

LETTER OF OFFER FOR RIGHTS ISSUE OF EQUITY SHARES OF CHEELIZZA PIZZA INDIA LIMITED

CHEELIZZA PIZZA INDIA PRIVATE LIMITED was originally incorporated at Mumbai on February 12, 2021 as a private limited company, under the Companies Act, 2013 and a Certificate of Incorporation was issued by the Registrar of Companies, Mumbai. Subsequently our company was converted into a public limited company and the name of our company was changed to **CHEELIZZA PIZZA INDIA LIMITED** ("Company" or "Issuer") on 15th APRIL, 2025 vide an amended certificate of incorporation issued by the Registrar of Companies, Mumbai.

The Registered Office of our Company is located at the State of Maharashtra pursuant to the provisions of the Companies Act, 2013.

Registered Office: Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM Temple Rd Saki Naka, Andheri E, Mumbai City, Mumbai, Maharashtra, India, 400072

Tel: +91 81049 60610

E-mail: investor@cheelizza.com;

Website: www.cheelizza.com

Corporate Identification Number: U15400MH2021PLC355218

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF CHEELIZZA PIZZA INDIA LIMITED (THE "COMPANY" OR THE "ISSUER") ONLY

ISSUE OF UPTO 83,04,198 EQUITY SHARES OF FACE VALUE OF RS. 1/- EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY AT A PRICE OF RS. 12/- EACH INCLUDING SHARE PREMIUM OF RS. 11/- PER EQUITY SHARE (THE "ISSUE PRICE") FOR CASH AGGREGATING UP TO RS. 9,96,50,376/- (NINE CRORE NINETY SIX LAKH FIFTY THOUSAND THREE HUNDRED SEVENTY SIX) ON RIGHT BASIS TO THE EXISTING SHAREHOLDERS OF THE COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARES FOR EVERY 13 (THIRTEEN) EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, I.E. FRIDAY, NOVEMBER 21, 2025 (THE "ISSUE").

OUR COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Letter of Offer contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

THE ISSUE

The Issue has been authorized by way of a resolution passed by our Board, pursuant to Section 62(1)(a) of the Companies Act, 2013 and other applicable provisions. The terms of the issue, including the Record Date and the Rights Entitlement, have been approved, by a resolution passed by the Board of Directors, on October 25th, 2025.

Following is a summary of the Issue:

BREIF ISSUE DETAILS

Rights Equity Shares being offered by our Company	83,04,198
Rights Entitlement	1:13
Record Date	Friday, 21 st November, 2025
Issue Price per Rights Equity Share	Rs. 12/- (including premium of Rs. 11/-)
Face Value per Rights Equity Share	Rs. 1/-
Issue Size	RS. 9,96,50,376/- (Nine Crore Ninety Six Lakh Fifty Thousand Three Hundred Seventy Six)
Terms of the Payment	The full amount of Rs. 12/- per share shall be payable on application.
Issue Opening Date	29-11-2025
Issue Closing Date*	28-12-2025

*Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects:
The objects of the Issue are:

- A. Working Capital Requirements
- B. Expansion- Capex
- C. General Corporate Purposes (Collectively, referred to hereinafter as the "Objects")

We intend to utilize the gross proceeds raised through the Issue (the "Issue Proceeds") after deducting the Issue related expenses ("Net Proceeds") for the abovementioned Objects.

The objects set out in the Memorandum of Association enable us to undertake our existing activities and the activities for which funds are being raised by us through the proposed Issue and the activities for which the working Capital requirements need to be met for boosting the topline (sales) of the Company.

OUR BUSINESS

Overview

'Cheelizza - India Ka Pizza' is **"India's earliest & a fast growing Vegetarian Pizza Chain"** focused on targeting the Vegetarians across the country.

Currently operating 16 stores across Mumbai & Gujarat, the business has grown to a Rs. 2.0 crs + Monthly run rate from a meagre Rs 30 Lacs when the brand started its first outpost in Kandivali(w) in 2013.

Cheelizza is the pioneer of Vegetarian Pizza in India and the vision of the Company is to become a Global Indian Vegetarian Food Service Brand.

Cheelizza aims to expand to 100+ stores in next 2 years.

OUR MANAGEMENT AND ORGANISATIONAL STRUCTURE

The general supervision, direction and management of our Company, its operations and business are vested in the Board, which exercises its power subject to the Memorandum of Association and Articles of Association of our Company and the requirements of the applicable laws.

In terms of Companies Act, 2013, read with Articles of Association of our Company, the minimum number of Directors in our Company shall be not be less than three, while unless otherwise determined by a special resolution of our shareholders, the maximum number of Directors shall be 15(fifteen).

The Composition of the Board are in conformity with the Companies Act, 2013, as applicable. As of the date of this Letter of Offer, our Company has three Directors.

The financial summary, performance highlights operations/state of affair of your Company for the year are summarized below:

(Amount in Rs.)

PARTICULARS	2024-25	2023-24	2022-23
Total Income	19,35,31,840	18,12,63,186	13,36,02,316
Total Expense	24,89,48,537	25,05,91,783	16,67,55,130
Current Tax	-	-	-
Deferred Tax	(1,51,36,560)	(1,72,51,818)	(80,36,832)
Proposed Dividend on Equity Shares	-	-	-
Tax on proposed Dividend	-	-	-
Transfer to General Reserve	-	-	-
Surplus/ deficit	(3,93,37,380)	(5,09,11,878)	(2,08,77,375)
Earnings per Share	(2,780.22)	(4,327.40)	(1,774.53)

TERMS OF THE ISSUE

This section is for the information of the Investors proposing to apply in this Issue. Investors should carefully read the provisions contained in this Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Letter of Offer.

Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Letter of Offer.

This Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, and other statutory and regulatory authorities from time to time.

The other terms and conditions of the issue are: As per the provisions of Section 62(1) of the Companies Act, 2013:

- i. You have also right to renounce your entitlement of the equity shares in part or full in favour of one or more person(s) as per your discretion.
- ii. You may also apply for additional equity shares over and above the number of equity shares to which you are entitled to, (provided allotment of additional equity shares will be considered for unsubscribed portion, if any, as per discretion of the Board of Directors of the Company.)
- iii. Issue shall remain open for 30 days i.e. from 29th November, 2025 to 28th December, 2025.
- iv. Application money has to be paid at the time of acceptance of offer along with application/ acceptance form of Right issue offer.
- v. Further, unsubscribed portion of the above right issue, if any or any fraction thereof shall be disposed off as per discretion of the Board of Directors of the Company as deem fit in the best interest of the Company.
- vi. The Company will issue and dispatch Letters of Allotment / Share certificates and / or letters of regret along with refund orders, if any within a period of 60 days from the date of closure of the subscription list.

OPTIONS AVAILABLE TO THE ELIGIBLE EQUITY SHAREHOLDERS

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- (ii) Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) Apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or
- (v) Renounce its Rights Entitlements in full.

RENOUNCEES

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to this Issue shall apply to the Renouncee(s) as well in the same manner.

RENUNCIATION OF RIGHTS ENTITLEMENTS

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements either in full or in part. The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of Companies act, 2013 and rules and regulations made thereunder from time to time. The renunciation of Rights Entitlements can be made by filling particulars in form of Renunciation (Form B).

PROCEDURE FOR RENUNCIATION OF RIGHTS ENTITLEMENTS

The Eligible Equity Shareholders may renounce the Rights Entitlements either in full or in part (a) by using renunciation letter during the Renunciation Period.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

ISSUE

PROGRAMME

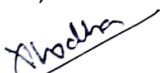
<u>ISSUE OPENS ON</u>	<u>LAST DATE FOR RENUNCIATION</u>	<u>ISSUE CLOSES ON</u>
29-11-2025	26-12-2025	28-12-2025

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations made thereunder from time to time, as the case may be, have been complied with and no statement made in this Letter of Offer is contrary to the provisions of the Companies Act, 2013 or the rules, regulations or guidelines issued thereunder, as the case may be.

We further certify that all the statements and disclosures made in this Letter of Offer are true and correct.

FOR, CHEELIZZA PIZZA INDIA LIMITED



SD/-

ANIMESH LODHA

DIRECTOR

DIN: 06570308



Encl:

1. Share Application Form (Form-A)
2. Share Renunciation Form (Form- B)
3. Share Application by Renouncee(s) Form (Form- C)

APPLICATION FORM A**Date:****CHEELIZZA PIZZA INDIA LIMITED****CIN: U15400MH2021PLC355218**

Registered Office: Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM Temple Rd Saki Naka, Andheri E, Mumbai City, Mumbai, Maharashtra, India, 400072

ISSUE OF UPTO 83,04,198 EQUITY SHARES OF FACE VALUE OF RS. 1/- EACH ("RIGHTS EQUITY SHARES") OF OUR COMPANY AT A PRICE OF RS. 12/- EACH INCLUDING SHARE PREMIUM OF RS. 11/- PER EQUITY SHARE (THE "ISSUE PRICE") FOR CASH AGGREGATING UP TO RS. 9,96,50,376/- (NINE CRORE NINETY SIX LAKH FIFTY THOUSAND THREE HUNDRED SEVENTY SIX) ON RIGHT BASIS TO THE EXISTING SHAREHOLDERS OF THE COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARES FOR EVERY 13 (THIRTEEN) EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ON THE RECORD DATE, I.E. FRIDAY, NOVEMBER 21, 2025 (THE "ISSUE").

ISSUE OPENING DATE: 29-11-2025**LAST DATE OF ACCEPTANCE OF APPLICATION: 28-12-2025****APPLICATION OF SHARES****The Board of Directors****CHEELIZZA PIZZA INDIA LIMITED****Mumbai, Maharashtra, India, 400072**

Dear Sir,

We apply for allotment of ordinary shares indicated below in response to your letter of Rights Offer and Subject to the Memorandum and Articles of Association of the Company. We hereby agree to accept the shares as may be allotted to us on the terms laid down in the letter of offer and enclose the payment amount of Rs. 12/- per Share for a face value of Rs. 1/- each issued at premium of Rs. 11/- per Share.

Applicant Details

Name	Pan (First Holder)	Address	Contact No	Email ID

Details of Shares Applied

Folio No./ DP ID	No of Shares Held	No of Shares Offered	No of Shares accepted	No of Shares applied	Additional shares applied
Total no of Shares applied	*Cheques/UTR No	Bank Name	Branch	Total Amount	

See details below for making Bank paymentYours Faithfully,**Signature:**Name:*

RENUNCIATION FORM B

CHEELIZZA PIZZA INDIA LIMITED

CIN: U15400MH2021PLC355218

Registered Office: Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM Temple Rd Saki Naka,
Andheri E, Mumbai City, Mumbai, Maharashtra, India, 400072

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ISSUE OPENING DATE: 29-11-2025

LAST DATE OF ACCEPTANCE OF APPLICATION: 28-12-2025

FORM OF RENUNCIATION

Date:

The Board of Directors

CHEELIZZA PIZZA INDIA LIMITED

Mumbai, Maharashtra, India, 400072

Dear Sir,

I.....hereby renounce my right to the shares offered to me as noted below in favour of....., having PAN.....accepting the same and signing the application by Renouncee(s) and apply for allotment in its name.

Folio No/DP ID	No of Shares Held	No of Shares Offered	No. of Shares renounced

Yours Faithfully,

Signature:

SHARE APPLICATION BY RENOUNCEE(S) FORM- C
CHEELIZZA PIZZA INDIA LIMITED
CIN: U15400MH2021PLC355218

Registered Office: Cheelizza, GF, Ganesh Prints, Kothari Compd Opp. Mahalaxmi Farsan JM Temple Rd Saki Naka,
Andheri E, Mumbai City, Mumbai, Maharashtra, India, 400072

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ISSUE OPENING DATE: 29-11-2025
LAST DATE OF ACCEPTANCE OF APPLICATION: 28-12-2025

Date:

APPLICATION BY RENOUNCEE

The Board of Directors
CHEELIZZA PIZZA INDIA LIMITED
Mumbai, Maharashtra, India, 400072

Dear Sir,

As the shareholders at pre-page have renounced their rights to the shares offered, in our favour, I do hereby apply for the number of share noted above as renounced, by making payment @ 12.00/- (face value of Rs. 1/- each at a premium of Rs. 11/- per share) as detailed below:

Number of Shares renounced	Number of shares accepted	Number of shares applied	Amount	Cheques Number
Date	Bank			

**See Details below for making Bank Payment*

Yours Faithfully,

Signature:

Name	
Address	
PAN No	
Contact No	
Email Id	

GENERAL INSTRUCTIONS:

***COMPANY'S BANK DETAILS FOR SUBMITTING THE PAYMENT**

Bank Name	HDFC BANK
Branch	ANDHERI E, MUMBAI
Name of the Account Holder	CHEELIZZA PIZZA INDIA LIMITED
Account Number	50200114740534
IFSC Code	HDFC0001471

The application form must be filled up in block letters in English and signed application is required to send on the Company's email id at investor@cheelizza.com.

This letter of Offer and any claims arising there from shall be subject to the jurisdiction of courts at Mumbai.

Caution: Attention of the applicant is specifically drawn to the provision of Section 38 of the Companies Act, 2013, which is reproduced below:

Section 38

Any person who;

- a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.

(2) The provisions of sub-section (1) shall be prominently reproduced in every prospectus issued by a company and in every form of application for securities.

(3) Where a person has been convicted under this section, the Court may also order disgorgement of gain, if any, made by, and seizure and disposal of the securities in possession of, such person.

(4) The amount received through disgorgement or disposal of securities under subsection (3) shall be credited to the Investor Education and Protection Fund.

FOR, CHEELIZZA PIZZA INDIA LIMITED

SD/-

ANIMESH LODHA

DIRECTOR

DIN: 06570308

