

CERTIFIED TRUE COPY OF RESOLUTION DULY PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF CHORDIA FOOD PRODUCTS LIMITED HELD ON WEDNESDAY, 5TH DAY OF FEBRUARY, 2020 AT THE CORPORATE OFFICE OF THE COMPANY AT 38/39 TARKAR COMPOUND, ABOVE S K AGENCIES, HADAPSAR INDUSTRIAL ESTATE HADAPSAR PUNE-411013 WHICH WAS COMMENCED AT 4:00 PM AND CONCLUDED ON 5:30 PM

APPROVAL TO THE SCHEME OF ARRANGEMENT WITH AVEER FOODS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS FOR DEMERGER OF FOOD DIVISION

“RESOLVED THAT pursuant to the provisions of Sections 230 and other applicable provisions, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum & Articles of Association of the Company and subject to the requisite sanction of the Hon’ble National Company Law Tribunal Mumbai Bench (NCLT), and subject to the approval of such other statutory/regulatory authority(ies), as may be applicable, and upon the terms and conditions mentioned in the draft Scheme of Arrangement placed before the Board and initialed by the Chairman for identification the consent of the Board of Directors (hereinafter referred to as the ‘Board’) be and is hereby accorded for approving the Scheme of Arrangement (“Scheme”) between Chordia Food Products Limited (Demerged Company) and Aveer Foods Limited (Resulting Company) and their respective shareholders, for Demerger of Food Division i.e (Demerged undertaking) of Chordia Food Products Limited into Aveer Foods Limited.

RESOLVED FURTHER THAT, pursuant to the approval accorded to the Scheme of Arrangement Mr. Hukmichand Chordia Chairman Mr. Pradeep Chordia Managing Director and Mr. Bapu Gavhane Executive Director of the Company be and are hereby severally or jointly authorized to finalize the Scheme of Arrangement and are authorized to sign either physically or electronically affixing digital signature on the Company Applications, Petitions, Affidavits, E-forms, and other papers and documents as may be required and necessary by the Hon’ble National Company Law Tribunal for obtaining the sanction to the Scheme of Arrangement together with such modification(s) as may be made by the Hon’ble National Company Law Tribunal while sanctioning Scheme of Arrangement and to appear before National Company Law Tribunal in regard to above subject.

RESOLVED FURTHER THAT upon the Scheme being sanctioned from Hon’ble National Company Law Tribunal the demerger of the Demerged Undertaking from Demerged Company and merger of the same with the Resulting Company becoming effective, the Resulting Company shall, issue and allot Equity Shares as per agreed swap ratio to the Equity Shareholders of the Demerged Company whose names appear in the Register of Members as on the Record Date.

CHORDIA FOOD PRODUCTS LTD.

Office : Above S. K. Agencies, 38/39, Tarkar Compound, Hadapsar Industrial Estate, Hadapsar, Pune - 411 013.
Tel.: 020 - 26871500 **Email:** fcd@chordiafoods.com **Web.:** www.chordiafoods.com

Registered Office : 399 / 400, Sangavi (Shirwal), Tal. Khandala, Dist. Satara - 412 801.
Tel.: 9922990065 **CIN :** L15995PN1982PLC026173



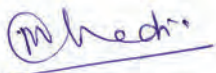
RESOLVED FURTHER THAT post demerger of the above division in the resulting company, the Demerged Company will continue its daily operations and operate as a going concern with the Remaining Business as defined in the Scheme.

RESOLVED FURTHER THAT HU Consultancy Private Limited, appointed as Consultants for the Scheme of Arrangement with Chordia Food Products Limited (Demerged Company) along with Aveer Foods Limited (Resulting Company) and their respective shareholders be and are hereby authorized to act on behalf of the Company including appointment of other consultants, lawyers and to represent the Company before the National Company Law Tribunals, the Office of Regional Directors, the Registrar of Companies, Pune, BSE Limited, Securities and Exchange Board of India (SEBI) and other Statutory/Appropriate Authorities and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to the Scheme of Arrangement.

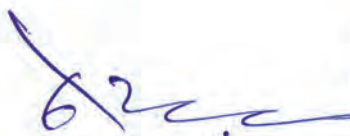
RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in the presence of any Directors of the Company or the Compliance officer of the Company.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the aforesaid Directors be forwarded to all the concerned authorities with a request to act thereon and this resolution shall be valid and remain in force unless amended or rescinded by the Company."

Certified true copy
For Chordia Food Products Limited



Pradeep Chordia
Managing Director
(DIN: 00389681)



Bapu Gavhane
Executive Director & CFO
(DIN: 00389217)



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AVEER FOODS LIMITED

ANNEXURE -A

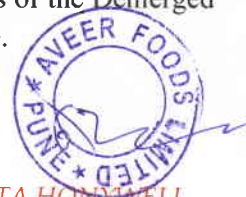
CERTIFIED TRUE COPY OF RESOLUTION DULY PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF AVEER FOODS LIMITED HELD ON WEDNESDAY 5TH DAY OF FEBRUARY, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT 55/A/5 6, HADAPSAR INDUSTRIAL ESTATE NEAR TATA HONYWELL PUNE 411013 WHICH WAS COMMENCED AT 2.00 P.M. AND CONCLUDED ON 3.00 PM.

APPROVAL TO THE SCHEME OF ARRANGEMENT WITH CHORDIA FOOD PRODUCTS LIMITED (DE-MERGED COMPANY) AND THEIR RESPECTIVE SHAREHOLDERS FOR DEMERGER OF FOOD DIVISION WITH AVEER FOODS LIMITED (RESULTING COMPANY)

“RESOLVED THAT pursuant to the provisions of Sections 230 and other applicable provisions, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum & Articles of Association of the Company and subject to the requisite sanction of the Hon’ble National Company Law Tribunal Mumbai Bench (NCLT), and subject to the approval of such other statutory/regulatory authority(ies), as may be applicable, and upon the terms and conditions mentioned in the draft Scheme of Arrangement placed before the Board and initialed by the Chairman for identification the consent of the Board of Directors (hereinafter referred to as the ‘Board’) be and is hereby accorded for approving the Scheme of Arrangement (“Scheme”) between Chordia Food Products Limited (Demerged Company) and Aveer Foods Limited (Resulting Company) and their respective shareholders, for Demerger of Food Division i.e (Demerged undertaking) of Chordia Food Products Limited into Aveer Foods Limited. .

RESOLVED FURTHER THAT, pursuant to the approval accorded to the Scheme of Arrangement Mr. Rajkumar Chordia, Mr. Vishal Chordia and / or Mr. Anand Chordia the Directors of the Company be and are hereby severally or jointly authorized to finalize the Scheme of Arrangement and are authorized to sign either physically or electronically affixing digital signature on the Company Applications, Petitions, Affidavits, E-forms, and other papers and documents as may be required and necessary by the Hon’ble National Company Law Tribunal for obtaining the sanction to the Scheme of Arrangement together with such modification(s) as may be made by the Hon’ble National Company Law Tribunal while sanctioning Scheme of Arrangement and to appear before National Company Law Tribunal in regard to above subject.

RESOLVED FURTHER THAT upon the Scheme being sanctioned from Hon’ble National Company Law Tribunal the demerger of the Demerged Undertaking from Demerged Company and merger of the same with the Resulting Company becoming effective, the Resulting Company shall, issue and allot Equity Shares as per agreed swap ratio to the Equity Shareholders of the Demerged Company whose names appear in the Register of Members as on the Record Date.



**REGD OFFICE: PLOT 55/A/5 6, HADAPSAR INDUSTRIAL ESTATE, NEAR TATA HONYWELL
PUNE- 411013**

**CIN: U15549PN2019PLC183457
Email id: cfp.bapu@gmail.com Tel: 020-26872095**

AVEER FOODS LIMITED

RESOLVED FURTHER THAT HU Consultancy Private Limited, appointed as Consultants for the Scheme of Arrangement with Chordia Food Products Limited (Demerged Company) along with Aveer Foods Limited (Resulting Company) and their respective shareholders be and are hereby authorized to act on behalf of the Company including appointment of other consultants, lawyers and to represent the Company before the National Company Law Tribunals, the Office of Regional Directors, the Registrar of Companies, Pune, BSE Limited, Securities and Exchange Board of India (SEBI) and other Statutory/Appropriate Authorities and to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to the Scheme of Arrangement.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in the presence of any Directors of the Company or the Compliance officer of the Company.

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the aforesaid Directors be forwarded to all the concerned authorities with a request to act thereon and this resolution shall be valid and remain in force unless amended or rescinded by the Company.”

Certified to be true

For Aveer Foods Limited



Rajkumar Chordia
Director
(DIN: 00058185)



Vishal Chordia
Director
(DIN: 01801631)



Anand Chordia
Director
(DIN: 00062569)



REGD OFFICE: PLOT 55/A/5 6, HADAPSAR INDUSTRIAL ESTATE, NEAR TATA HONYWELL
PUNE- 411013

CIN: U15549PN2019PLC183457

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