



The Chief General Manager
Listing Operation,
BSE Limited, 20th Floor, P. J. Towers,
Dalal Street, Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” for issue and allotment of 4,52,174 Warrants to be issued on a preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015

We, Satish & Satish, Company Secretaries have verified the relevant records and documents of Aveer Foods Limited (hereinafter referred to as ‘the Company’), having CIN: U15549PN2019PLC183457 and having its Registered Office at Plot 55/A/5 6, Hadapsar Industrial Estate, Near Tata Honywell, Pune-411013 Maharashtra, India, with respect to the proposed preferential issue by the Company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottee(s) has/ have sold any equity shares of the Company during the 90 trading days preceding the relevant date. Further, since the proposed allottees are promoter, none of entities in the promoter and promoter group entities have sold any equity share of the Company during the 90 trading days preceding the relevant date.
- b) Mr. Rajkumar Hukmichand Chordia and Mr. Vishal Rajkumar Chordia (“Proposed Allottees”) being Promoters hold 15,49,720 and 5,71,258 equity shares respectively of the issuer for a period starting from the relevant date till the date of preferential allotment.
- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential holding from 07th February 2025 till 15th August 2025. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of Proposed Allottee	DP ID	Pre-preferential holding	Lock-in details		Pledged with	Pledge end date
			From	To		
Mr. Rajkumar Hukmichand Chordia	12013300 & 12062900	15,49,720	07-02-2025	15-08-2025	NA	NA
Mr. Vishal Rajkumar Chordia	12013300 & 12062900	5,71,258	07-02-2025	15-08-2025	NA	NA

- d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.



- e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing these proposed securities.
- f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. It is further confirmed that for the proposed preferential issue, the price of the equity shares of the Company has been determined in compliance with the valuation requirement Regulation 165 of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 and the AoA of the Company does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.
- g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-2025 is less than 5% of the post issue fully diluted share capital of the issuer.

**For Satish & Satish
Company Secretaries**

**Satish C. Kadrolli
Partner
FCS: 12841; C.P. No.: 27112**

**Peer Review Firm No: 6423/2025
UDIN: F012841F003941832**

**Date: 14/02/2025
Place: Pune**