

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **SWOJAS FOODS LIMITED (Formerly Known as Swojas Energy Foods Limited)** will be held on Wednesday, **03rd December, 2025** at 12:30 PM through Video Conferencing/ Other Audio Visuals Means (“VC/OAVM”) in compliance with provisions of the Companies Act, 2013 (“the Act”) and Rules framed thereunder and the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) to transact the businesses as set forth in the Notice of the EGM (“Notice”):

SPECIAL BUSINESS

1. REGULARIZATION OF ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR MS. RANU JAIN (DIN: 11012104), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), **Ms. Ranu Jain (DIN: 11012104)**, who was appointed as an Additional Director of the Company with effect from 07th October, 2025, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to regularize **Ms. Ranu Jain (DIN: 11012104)**, as Non-Executive Independent Director of the Company for the period of 5 years.”

“RESOLVED FURTHER THAT Ms. Ranu Jain (DIN: 11012104), Non-executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 07th October, 2025.”

“RESOLVED FURTHER THAT any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

2. REGULARIZATION OF ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR MR. ABHAY KUMAR SETHIA (DIN: 09721583), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** in accordance with, the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Abhay Kumar Sethia (DIN: 09721583)**, who was appointed as an Additional Director of the Company with effect from 07th October, 2025, pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, approval of the Members be and hereby accorded to regularize **Mr. Abhay Kumar Sethia (DIN: 09721583)**, as Non-Executive Independent Director of the Company for the period of 5 years.”

“**RESOLVED FURTHER THAT** Mr. Abhay Kumar Sethia (DIN: 09721583), Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years with effect from 07th October, 2025.”

“**RESOLVED FURTHER THAT** any Director of the Company and company secretary authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

3. RE-DESIGNATION OF MR. PALLAV PARESHKUMAR DAVE (DIN: 10719185) FROM INDEPENDENT DIRECTOR TO NON- EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirement), 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force, in accordance with the relevant provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, consent of the members be and is hereby accorded to re-designate Mr. Pallav Pareshkumar Dave (DIN: 10719185) to act as a Non-Executive Non Independent Director of the Company and shall be liable to retire by rotation.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

“RESOLVED FURTHER that any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

4. **TO CREATE, OFFER, ISSUE, AND ALLOT UP TO 4,84,84,500 (FOUR CRORE EIGHTY-FOUR LAKH EIGHTY-FOUR THOUSAND AND FIVE HUNDRED) CONVERTIBLE EQUITY SHARE WARRANTS (“WARRANTS”) OF FACE VALUE OF INR 10/- (RUPEES TEN ONLY) EACH AT AN ISSUE PRICE OF INR 16.50/- (RUPEES SIXTEEN AND FIFTY PAISA ONLY) EACH [INCLUDING A PREMIUM OF INR 6.50/- (RUPEES SIX AND FIFTY PAISA ONLY) EACH] AGGREGATING UPTO INR 79,99,94,250/- (RUPEES SEVENTY-NINE CRORE NINETY-NINE LAKH NINETY-FOUR THOUSAND TWO HUNDRED AND FIFTY) TO THE ALLOTTEES BELONGING TO THE NON-PROMOTERS CATEGORY, WITH AN OPTION TO SUBSCRIBE AND CONVERT EACH SUCH WARRANT INTO ONE EQUITY SHARE OF FACE VALUE OF INR 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF INR 16.50/- (RUPEES SIXTEEN AND FIFTY PAISA ONLY) EACH [INCLUDING A PREMIUM OF INR 6.50/- (RUPEES SIX AND FIFTY PAISA ONLY) EACH] ON PRIVATE PLACEMENT AND PREFERENTIAL BASIS PURSUANT TO PROVISIONS OF SECTION 23(1)(B), 42, 62(1) (C) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“THE ACT”), THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (“ICDR REGULATIONS”), THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 AS AMENDED (“LISTING REGULATIONS”) AND ALL OTHER APPLICABLE LAWS, RULE, REGULATIONS AS APPLICABLE:**

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

“RESOLVED THAT in accordance with the provisions of Section 23(1)(b), 42, 62 (1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) (“the Act”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Listing Agreement entered by the Company with BSE Limited i.e., the Stock Exchange where the existing Equity Shares of the Company are listed on its Main Board (“BSE/ Stock Exchange”), applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, (“ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (“SEBI Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended (“Listing Regulations”) (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) together with any other rules / regulations / guidelines/ notifications, circulars, if any, as may be prescribed/ issued by the Securities and Exchange Board of India (“SEBI”), Government of India (“GOI”), Ministry of Corporate Affairs (“MCA”), Foreign

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

Exchange Management Act, 1999 (“FEMA”), and/or any other appropriate or regulatory authority along with the rules and regulations framed thereunder, and also subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bankers as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a private placement and preferential basis, at an appropriate time, in one or more tranches up to **4,84,84,500 (Four Crore Eighty-Four Lakh Eighty-Four Thousand and Five Hundred) Convertible Equity Warrants (“the Warrants”)** of face value of INR 10/- (Rupees Ten only) each at a price of INR 16.50/- (Rupees Sixteen and Fifty Paise only) each [including a premium of INR 6.50/- (Rupees Six and Fifty Paise only) per Warrant] or such other higher price (“issue price”) as may be determined aggregating upto INR **79,99,94,250/- (Rupees Seventy-Nine Crore Ninety-Nine Lakh Ninety-Four Thousand Two Hundred and Fifty) (“the Issue”)** in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, Articles of Association of the Company together with the applicable provisions of Chapter V of ICDR Regulations, to the Proposed Allottees as mentioned herein below on a cash subscription basis, **with a right exercisable by the Warrant holders to subscribe for 1 (One) Equity Share of face value of INR 10/- (Rupees Ten Only) each fully paid-up against each Warrant** at a price of INR 16.50/- (Rupees Sixteen and Fifty Paise only) each [including a premium of INR 6.50/- (Rupees Six and Fifty Paise only) per Equity Share] or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company, aggregating upto INR 79,99,94,250/- (Rupees Seventy-Nine Crore Ninety-Nine Lakh Ninety-Four Thousand Two Hundred and Fifty) by way of conversion of the Warrants, at an appropriate time, in one or more tranches, within a period of 18 (Eighteen) months from the allotment of Warrants, in such manner as may be permissible in accordance with provisions of the SEBI Regulations, Act, all other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and appropriate without requiring any further approval and consent from the members in accordance with the ICDR Regulations and other applicable laws.

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Convertible Warrants to be Issued (Upto)
1.	Rajesh Nanubhai Jhaveri	Indian Individual, Non-Promoter	33,21,000
2.	Vicky R Jhaveri HUF	Hindu Undivided Family, Non-Promoter	33,32,000

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

3.	Jhaveri Trading and Investment Pvt Ltd	Private Limited Company, Non-Promoter	33,31,500
4.	Softrak Venture Investment Limited	Listed Company, Non-Promoter	1,00,00,000
5.	Zag Constructions LLP	Limited Liability Partnership, Non-Promoter	75,00,000
6.	Onelife Capital Advisors Limited	Listed Company, Non-Promoter	1,00,00,000
7.	Dulcee Accessories Private Limited	Private Limited Company, Non-Promoter	59,00,000
8.	Aarshi Manish Mehta	Indian Individual, Non-Promoter	20,00,000
9.	Vikas R Mehta HUF	Hindu Undivided Family, Non-Promoter	20,00,000
10.	Rinku Kailashchand Jain	Indian Individual, Non-Promoter	10,00,000
11.	Murtuza Kaizarbhai Mandorwala	Indian Individual, Non-Promoter	1,00,000
Total			4,84,84,500

RESOLVED FURTHER THAT the offer, issue and allotment of the Warrants and its conversion into the Equity Shares of the Company shall be made at such time(s) or manner as the Board may in its absolute discretion think fit and appropriate.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares of the Company resulting from the exercise of the entitlement or conversion of the said warrants shall be on the following terms and conditions or such other terms and conditions as may be framed, decided, modified, altered, varied by the Board may think fit and appropriate in its absolute discretion:

- (a) In terms of the provisions of Chapter V of the ICDR Regulations, **the Relevant Date** for the purpose of calculation of the floor price for the Preferential Allotment of the Warrants be and is hereby fixed as **Monday, November 03, 2025**, being the date 30 (thirty) days prior to the date of this 01/2025-26 Extra Ordinary General Meeting i.e., Wednesday, December 03, 2025.
- (b) The Warrants shall be allotted in a manner that is in compliance with the minimum public shareholding and other applicable norms as prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

-
- (c) The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations, and laws, **be entitled to exercise the warrants conversion option** in one or more tranches **within a period of 18 (Eighteen) months from the date of the 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 corresponding number of Equity Shares of face value of INR 10/- (Rupees Ten Only) each to the Warrant holders.
- (d) The Warrants shall be issued to the proposed allottees within a period of fifteen (15) days from the date of passing of this resolution and allotted by the Company only in dematerialized form provided that where the issue and allotment of the Warrants are pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals, if any.
- (e) The Equity Shares, pursuant to conversion of Warrants, shall be issued and allotted by the Company only in dematerialized form to the proposed Allottees within a period of fifteen (15) days from the date on which the Allottees have exercised its rights to convert the Warrants which will be within the tenure of Eighteen (18) months from date of allotment of Warrants and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company.
- (f) The Warrants to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of bonus issue or capitalization of its profits or reserves, upon demerger / realignment, or undertakes split/ consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under the ICDR Regulations and all other applicable regulations from time to time.
- (g) The Warrants and the Equity Shares pursuant to conversion of Warrants shall be issued and allotted by the Company only in dematerialized form.
- (h) The **Warrants subscription price shall be equivalent to 25% of the issue price** which will be payable at the time of its subscription and would be adjusted/appropriated by the Company against the issue price of Equity Shares. **The Warrants exercise price shall be equivalent to 75% of the issue price** which will be payable at the time of exercising the entitlement attached to Warrant(s) to subscribe to Equity Share(s). The amounts paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (i) The Warrant holder shall be entitled to exercise the option of its conversion either all or in part of the Warrants in one or more tranches by way of written notice to the Company, specifying the number of the Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of its conversion. The Board shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the respective demat account of the Warrant holders and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

-
- (j) **In the event the holder of the Warrants does not exercise the option to convert the same into the Equity Shares of the Company within 18 (Eighteen) months from the date of its allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.**
- (k) The Warrants do not give any right / entitlements to the Equity Warrant holder as a Shareholder of the Company.
- (l) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants proposed to be issued and allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in as provided under ICDR Regulations except to the extent and in the manner permitted there under.
- (m) The consideration price of the Warrants, if paid in cash, shall be received from Allottee's bank account only and not from any other person.
- (n) The monies received by the Company from the Allottees for application of the Warrants and Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account till the date of allotment of Warrants and Equity Shares and filing of necessary returns in that regards with Ministry of Corporate Affairs ("MCA").
- (o) The Warrants and the Equity Shares allotted pursuant to the exercise of such Warrants shall be subject to a lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.
- (p) The entire pre-preferential allotment shareholding of the proposed Allottees, if any, in the Company shall also be subject to lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.
- (q) The Equity Shares arising from the conversion of the Warrants proposed to be allotted to the Allottees under this resolution shall be listed on the Main Board of the BSE where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals and shall *inter-alia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority and the Board and/or any person authorised by the Board be and is hereby authorised to make the necessary applications and to take all such steps as may be deemed necessary and appropriate for the listing and trading of the Equity Shares proposed to be allotted to the Allottees, for the admission of such Equity Shares with the depositories, viz. National Securities Depositories Limited ("NSDL") and Central Securities (India) Limited ("CDSL"), and for the credit of such Equity Shares allotted to the Allottees demat account.
- (r) If the Allottees fail to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the Company shall allot the shares to the Allottees up to the extent of their applications received.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws and pursuant to the provisions of the Act, the consent of the Members of the Company

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, issuance of a private placement cum preferential basis offer letter and application form in respect of the Warrants to be subscribed by the Allottees, in such form and manner as prescribed under the applicable provisions of the Act and the Rules and Regulations thereunder;

RESOLVED FURTHER THAT the Members hereby take note of certificate from Mr. Murtuza Mandorwala, (Membership No.: F10745, COP:14284), Proprietor of M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries, as required under Regulation 163(2) of the ICDR Regulations, certifying that this issue is being made in accordance with the ICDR Regulations, and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including to appoint external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said Preferential Allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents, and agreements as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept the terms, conditions, modifications, and stipulations as the GOI, SEBI or Stock Exchange or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or Equity Shares as aforesaid.

RESOLVED FURTHER THAT necessary corporate actions be taken or authorized to be taken in respect of such Warrants and/or Equity Shares being allotted with NSDL and / or CDSL under the signature of any of the Directors and / or Company Secretary and / or Chief Financial Officer, as may be necessary or required, for and on behalf of the Company in accordance with such other guidelines, rules and regulations as may be applicable with regard to such corporate actions.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing and trading of the Equity Shares allotted upon conversion of the Warrants being allotted under this resolution on Stock Exchange, where the Company's existing shares are listed in accordance with such other guidelines, rules and regulations as may be applicable with regards to such listing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, issue price, finalizing the terms of agreement(s) and other related document(s), if any, in this regard to the offer, issue and allot convertible equity warrants, the number of equity shares to be allotted upon conversion of the convertible equity warrants, to resolve and settle any questions, difficulties or doubts that may arise in regard, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may 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.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated to this resolutions be and are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to this resolution including delegating all or any of its power to the sub-committee or any committee of the Board or to any one or more Director(s)/Company Secretary/ Chief Financial Officer/any Officer(s) of the Company and also the transactions contemplated thereby (including without limitation, issue and allotment of the Warrants and the issue and allotment of the Equity Shares upon the subsequent conversion of such Convertible Equity Warrants including without limitation, to issue any clarifications and resolve any doubts or questions that may arise, execute all such agreements, documents, deeds, writings and instruments as the Board may in its absolute discretion deem necessary or desirable to give effect to this resolution and to bind the Company and the Shareholders in relation to the same, effect any modification to the foregoing (including any modification to the terms of the issue) and to sign and file applications with the appropriate authorities for obtaining requisite approvals and liaise with such authorities to obtain the requisite approvals for undertaking such transactions.”

By Order of the Board of Directors

SD/-

Yusuf Rupawala

Company Secretary and Compliance Officer

Mem. No. A60292

Place: Ahmedabad

Date: 08-11-2025

REGISTERED OFFICE:

6L,10 Floor, 3, Navjeevan Society,
Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008, Maharashtra

CORPORATE OFFICE:

Block A, Office No. 1004, Mondeal Heights,
Nr. Panchratna Party Plot, S. G. Highway, Satellite
Ahmedabad, Gujarat-380051, India

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

NOTES FOR SHAREHOLDERS FOR EGM:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), relating to the Special Businesses to be transacted at the EGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder is also annexed.
2. The Ministry of Corporate Affairs (“MCA”) vide its various circular in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and rules made thereunder” and the Securities Exchange Board of India (“SEBI”) vide various circular (hereinafter collectively referred to as “MCA and SEBI Circulars”), have permitted the holding of EGM through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the MCA and SEBI Circulars read with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), EGM of the Company is being held through VC/OAVM. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards, issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this EGM is being held pursuant to the MCA and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to the Notice.
4. The Company has appointed Mr. Murtuza Mandorwala, (Membership No.: F10745, COP:14284), Proprietor of M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
5. Institutional/ Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting/ Ballot Paper at the EGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mma.office@yahoo.com with copies marked to the Company at swojasenergyfoodsltd@gmail.com.
6. Members attending the meeting through VC / OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Act.
7. **The record date** for the purpose of determining the eligibility of the Members to attend and do voting for the 01/2025-26 EGM of the Company is **Wednesday, November 26, 2025**.
8. In line with the various MCA and SEBI Circulars, the Notice of EGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.sefl.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the EGM Notice is also available on the website National Securities Depository Limited (“NSDL”) <https://www.evoting.nsdl.com>.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

9. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.
10. Members who wish to inspect the Statutory Registers maintained under the Act and relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to swojasenergyfoodsltd@gmail.com. The Company has been maintaining, *inter alia*, the statutory registers at its Corporate Office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
11. Members are requested to quote their Folio No. or DP ID/ Client ID, in case shares are in physical/ dematerialized form, as the case may be, in all correspondence with the Company/ Registrar and Share Transfer Agent.
12. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
 - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to swojasenergyfoodsltd@gmail.com.
 - (b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to swojasenergyfoodsltd@gmail.com.
 - (c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
 - (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd ("RTA/ PSPL"), having its office at Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400011, India, by following the due procedure.
 - (f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, RTA/ PSPL to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
13. The 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 the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.

14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA/ PSPL in case the shares are held in physical form.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to RTA/ PSPL in case the shares are held in physical form.
16. Members seeking any information or clarification on the accounts are requested to send written queries on: swojasenergyfoodsltd@gmail.com to the Company, atleast 10 days before the date of the Meeting to enable the management to keep the required information available at the Meeting.
17. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs /RTA.
18. Information relating to e-voting and other instructions are as under:
 - a. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of NSDL as the Agency to provide e-voting facility for voting through remote e- Voting, for participation in the EGM through VC/OAVM Facility and e-Voting during the EGM.
 - b. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the **cut-off date i.e. Wednesday, November 26, 2025.**
 - c. **Remote e-voting will commence at 09:00 A.M. (IST) on Saturday, November 29, 2025, and will end at 05:00 P.M. (IST) on Tuesday, December 02, 2025,** thereafter remote e-voting will be blocked by NSDL.
19. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members only on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the meeting without restriction on account of first come first served basis.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

20. PROCESS AND MANNER FOR MEMBERS OPTING FOR REMOTE VOTING THROUGH ELECTRONIC MEANS:

- i. Pursuant to the MCA circulars, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

Further, pursuant to the MCA circulars, the **facility to appoint proxy to attend and cast vote for the members is not available for this AGM.** However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, (as amended), and various circulars issued by the MCA and SEBI, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorized e-voting agency, Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e., Wednesday, November 26, 2025**, shall only be entitled to avail the facility of remote e-voting or e-voting on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iv. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date shall be entitled to exercise his/her vote either electronically i.e., remote e-voting by following the procedure mentioned in this part or Ballot Paper.
- v. Members may cast their votes on electronic voting system from any place (remote e-voting). **The remote e-voting period will commence at 09:00 A.M. (IST) on Saturday, November 29, 2025, and will end at 05:00 P.M. (IST) on Tuesday, December 02, 2025.** Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote via e-voting that will be kept open during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote again at the meeting.
- vi. Once the vote on a resolution is cast by the member, he/she/ it shall not be allowed to change it subsequently or cast the vote again.
- vii. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-off date i.e. Wednesday, November 26, 2025.**
- viii. The Company has appointed M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as voting process at the EGM in fair and transparent matter.
- ix. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

Regulation 44 of SEBI Listing Regulations, 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.

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.

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.

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

The remote e-voting period begins on Saturday, November 29, 2025 from 9:00 A.M. (IST) and will end on Tuesday, December 02, 2025 till 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. Wednesday, November 26, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, November 26, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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>

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
--	--

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to swojasenergyfoodsltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to swojasenergyfoodsltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at swojasenergyfoodsltd@gmail.com . The same will be replied by the company suitably.

1. GENERAL GUIDELINES FOR SHAREHOLDERS

Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote and attend the General Meeting to scrutinizer with CC mark to Company at: swojasenergyfoodsltd@gmail.com .

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://ivote.bigshareonline.com> to reset the password.

2. CONTACT DETAILS

Company	SWOJAS FOODS LIMITED (FORMERLY KNOWN AS SWOJAS ENERGY FOODS LIMITED) Registered office: 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg, Mumbai Central, Mumbai – 400008 Corporate office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G. Highway, Ahmedabad, Gujarat-380051, India Tel No.: 079 45858681; Email: swojasenergyfoodsltd@gmail.com ; Web: www.sefl.co.in
Registrar and Transfer Agent	PURVA SHAREGISTRY (INDIA) PVT. LTD Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011 Tel No.: 022-4970 0138 / 3522 0312 / 4961 4132 Email: support@purvashare.com Web: www.purvashare.com
E-Voting Agency	National Securities Depository Limited Tel No.: Tel.: 91-22-6944 8400 Email: rimpab@nsdl.com / info@nsdl.com Web: www.nsdl.com
Scrutinizer	CS Murtuza Mandorwala, Proprietor of M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries B-503, Sivanta One- The Business Park, Pritamnagar Cross Road, Near V.S Hospital, Ellisbridge, Ahmedabad - 380006 Email: mma.office@yahoo.com ; Tel No.: 079 35606563

Place: Ahmedabad
Date: 08-11-2025

By Order of the Board of Directors
SD/-
Yusuf Rupawala
Company Secretary and Compliance Officer
Mem. No. A60292

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT,
2013:**

**ITEM NO. 1: REGULARIZATION OF ADDITIONAL NON-EXECUTIVE INDEPENDENT
DIRECTOR MS. RANU JAIN (DIN: 11012104), AS AN INDEPENDENT DIRECTOR OF THE
COMPANY:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed **Ms. Ranu Jain (DIN: 11012104)**, aged Adult, as an Additional Director (Independent Director) of the Company, with effect from 07th October, 2025 under Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company.

Ms. Ranu Jain (DIN: 11012104), is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Ms. Ranu Jain (DIN: 11012104), signifying her candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Ms. Ranu Jain (DIN: 11012104). In the opinion of the Board, Ms. Ranu Jain (DIN: 11012104), fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Ms. Ranu Jain (DIN: 11012104), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as an Independent Director.

Ms. Ranu Jain is currently an Assistant Professor at Sydenham Institute of Management Studies, Research and Entrepreneurship Education, Mumbai. She is a Ph.D on "Ananalysis of effect of Financial Market Conditions on Sensex". She also holds Certificate program in Capital Market and Gold Medalist in Master of Commerce, Vikram University, Ujjain.

The Sitting fees payable to Ms. Ranu Jain (DIN: 11012104), shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Ms. Ranu Jain (DIN: 11012104), being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Ms. Ranu Jain (DIN: 11012104), as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 1 of the Notice for approval of Members.

ITEM NO. 2: REGULARIZATION OF ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR MR. ABHAY KUMAR SETHIA (DIN: 09721583), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed **Mr. Abhay Kumar Sethia (DIN: 09721583)**, aged Adult, as an Additional Director (Independent Director) of the Company, with effect from 07th October, 2025 under Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company.

Mr. Abhay Kumar Sethia (DIN: 09721583), is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Abhay Kumar Sethia (DIN: 09721583), signifying his candidature as an Independent Director of the Company.

The Company has also received a declaration of independence from Mr. Abhay Kumar Sethia (DIN: 09721583). In the opinion of the Board, Mr. Abhay Kumar Sethia (DIN: 09721583), fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for her appointment. Mr. Abhay Kumar Sethia (DIN: 09721583), is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as an Independent Director.

Mr. Abhay Kumar Sethia (DIN: 09721583) is a Seasoned & Visionary Strategic Advisor, Distinguished Independent Director, Expert Liaison Leader with 17 Years of Excellence. He is a seasoned and results-driven professional with expertise in Direct and Indirect Taxation, encompassing Compliance / Assistance in Civil Legal Matters, Tax matters, & Tax Assessments. Distinguished track record of fostering strong relationships with government authorities, regulatory bodies, and industry stakeholders.

The Sitting fees payable to Mr. Abhay Kumar Sethia (DIN: 09721583), shall be governed by the Policy of the Company. The Board considers that his association would be of immense benefit to the Company. The

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

broad terms of reference of the Independent Director, as approved by the Board, in compliance with Section 149 of the Companies Act, 2013 and Regulation 25(4) of the Listing Regulations, are as follows:

- (a) evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- (c) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties; and
- (d) other related matters

An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his knowledge, attributable through processes of board of directors, and with his consent or connivance or where he had not acted diligently with respect to the provisions contained in these regulations.

Except Mr. Abhay Kumar Sethia (DIN: 09721583), being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Abhay Kumar Sethia (DIN: 09721583), as an Independent Director in the interest of the Company and recommends the Special resolution as set out in Item No. 2 of the Notice for approval of Members.

ITEM NO. 3: RE-DESIGNATION OF MR. PALLAV PARESHKUMAR DAVE (DIN: 10719185) FROM INDEPENDENT DIRECTOR TO NON- EXECUTIVE, NON-INDEPENDENT DIRECTOR OF THE COMPANY:

At present, Mr. Pallav Pareshkumar Dave (DIN: 10719185) is the Independent Director of the Company. The members of the Company approved the appointment of Mr. Pallav Pareshkumar Dave (DIN: 10719185) as an Independent Director under the Companies 2013 (“the Act”) for a term from August 28, 2024, up to August 27, 2029.

In view of his knowledge, acumen, expertise and substantial contributions during his tenure as an Independent Director, the Board is keen to have his continued guidance in the capacity of a Director on the Company’s Board, and to this end it is proposed to re designate him as a Non-Independent and Non-Executive Director upon his consent. Board of Directors in their meeting held on 07th October, 2025 approved the Redesignation/change in designation of the Mr. Pallav Pareshkumar Dave (DIN: 10719185) from Independent Director to Non-Executive, Non-Independent Director of the Company subject to approval of members.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Pallav Pareshkumar Dave (DIN: 10719185) for the office of Non-Executive, Non-Independent Director of the Company.

Mr. Pallav Pareshkumar Dave (DIN: 10719185) holds the degree of graduate in the field of Information and Technology. Has experience of more than 12 years in management and marketing with expertise in Information technology. He has knowledge in the field of accounting as well.

The Company has received from Mr. Pallav Pareshkumar Dave (DIN: 10719185):- (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies(Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Subsection (2) of Section 164 of the Companies Act, 2013. A copy of the draft letter for the appointment of Mr. Pallav Pareshkumar Dave (DIN: 10719185) as Non-Executive, Non-Independent Director setting out the terms and conditions are uploaded on the website of the Company.

Except Mr. Pallav Pareshkumar Dave (DIN: 10719185), being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the redesignation/change in designation of Mr. Pallav Pareshkumar Dave (DIN: 10719185), as a Non-Executive, Non-Independent Director in the interest of the Company and recommends the Ordinary resolution as set out in Item No. 3 of the Notice for approval of Members.

ITEM NO. 4: TO CREATE, OFFER, ISSUE, AND ALLOT UP TO 4,84,84,500 (FOUR CRORE EIGHTY-FOUR LAKH EIGHTY-FOUR THOUSAND AND FIVE HUNDRED) CONVERTIBLE EQUITY SHARE WARRANTS (“WARRANTS”) OF FACE VALUE OF INR 10/- (RUPEES TEN ONLY) EACH AT AN ISSUE PRICE OF INR 16.50/- (RUPEES SIXTEEN AND FIFTY PAISA ONLY) EACH [INCLUDING A PREMIUM OF INR 6.50/- (RUPEES SIX AND FIFTY PAISA ONLY) EACH] AGGREGATING UPTO INR 79,99,94,250/- (RUPEES SEVENTY-NINE CRORE NINETY-NINE LAKH NINETY-FOUR THOUSAND TWO HUNDRED AND FIFTY) TO THE ALLOTTEES BELONGING TO THE NON-PROMOTERS CATEGORY, WITH AN OPTION TO SUBSCRIBE AND CONVERT EACH SUCH WARRANT INTO ONE EQUITY SHARE OF FACE VALUE OF INR 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF INR 16.50/- (RUPEES SIXTEEN AND FIFTY PAISA ONLY) EACH [INCLUDING A PREMIUM OF INR 6.50/- (RUPEES SIX AND FIFTY PAISA ONLY) EACH] ON PRIVATE PLACEMENT AND PREFERENTIAL BASIS PURSUANT TO PROVISIONS OF SECTION 23(1)(B), 42, 62(1) (C) AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (“THE ACT”), THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (“ICDR REGULATIONS”), THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015 AS AMENDED (“LISTING REGULATIONS”) AND ALL OTHER APPLICABLE LAWS, RULE, REGULATIONS AS APPLICABLE:

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

The Board of Directors of the Company at their meeting held on Saturday, November 08, 2025, subject to necessary approval(s), had approved and decided to seek approval of the members of the Company by way of a Special Resolution to create, offer, issue and allot, at an appropriate time, in one or more tranches, **upto 4,84,84,500 (Four Crore Eighty-Four Lakh Eighty-Four Thousand Five Hundred) Convertible Equity Share Warrants (“Warrants”)** of face value of INR 10/- (Rupees Ten Only) each **at an issue price of INR 16.50/- (Rupees Sixteen and Fifty Paise only) each** [including a premium of INR 6.50/- (Rupees Six and Fifty Paise only) each] or at a higher price as may be determined at the later stage as per the applicable law, **aggregating upto INR 79,99,94,250/- (Rupees Seventy-Nine Crore Ninety-Nine Lacs Ninety-Four Thousand Two Hundred and Fifty)** to the below mentioned Allottees belonging to the Non-Promoters Allottees as listed below, on a private placement cum preferential basis **with an option to subscribe and convert each such Warrant into one (1) Equity Share of the Company** of face value of INR 10/- (Rupees Ten Only) each at a price of INR 16.50/- (Rupees Sixteen and Fifty Paise only) each [including a premium of INR 6.50/- (Rupees Six and Fifty Paise only) each] or at a higher price as may be determined at the later stage as per the applicable law, by way of conversion of the Warrants, at an appropriate time, in one or more tranches, within a period of 18 (Eighteen) months from the allotment of Warrants by way of preferential issue.

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Convertible Warrants to be Issued (Upto)
1.	Rajesh Nanubhai Jhaveri	Indian Individual, Non-Promoter	33,21,000
2.	Vicky R Jhaveri HUF	Hindu Undivided Family, Non-Promoter	33,32,000
3.	Jhaveri Trading and Investment Pvt Ltd	Private Limited Company, Non-Promoter	33,31,500
4.	Softrak Venture Investment Limited	Listed Company, Non-Promoter	1,00,00,000
5.	Zag Constructions LLP	Limited Liability Partnership, Non-Promoter	75,00,000
6.	Onelife Capital Advisors Limited	Listed Company, Non-Promoter	1,00,00,000
7.	Dulcee Accessories Private Limited	Private Limited Company, Non-Promoter	59,00,000
8.	Aarshi Manish Mehta	Indian Individual, Non-Promoter	20,00,000
9.	Vikas R Mehta HUF	Hindu Undivided Family, Non-Promoter	20,00,000

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

10.	Rinku Kailashchand Jain	Indian Individual, Non-Promoter	10,00,000
11.	Murtuza Kaizarbhai Mandorwala	Indian Individual, Non-Promoter	1,00,000
Total			4,84,84,500

Pursuant to the provisions of Section 23(1)(b), 42 and 62 (1)(c) of the Companies Act, 2013 (“the Act”) and Regulation 160 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") Regulations, 2018, any preferential allotment of Securities needs to be approved by the Shareholders by way of a Special Resolution.

The consent of the Shareholders is being sought by way of a Special Resolution to enable the Board to issue and allot Warrants convertible into the Equity Shares of the Company, as may be permitted under applicable laws to the Proposed Allottees as mentioned in the above mentioned special resolution at item No. 4 and this Explanatory Statement in accordance with the provisions of the Act and Rules made thereunder, ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The Proposed Allottees of Warrants convertible into the Equity Shares of the Company, had not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the **Relevant Date i.e. Monday, November 03, 2025**, being the date 30 days prior to the date of EGM.

The following details of the proposed preferential issue of Warrants convertible into the Equity Shares of the Company are disclosed in accordance with the provisions of Act read with Companies (Share Capital and Debenture) Rules 2014 and Chapter V -"Preferential Issue" of the ICDR Regulations, as amended from time to time.

(a) Particulars of the offer including the date of passing of the Board resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company at their meeting held on Saturday, November 08, 2025 had approved and decided to seek approval of the members of the Company by way of a Special Resolution to create, offer, **issue and allot, at an appropriate time, in one or more tranches, upto 4,84,84,500 (Four Crore Eighty-Four Lakh Eighty-Four Thousand Five Hundred) Warrants** of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 16.50/- (Rupees Sixteen and Fifty Paise only) each [including a premium of INR 6.50/- (Rupees Six and Fifty Paise only) each] or such other higher price as may be determined in accordance with the provisions of the applicable law, **aggregating upto INR 79,99,94,250/- (Rupees Seventy-Nine Crore Ninety-Nine Lakh Ninety-Four Thousand Two Hundred and Fifty)** to the Allottees belonging to the Non-Promoters Allottees, on a private placement and preferential basis with an option to subscribe and convert each such Warrant into one (1) Equity Share of face value of INR 10/- (Rupees Ten Only) each at a price of INR 16.50/- (Rupees Sixteen and Fifty Paise only) each [including a premium of INR 6.50/- (Rupees Six and Fifty Paise only) each] or such other higher price as may be determined in accordance with the provisions of the

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

applicable law, by way of conversion of the Warrants, at an appropriate time, in one or more tranches, within a period of 18 (Eighteen) months from the allotment of Warrants by way of preferential issue.

The preferential issue of Warrants convertible into the Equity Shares of the Company is proposed to be made to the Allottees belonging Non-Promoter Group as detailed herein below. The Company had already obtained PAN of the all the proposed Allottees.

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Convertible Warrants to be Issued (Upto)
1.	Rajesh Nanubhai Jhaveri	Indian Individual, Non-Promoter	33,21,000
2.	Vicky R Jhaveri HUF	Hindu Undivided Family, Non-Promoter	33,32,000
3.	Jhaveri Trading and Investment Pvt Ltd	Private Limited Company, Non-Promoter	33,31,500
4.	Softrak Venture Investment Limited	Listed Company, Non-Promoter	1,00,00,000
5.	Zag Constructions LLP	Limited Liability Partnership, Non-Promoter	75,00,000
6.	Onelife Capital Advisors Limited	Listed Company, Non-Promoter	1,00,00,000
7.	Dulcee Accessories Private Limited	Private Limited Company, Non-Promoter	59,00,000
8.	Aarshi Manish Mehta	Indian Individual, Non-Promoter	20,00,000
9.	Vikas R Mehta HUF	Hindu Undivided Family, Non-Promoter	20,00,000
10.	Rinku Kailashchand Jain	Indian Individual, Non-Promoter	10,00,000
11.	Murtuza Kaizarbhai Mandorwala	Indian Individual, Non-Promoter	1,00,000
Total			4,84,84,500

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

In terms of Regulation 169(2) of the ICDR Regulations, an amount equivalent to 25% of the issue price will be payable at the time of Warrants subscription and the same would be adjusted/appropriated by the Company against the issue price of the Equity Shares at the time of exercise of warrants conversion option by the warrants holders. The Warrants exercise price shall be equivalent to 75% of the issue price which will be payable at the time of exercising the entitlement attached to Warrant(s) to subscribe to Equity Share(s).

(b) The objects of the preferential issue:

Our Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) of Warrants Convertible into the Equity Shares of the Company towards the following objects:

- i. working capital - up to 80% of the proceeds will be utilized for working capital for ensuring that the company is left with sufficient balance to overcome its Short-term and Long-term working capital needs.
- ii. General Corporate Purposes: up to 20% of the proceeds will be utilized for general corporate purposes, which includes, *inter alia*, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such 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.

(Collectively, referred to herein as the “Objects”)

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. No.	Objectives of the proposed issue	Total estimated amount to be utilized for each of the Objects (In Actual) #	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Working Capital	Rs. 63,99,95,400/-	31 st December, 2027
2.	General Corporate Purposes*	Rs. 15,99,98,850/-	31 st December, 2027
Total			

*The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

#Considering 100% subscription and conversion of Warrants into Equity Shares within the stipulated time.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

Given that the Preferential Issue is for Convertible Equity Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the ICDR Regulations, and as estimated by the Management, the entire Issue Proceeds would be utilized for the Objects as mentioned in above table on or before the tentative timeline of 31st December, 2027 as mentioned in above table.

In terms of the BSE Circular No. NSE/CML/2022/56, dated December 13, 2022, and BSE Circular 20221213-47, also dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on the Management estimates and other commercial and technical factors

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral condition's, business performance and strategy, competition 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 Issue Proceeds at the discretion of the Board subject to compliance with applicable laws

Interim Use of Issue Proceeds

Pending utilization of part of entire Issue Proceeds, the Company may *inter-alia* subject to approval from the Board of Directors and also in accordance with the applicable regulations and laws, during such interim period, permitted to utilize such Issue Proceeds in total or parts for making investments in bank fixed deposit receipts, deposits in scheduled commercial banks, securities issued by government of India/State Governments/Quasi bodies or any other investments as permitted under applicable laws on a short term basis or deployments as may be deemed fit in the interest of the Company during such interim period.

(c) Relevant Date for issuance of Equity Shares:

The “Relevant Date” in terms of the ICDR Regulations 2018 for determination of minimum floor price is **Monday, November 03, 2025**, which is the date 30 days prior to the date of passing of special resolution by the Shareholders at the 01/2025-26 Extra Ordinary General Meeting i.e. Wednesday, December 03, 2025 for approving the preferential issue on private placement basis.

(d) Amount which the Company intends to raise by way of such securities.

The company intends to raise an amount aggregating upto INR 79,99,94,250/- (Rupees Seventy-Nine Crore Ninety-Nine Lakh Ninety-Four Thousand Two Hundred and Fifty).

(e) Basis on which the price has been arrived at and justification for the price (including premium), if any:

Pursuant to provisions of the ICDR Regulations 2018, **issue price** of each Warrant convertible into the Equity Shares of the Company is fixed at **INR 16.50/- (Rupees Sixteen and Fifty Paise only) per Warrant**, which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per ICDR Regulations.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

In terms of the provisions of Section 62(7)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price/ consideration for the shares/ securities proposed to be issued on preferential basis, by way of private placement shall be determined by the valuation report of a registered valuer.

However, second proviso of rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, provides that the price of shares/ securities to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of securities by way of preferential issue can be made, at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of SEBI ICDR Regulations.

Further the Equity Shares of Company are listed on BSE Limited (“BSE”), recognised stock exchange for a period of more than 90 trading days as on the relevant date i.e. Monday, November 03, 2025 **and are frequently traded on the Stock Exchange in accordance with ICDR Regulations**. Further, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

As stated above the Price of the Warrants convertible into the Equity Shares of the Company to be allotted to Proposed Allottees shall not be less than the price determined in accordance with the ICDR Regulations. Currently, ICDR Regulations, provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of “frequently traded shares (Regulation 164(1) of the ICDR Regulations):

In terms of the applicable provisions of ICDR Regulations, the price at which Warrants convertible into the Equity Shares of the Company 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 quoted on the recognised stock exchange preceding the relevant date i.e. Monday, November 03, 2025;
- The 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date i.e. Monday, November 03, 2025.

Further, if the Articles of Association of the Company provides for a method of determination which results in a floor price higher than that determined under above regulations, then the same shall be considered as the floor price for Equity Shares to be allotted pursuant to the preferential issue.

b) Regulation 166 A (1) of the ICDR Regulations:

Further, in case any preferential issue, which result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

Further that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Since, in the proposed Preferential issue of Warrants, the proposed allotment is more than 5% of the post issue on fully diluted Equity Share Capital of the Company, to the Allottees and the Allottees acting in concert, the provisions of Regulation 166 A (1) of the ICDR Regulations shall be applicable to current preferential issue of the Company and accordingly the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

- (a) Price determined as per provisions of the Regulation 164(1) of the ICDR Regulations (in case of frequently traded shares):

The minimum price as per the pricing formula prescribed under Regulation 164(1) of the ICDR Regulations for the Preferential Issue of Warrants is INR 16.43/- (Rupees Sixteen and Forty-Three Paise only) being the higher of the following:

- (i) INR 16.43/- (Rupees Sixteen and Forty-Three Paise only) as the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date;
- (ii) INR 15.14/- (Rupees Fifteen and Fourteen Paise only) as the 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

OR

- (b) INR 14.50 /- (Rupees Fourteen and Fifty Paise only) being the price calculated and determined under the Valuation Report dated 03rd November, 2025 from Den Valuation (OPC) Private Limited, a Registered Valuer Entity – Securities & Financial Assets having Registration number - IBBI/RV-E/06/2021/146 and office situated at B/801 Gopal Palace, Nr. Shiromani Complex, Nehrunagar, Ahmedabad – 380 015 after taking into account the multiple valuation parameters.

The direct access link to the Valuation Report obtained from the Registered Valuer dated 03rd November, 2025 is as <https://sefl.co.in/assets/pdf/bod/VALUATION%20REPORT.pdf>

OR

- (c) The price determined in accordance with the provisions of the Articles of Association of the Company. Since the Articles of Association of the Company does not mention the formula or calculation of price to be determined for this purpose, this is not applicable to the Company.

Accordingly, the issue price of the Warrants to be allotted on preferential basis is fixed at INR 16.50/- (Rupees Sixteen and Fifty Paise only) each which includes a premium of INR 6.50/- (Rupees Six and Fifty

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

Paisa only) per Warrant, being the price higher than the price calculated as per above points (a), (b) or (c) which is not less than the price determined in accordance with applicable provisions of ICDR Regulations.

(e) Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to a **maximum of upto INR 79,99,94,250/- (Rupees Seventy-Nine Crore Ninety-Nine Lakh Ninety-Four Thousand Two Hundred and Fifty) by issue of upto 4,84,84,500 Four Crore Eighty-Four Lakh Eighty-Four Thousand and Five Hundred) Convertible Equity Warrants** (“Warrants”) of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 16.50/- (Rupees Sixteen and Fifty Paisa only) each [including a premium of INR 6.50/- (Rupees Six and Fifty Paisa only) each] to the Allottees belonging to Non-Promoters Category on a private placement and preferential basis with an option to subscribe and convert each such Warrant into one (1) Equity Share of face value of INR 10/- (Rupees Ten Only) each at a price of INR 16.50/- (Rupees Sixteen and Fifty Paisa only) each [including a premium of INR 6.50/- (Rupees Six and Fifty Paisa only) each] on preferential basis in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company, at an appropriate time, in one or more tranches, within a period of 18 (Eighteen) months from the allotment of Warrants.

(f) Intent of the Promoters, Directors and Key Managerial Personnel or Senior Management of the Company to subscribe to the proposed preferential offer:

None of the directors, promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the preferential issue.

(g) Proposed time frame within which the Preferential Allotment shall be completed:

As required under the ICDR Regulations, the Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Equity Shares shall be issued and allotted by the Company in dematerialized form to the proposed Allottee(s) within a period of fifteen (15) days from the date on which the Allottee(s) had exercised his/ their rights to convert the Warrants which will be within the tenure of Eighteen (18) months from date of allotment of Warrants.

(h) Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control:

Except Vicky R Jhaveri HUF, Jhaveri Trading and Investment Pvt Ltd, Softrak Venture Investment Limited, Zag Constructions LLP, Onelife Capital Advisors Limited, Dulcee Accessories Private Limited and Vikas R Mehta HUF all the other Proposed Allottees are Individuals and requirement of Ultimate Beneficial Owners are not applicable to those Individual Allottees. All the proposed Individual Allottees are the self-beneficial owners/persons controlling being the natural persons.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

The details of Ultimate Beneficial Owners of Proposed allottees is mentioned herein below:

Sr. No.	Identity of the Allottees	Category	The natural persons who are the ultimate beneficial owners/ ultimately controlling the proposed allottees (“UBO”)
1.	Vicky R Jhaveri HUF	Hindu Undivided Family, Non-Promoter	Vicky R Jhaveri, Karta of HUF.
2.	Jhaveri Trading and Investment Pvt Ltd	Private Limited Company, Non-Promoter	Rajesh N. Jhaveri is the ultimate beneficial owner.
3.	Softrak Venture Investment Limited	Public Limited Company, Non-Promoter	Mr. Raghvendra Gopalrao Kulkarni Managing Director of the company is the ultimate beneficial owner.
4.	Zag Constructions LLP	Limited Liability Partnership, Non-Promoter	As on date of this following are ultimate beneficial owner Mr. Alnasir Abdulaziz Gilan, Ms. Zeenat Alnasir Gilani, Ms. Anisa Alnasir Gilani, Ms. Anees Alnasir Gilani.
5.	Onelife Capital Advisors Limited	Public Limited Company, Non-Promoter	Mr. Prabhakara Naig Whole time Director of the company is the ultimate beneficial owner.
6.	Dulcee Accessories Private Limited	Private Limited Company, Non-Promoter	As on date of this following are ultimate beneficial owner Mr. Nirman Daxesh Patel and Mr. Dineshkumar Shrivastav.
7.	Vikas R Mehta HUF	Hindu Undivided Family, Non-Promoter	Vikas R Mehta Karta of HUF.

(i) The Shareholding Pattern of the Company before and after the preferential issue:

The Shareholding Pattern of the Company before and after the allotment of Warrants i.e. after conversion of Warrants into Equity Shares within 18 months from the date of allotment of Convertible Equity Warrants.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

Sr.	Category	Pre - Issue Shareholding as on November 07, 2025		Equity Shares to be allotted on Conversion of Convertible Equity Warrants	Post - Issue Shareholding	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
I	Promoters Holdings					
a.	Indian					
(i)	Individual/Hindu Undivided Family	2,01,650	0.65	-	2,01,650	0.25
(ii)	Bodies Corporate	-	-	-	-	-
	Sub – Total	2,01,650	0.65	-	2,01,650	0.25
b.	Foreign Promoters				-	
	Sub – Total (A)	2,01,650	0.65	-	2,01,650	0.25
II	Non-Promoters holding				-	
1	Institutional Investors	2,09,800	0.68	-	2,09,800	0.26
2	Non-Institutional Investor				-	-
(i)	Individuals	1,47,10,400	47.51	64,21,000	2,11,31,400	26.60
(ii)	Body Corporates	25,25,349	8.16	2,92,31,500	3,17,56,849	39.97
(ii)	Any Other					

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

Non-Resident Individuals	65,00,125	20.99	-	65,00,125	8.18
Hindu Undivided Family	4,46,956	1.44	53,32,000	57,78,956	7.27
Clearing Member	57,64,275	18.62	-	57,64,275	7.26
LLP	6,03,005	1.95	75,00,000	81,03,005	10.20
Trust	1,090	0.00	-	1,090	0.00
Sub Total (B)	3,07,61,000	99.35	4,84,84,500	7,92,45,500	99.75
Grand Total	3,09,62,650	100.00	4,84,84,500	7,94,47,150	100.00

Notes:

- The above Post–Issue shareholding pattern has been calculated assuming full conversion of all Warrants be issued to the proposed Allottees.**
- The pre-issue shareholding has been calculated, based on the shareholding of the Company as on Friday, November 07, 2025.
- The post issue shareholding details mentioned hereinabove are calculated only on the basis of allotment and conversion of Warrants to be issued on preferential basis to the above mentioned allottees. However, if any warrants are not issued or allotted and/or the warrants are not exercised, the figures will change accordingly.
- The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management/ control of the Company as a result of the proposed allotment and conversion of the warrants into Equity shares.

(j) Basis on which price has been arrived at along with report of the registered valuer:

The price of each Warrant is fixed at INR 16.50/- (Rupees Sixteen and Fifty Paise only) per Warrant as determined in terms of ICDR Regulations on the basis of the **Relevant Date i.e. Monday, November 03, 2025.**

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the ICDR Regulations, 2018 as amended till date.

The Company has taken Valuation Report dated 03rd November, 2025 from Den Valuation (OPC) Private Limited, a Registered Valuer Entity – Securities & Financial Assets having Registration number - IBBI/RV-

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

E/06/2021/146 and office situated at B/801 Gopal Palace, Nr. Shiromani Complex, Nehrunagar, Ahmedabad – 380 015 and the copy of the same has been hosted on the website of the Company which can be accessed by [click here](#) and will also be made available for inspection before the shareholders of the Company at the 01/2025-26 Extra Ordinary General Meeting to be held on Wednesday, December 03, 2025 and also open for inspection by the members at the corporate office of the Company between 11:00 AM to 5:00 P.M. between Monday to Friday of every week upto the date of Extra Ordinary General Meeting.

Further, the Company undertakes to re-compute the price of the Warrants, if at all required, in terms of the provisions of these regulations where it is required to do so. If the amount payable on account of the re-computation, if required, 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.

(k) The class or classes of persons to whom the allotment is proposed to be made:

The preferential issue of Warrants is proposed to be made to the Non-Promoter Allottees as detailed herein below. The Company had already obtained PAN of all the proposed Allottees.

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Convertible Warrants to be Issued (Upto)
1.	Rajesh Nanubhai Jhaveri	Indian Individual, Non-Promoter	33,21,000
2.	Vicky R Jhaveri HUF	Hindu Undivided Family, Non-Promoter	33,32,000
3.	Jhaveri Trading and Investment Pvt Ltd	Private Limited Company, Non-Promoter	33,31,500
4.	Softrak Venture Investment Limited	Listed Company, Non-Promoter	1,00,00,000
5.	Zag Constructions LLP	Limited Liability Partnership, Non-Promoter	75,00,000
6.	Onelife Capital Advisors Limited	Listed Company, Non-Promoter	1,00,00,000
7.	Dulcee Accessories Private Limited	Private Limited Company, Non-Promoter	59,00,000
8.	Aarshi Manish Mehta	Indian Individual, Non-Promoter	20,00,000
9.	Vikas R Mehta HUF	Hindu Undivided Family, Non-Promoter	20,00,000

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

10.	Rinku Kailashchand Jain	Indian Individual, Non-Promoter	10,00,000
11.	Murtuza Kaizarbhai Mandorwala	Indian Individual, Non-Promoter	1,00,000
Total			4,84,84,500

(I) The percentage (%) of Post Preferential Issue Capital that may be held by Allottees (Assuming full Conversion) and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Identity of the Allottees	Category	% of Pre-Preferential Issue Capital		% of Post-Preferential Issue Capital	
			No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
1	Rajesh Nanubhai Jhaveri	Indian Individual, Non-Promoter	0	0.00	33,21,000	4.18
2	Vicky R Jhaveri HUF	Hindu Undivided Family, Non-Promoter	0	0.00	33,32,000	4.19
3	Jhaveri Trading and Investment Pvt Ltd	Private Limited Company, Non-Promoter	0	0.00	33,31,500	4.19
4	Softrak Venture Investment Limited	Listed Company, Non-Promoter	0	0.00	1,00,00,000	12.59
5	Zag Constructions LLP	Limited Liability Partnership,	0	0.00	75,00,000	9.44
6	Onelife Capital Advisors Limited	Listed Company, Non-Promoter	0	0.00	1,00,00,000	12.59
7	Dulcee Accessories Private Limited	Private Limited Company,	0	0.00	59,00,000	7.43
8	Aarshi Manish Mehta	Indian Individual, Non-Promoter	0	0.00	20,00,000	2.52
9	Vikas R Mehta HUF	Hindu Undivided Family,	0	0.00	20,00,000	2.52

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

10	Rinku Kailashchand Jain	Indian Individual, Non-Promoter	0	0.00	10,00,000	1.26
11	Murtuza Kaizarbhai Mandorwala	Indian Individual, Non-Promoter	0	0.00	1,00,000	0.13

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

S. No.	Name of the Proposed Allottees	Current Status (Promoter/Non-Promoter)	Proposed Status (Promoter/Non-Promoter)
1.	Rajesh Nanubhai Jhaveri	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
2.	Vicky R Jhaveri HUF	Hindu Undivided Family, Non-Promoter	Hindu Undivided Family, Non-Promoter
3.	Jhaveri Trading and Investment Pvt Ltd	Private Limited Company, Non-Promoter	Private Limited Company, Non-Promoter
4.	Softrak Venture Investment Limited	Listed Company, Non-Promoter	Listed Company, Non-Promoter
5.	Zag Constructions LLP	Limited Liability Partnership, Non-Promoter	Limited Liability Partnership, Non-Promoter
6.	Onelife Capital Advisors Limited	Listed Company, Non-Promoter	Listed Company, Non-Promoter
7.	Dulcee Accessories Private Limited	Private Limited Company, Non-Promoter	Private Limited Company, Non-Promoter
8.	Aarshi Manish Mehta	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
9.	Vikas R Mehta HUF	Hindu Undivided Family, Non-Promoter	Hindu Undivided Family, Non-Promoter
10	Rinku Kailashchand Jain	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
11	Murtuza Kaizarbhai Mandorwala	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

(n) Change in control, if any in the issuer consequent to the preferential issue:

There will be no change in control of the Company upon the allotment of Warrants and Conversion of Warrants into the Equity Shares of the Company. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the allotment of Warrants and Conversion of Warrants into the Equity Shares of the Company.

(o) Undertaking that if the amount payable on account of the re-computation of price is not paid:

Since the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the ICDR Regulations.

Further, since the Company is not required to recompute the price in terms of ICDR Regulations, the below mentioned requirement is not applicable to the Company:

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.

(p) Lock-in period:

The Warrants, the Equity Shares to be allotted pursuant to conversion of Warrants and entire pre-preferential allotment shareholding of the Allottees will be subject to applicable lock-in and transfer restrictions for the period stipulated under the ICDR Regulations.

(q) Principal terms of assets charged as securities:

Not Applicable.

(r) Material terms of raising such securities:

All material terms have been set out above.

(s) Listing:

The Company will make an application to the Stock Exchange at which the existing equity shares are listed i.e., at BSE, for listing of the Equity Shares to be issued and allotted on preferential basis upon conversion of warrants. Such Equity Shares will rank *pari-passu* with the existing Equity Shares.

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

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

-
- (u) 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:**

The Company has not made any other issue or allotment of securities on preferential basis during the financial year 2024-25 and during the period from 01st April, 2025 till the date of this notice.

- (v) Practicing Company Secretary Certificate:**

The Company has obtained a certificate dated from CS Murtuza Mandorwala, Proprietor of Murtuza Mandorwala & Associates, Company Secretaries, Ahmedabad (Membership No: F10745 & CP No: 14284) certifying that the present proposed preferential allotment is being made in accordance with the requirements contained in ICDR Regulations, 2018 as amended from time to time and the copy of the same has been hosted on the website of the Company which can be accessed by [click here](#) and will be placed and made available for inspection before the shareholders of the Company at Extra Ordinary General Meeting to be held on Wednesday, December 03, 2025 and also open for inspection by the members at the corporate office of the Company between 11:00 AM to 5:00 P.M. between Monday to Friday of every week upto the date of Extra Ordinary General Meeting.

Further, the direct access link for the Certificate of Practicing Company Secretary is <https://sefl.co.in/assets/pdf/bod/PCS%20CERTIFICATE.pdf>

- (w) Monitoring of Utilization of Funds:**

As the issue size is less than INR 100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the ICDR Regulations.

- (x) Pending preferential issue:**

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

- (y) Payment of Consideration:**

In terms of Regulation 169(2) of the ICDR Regulations, an amount equivalent to 25% of the issue price which will be payable at the time of Warrants subscription and same would be adjusted/appropriated by the Company against the issue price of the Equity Shares upon exercise of Conversion option.

The Warrants exercise price shall be equivalent to 75% of the issue price which will be payable at the time of exercising the entitlement attached to Warrant(s) to subscribe to Equity Share(s). The amounts paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

(z)Other Disclosures / Undertakings:

- ✓ It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.
- ✓ None of its Directors or Promoters is a fugitive economic offender or fraudulent borrower as defined under the ICDR Regulations.
- ✓ The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- ✓ All the Equity shares to be allotted upon conversion of Warrants by way of preferential issue shall be fully paid up at the time of the allotment.
- ✓ The proposed allottees confirmed that they haven't sold or transferred any equity shares during the 90 trading days preceding the Relevant Date.
- ✓ The Warrants and the Equity Shares to be issued and allotted by the Company pursuant to Conversion of Warrants shall be in dematerialized form only and subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchange where the equity shares of the Company are listed.
- ✓ None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Warrants of the Company and also not failed to exercise the Warrants issued by the Company.
- ✓ As on date of this Notice, as per the information, documents, and records available and to the best of the knowledge, the Company does not have any outstanding dues to the Securities Exchange Board of India ("Board"), BSE Limited ("BSE") and the Depositories.
- ✓ All the Equity Shares held by the proposed Allottees in the Company are in dematerialized form.
- ✓ The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed and Listing Regulations, as amended, and any circular or notification issued by the Board thereunder;
- ✓ The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

The said special resolution will, if passed, enable the Board on behalf of the Company, to issue and allot Warrants on a preferential basis to the persons whether or not they are members of the Company as permitted by provisions of section 23(1)(b), 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws.

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

**Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008**

**Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India**

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 4 of the Notice of EGM, as a Special Resolution, for issue of Convertible Equity Warrants.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolutions except to the extent of their shareholding in the Company, if any.

By Order of the Board of Directors

SD/-

Yusuf Rupawala

Company Secretary and Compliance Officer

Mem. No. A60292

Place: Ahmedabad

Date: 08-11-2025

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

ANNEXURE I:

BRIEF PROFILE OF DIRECTORS SEEKING APPOINTMENT/ RE- APPOINTMENT/REDESIGNATION AT THE EXTRA-ORDINARY GENERAL MEETING

{Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015}

Name	Ms. Ranu Jain	Mr. Abhay Kumar Sethia	Mr. Pallav Pareshkumar Dave
DIN	11012104	09721583	10719185
Designation	Independent Director	Independent Director	Non-Executive, Non-Independent Director
Date of Birth	06/06/1987	13/02/1987	09/12/1993
Date of Appointment/Redesignation	07/10/2025	07/10/2025	07/10/2025
Experience/ Expertise in Specific Functional Areas/Brief Resume (Brief Profile)	Ms. Ranu Jain (DIN: 11012104) is currently an Assistant Professor at Sydenham Institute of Management Studies, Research and Entrepreneurship Education, Mumbai. She is a Ph.D on “Ananalysis of effect of Financial Market Conditions on Sensex”. She also holds Certificate program in Capital Market and Gold Medalist in Master of Commerce, Vikram University, Ujjain.	Mr. Abhay Kumar Sethia (DIN: 09721583) is a Seasoned & Visionary Strategic Advisor, Distinguished Independent Director, Expert Liaison Leader with 17 Years of Excellence. He is a seasoned and results-driven professional with expertise in Direct and Indirect Taxation, encompassing Compliance / Assistance in Civil Legal Matters, Tax matters, & Tax Assessments. Distinguished track record of fostering strong relationships with government authorities, regulatory bodies, and industry stakeholders.	Mr. Pallav Pareshkumar Dave (DIN: 10719185) holds the degree of graduate in the field of Information and Technology. Has experience of more than 12 years in management and marketing with expertise in Information technology. He has knowledge in the field of accounting as well.
Directorship held in other companies	ONELIFE CAPITAL ADVISORS LIMITED	1. CONTINENTAL CONTROLS LIMITED 2. DEALMONEY COMMODITIES PRIVATE LIMITED	NIL

SWOJAS FOODS LIMITED

(Formerly Known as Swojas Energy Foods Limited)

Registered Office - 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai – 400008

Corporate Office: Block A, Office No. 1004, Mondeal Heights, Nr. Panchratna Party Plot, S. G.
Highway, Ahmedabad, Gujarat-380051, India

Email: swojasenergyfoodsltd@gmail.com, Contact no. 079 45858681, website: www.sefl.co.in

CIN: L46201MH1993PLC358584

		3. ONELIFE CAPITAL ADVISORS LIMITED 4. SUUMAYA CORPORATION LIMITED 5. DIVA ORGANIC LIVING LIMITED	
Membership/ Chairmanships of Committee in other Public Companies	In Onelife Capital Advisors Limited, she is the Chairperson of Stakeholders Relationship Committee, Member of Nomination and remuneration committee and member of POSH & ESG Committee	1. In Continental Controls Limited, he is the Chairperson in Audit Committee and member in Stakeholders Relationship Committee. 2. In Onelife Capital Advisors Limited, he is the Chairperson of Risk Management Committee and Member of Audit committee. 3. In, Suumaya Corporation Limited, he is the Member of Audit Committee. 4. In Diva Organic Limited, he is Chairperson in Nomination and Remuneration Committee and member is Audit Committee.	NIL
Shareholding of Director (as on date)	NIL	NIL	NIL
Relationships between Directors inter-se	Not Applicable	Not Applicable	Not Applicable

By Order of the Board of Directors

SD/-

Yusuf Rupawala

Company Secretary and Compliance Officer

Mem. No. A60292

Place: Ahmedabad

Date: 08-11-2025