issue of equity shares allotted pursuant to this preferential issue.

t. Other Disclosures:

- i. The Company is in compliance with the conditions of continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- ii. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.
- iii. Neither the Company nor any of its Directors and / or Promoters have been declared as wilful defaulter as defined under the SEBI (ICDR) Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- iv. Neither the Company nor any of its Directors and / or Promoters are fugitive economic offender as defined under the SEBI (ICDR) Regulations.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares and Warrants convertible into equal number of Equity Shares as specifically described in the resolutions set out at Item No(s). 2 and 3 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the accompanying notice for approval by the Members.

Mr. Nemi Chand Jain, Managing Director and Mr. Amit Kumar Jain, Whole Time Director and their immediate relatives in individual capacity, are interested in the resolution to the extent of the Equity shares/warrants convertible into Equity Shares proposed to be allotted to them. Except them None of the Director, Key Managerial Personnel and / or their respective relatives are, in anyway, concerned or interested, financially or otherwise in the proposed resolution except to the extent of their shareholding in the Company.

DATE: NOVEMBER 03, 2025
PLACE: JAIPUR

By the Order of the Board
For **SHRI AHIMSA NATURALS LIMITED**

Sd/-
AAYUSHI JAIN
(COMPANY SECRETARY AND COMPLIANCE OFFICER)
M.NO. A55028

Registered Office:

E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan
Tel.: 0141-2202482; Email: info@shriahimsa.com; Website: www.naturalcaffeine.co.in;
CIN: L14101RJ1990PLC005641

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: L14101RJ1990PLC005641

Name of the Company: Shri Ahimsa Naturals Limited

Registered Office: E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan

Name of the member(s):	Email Id:
	Folio No/ Client Id:
Registered Address:	DP ID:

I/we being the member(s) of the Shri Ahimsa Naturals Limited hereby appoint:

Sr. No.	Name	Address	E-Mail Address	
				Or failing him
				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-ordinary general meeting of the Company to be held on Wednesday, November 26, 2025 at 02:00 P.M. (IST) at registered office of the company at E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
1.	To Approve Alteration Of Articles Of Association ("AOA") Of The Company;		
2.	To Offer, Issue And Allot Equity Shares On Preferential Basis;		
3.	To Consider And Approve Issuance Of Warrants Convertible Into Equity Shares On Preferential Basis;		

Affix
Revenue
Stamp

Signed this.....day of2025

Signature of shareholder.....

Signature of Proxy holder(s)

Notes: 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.



ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING ON WEDNESDAY, NOVEMBER 26, 2025 AT 02:00 P.M. (IST)

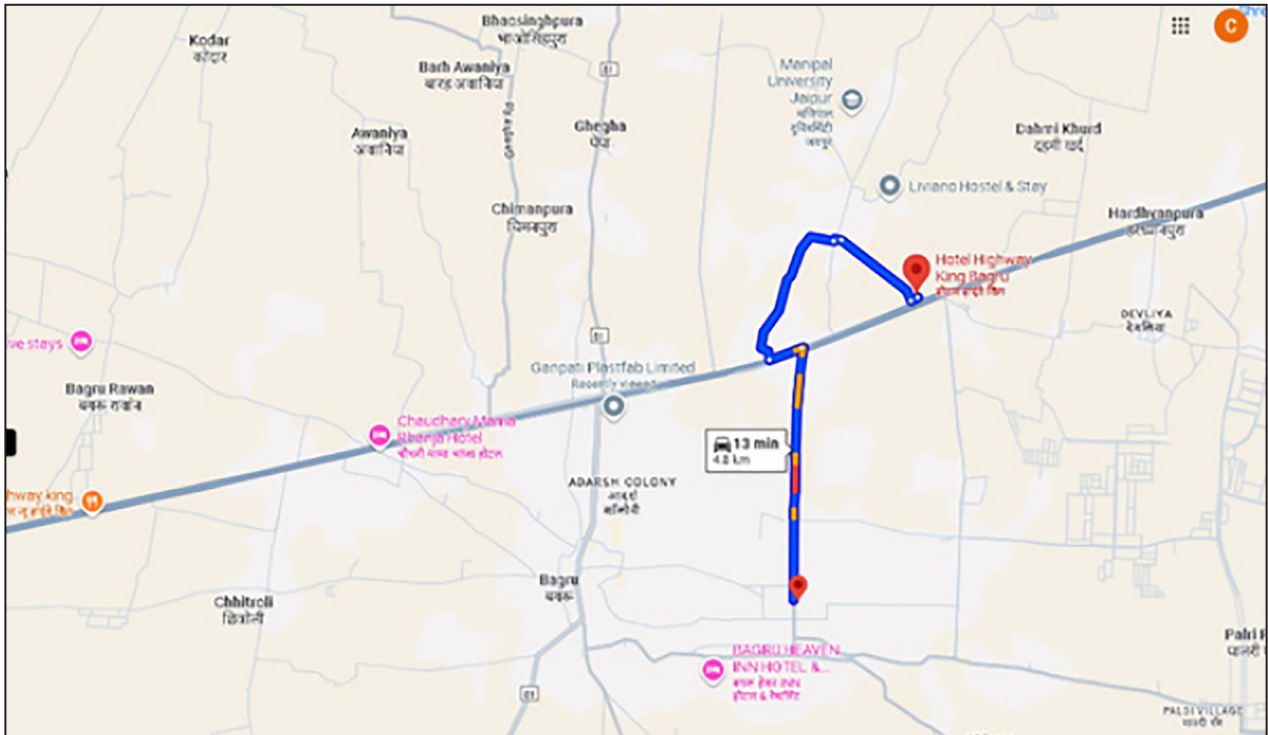
Registered Folio No	
No. of shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company and hereby record my presence at the Extra-ordinary general meeting of the Company to be held on Wednesday, November 26, 2025 at 02:00 P.M. (IST) at registered office of the company at E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007, Rajasthan.

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

**ROUTE MAP OF THE VENUE OF EXTRA-ORDINARY GENERAL MEETING
FROM HOTEL HIGHWAY KING, BAGRU, DAHMI KALAN-303007, RAJASTHAN**



Registered Office: E-94, RIICO Industrial Area Bagru Ext., Bagru, Jaipur-303007 Rajasthan



