



NOTICE

NOTICE is hereby given that the Third Annual General Meeting of the Shareholders of Aveer Foods Limited will be held on Thursday, 30th June, 2022 at 11:00 A.M at the Registered Office of the Company at Plot 55/A / 5 6, Hadapsar Industrial Estate, Near Tata Honeywell, Pune-411013 by shorter notice to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2022 together with the Report of the Board of Directors attached thereto and the Auditor's Report thereon.
2. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Anand Chordia (DIN: 00062569) Director who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as the Director of the Company liable to retire by rotation”.

3. To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules 2014 made there under, read with Schedule IV to the said Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulation), Mr. Vijaykumar Chandulal Kankaliya , [DIN:06669157] whose name was recommended by the Board of Directors of the Company, in their meeting held on 18th June, 2022 as an Independent Director of the Company pursuant to the provisions of Section 149 (1) of the Act, and who qualifies for being appointed as an Independent Director and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 (6) of the Act and in respect of whom, the Company has received a notice in writing from a member recommending his name as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., up to 29th June 2027.”

4. To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules 2014 made there under, read with Schedule IV to the said Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,



AVEER FOODS LIMITED

Regd. & Corporate Office: Plot 55/A/5 6, Hadapsar Industrial Estate, Near Tata Honeywell, Pune - 411013.
Email id: cfp.bapu@gmail.com **Tel:** 020-26872095 / 67092095 **CIN:** U15549PN2019PLC183457

Factory: Plot No. 399 & 400, Village Sanghvi, Taluka Khandala, District Satara - 412801 **Tel No.:** 9922990065
Plot No. 545/546 Belur Industrial Area, Village Mumigatti, Dharwad - 580011 **Tel No.:** 083-62001133



2015, (the Listing Regulation), Dr. Ajitkumar Harichand Mandlecha, [DIN:06822184] whose name was recommended by the Board of Directors of the Company, in their meeting held on 18th June, 2022 as an Independent Director of the Company pursuant to the provisions of Section 149 (1) of the Act, and who qualifies for being appointed as an Independent Director and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 (6) of the Act and in respect of whom, the Company has received a notice in writing from a member recommending his name as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., up to 29th June 2027.”

5. To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules 2014 made there under, read with Schedule IV to the said Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulation),), Mr. Rajendra Hiralal Lunkad , [DIN:07881961] whose name was recommended by the Board of Directors of the Company, in their meeting held on 18th June, 2022 as an Independent Director of the Company pursuant to the provisions of Section 149 (1) of the Act, and who qualifies for being appointed as an Independent Director and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149 (6) of the Act and in respect of whom, the Company has received a notice in writing from a member recommending his name as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., up to 29th June 2027.”

6. To consider and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules 2014 made there under, read with Schedule IV to the said Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulation),), Mr. Ritesh Vijaykumar Mehta, [DIN: 00607521] whose name was recommended by the Board of Directors of the Company, in their meeting held on 18th June, 2022 as an Independent Director of the Company pursuant to the provisions of Section 149 (1) of the Act, and who qualifies for being appointed as an Independent Director and who has submitted a declaration that he meets the criteria for Independence as provided



AVEER FOODS LIMITED

Regd. & Corporate Office: Plot 55/A/5 6, Hadapsar Industrial Estate, Near Tata Honeywell, Pune - 411013.

Email id: cfp.bapu@gmail.com **Tel:** 020-26872095 / 67092095 **CIN:** U15549PN2019PLC183457

Factory: Plot No. 399 & 400, Village Sanghvi, Taluka Khandala, District Satara - 412801 **Tel No.:** 9922990065

Plot No. 545/546 Belur Industrial Area, Village Mumigatti, Dharwad - 580011 **Tel No.:** 083-62001133



in Section 149 (6) of the Act and in respect of whom, the Company has received a notice in writing from a member recommending his name as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., up to 29th June 2027.”

By an order of Board of Directors
Aveer Foods Limited


Rajkumar Chordia
Chairman
[DIN:00058185]



Date: 18th June, 2022
Place: Pune

AVEER FOODS LIMITED

Regd. & Corporate Office: Plot 55/A/5 6, Hadapsar Industrial Estate, Near Tata Honeywell, Pune - 411013.

Email id: cfp.bapu@gmail.com **Tel:** 020-26872095 / 67092095 **CIN:** U15549PN2019PLC183457

Factory: Plot No. 399 & 400, Village Sanghvi, Taluka Khandala, District Satara - 412801 **Tel No.:** 9922990065

Plot No. 545/546 Belur Industrial Area, Village Mumigatti, Dharwad - 580011 **Tel No.:** 083-62001133

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, to vote instead of himself and the proxy need not be a member of the Company. The proxy form duly completed and signed should reach the Company's registered office not less than 48 hours before the commencement of the meeting. The proxy form for the AGM is enclosed herewith.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A Corporate Member intending to send its authorized representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the meeting.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 3 to 6 to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting ending with the conclusion of the Meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered office of the Company on all working days of the Company between 11:00 A.M and 1:00 P.M up to the date of General Meeting and at the venue of the Meeting during the duration of the Meeting.
6. Members holding shares are requested to kindly notify the Company of any change in their addresses/ email address so as to enable the Company to address future communication to their correct addresses.
7. Notice is also hereby given that the Register of Members and Share Transfer Books of the Company will remain closed from Monday 27th June, 2022 to Thursday 30th June, 2022 (both days inclusive) for the purpose of Annual General Meeting.
8. A route map to the venue of Annual General Meeting is given at the end of notice.





EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013)

As required by Section 102 (1) of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the special business mentioned in the accompanying notice dated 18th June, 2022.

Item Nos. 3 to 6

The Scheme of Arrangement between Chordia Food Products Limited [Demerged Company] and Ameer Foods Limited [Resulting Company] and their respective Shareholders, was considered for sanction by the Hon'ble National Company Law Tribunal [NCLT] in its hearing held on 17th June, 2022 and it is informed to the company that the Official Order will be received within 15 days. The Scheme of Arrangement will become effective after filing of the said order to Registrar of Companies Pune.

Pursuant to the provisions of Scheme of Arrangement, the Company being the Resulting Company will get Listed on BSE Ltd and the Company will have to allot the Equity Shares to the shareholders of Demerged Company i.e., Chordia Food Products Limited in 1:1 ratio.

As the Company would get Listed on BSE Ltd., it is necessary to re-constitute the Board of Directors as per the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 and appoint Independent Directors, Woman Director etc. Therefore, the Board of Directors of the Company in its meeting held on 18th June, 2022 has recommended following names as Independent Directors of the Company:

1. Mr. Vijaykumar Kankaliya- [DIN:06669157]
2. Dr. Ajitkumar Mandlecha - [DIN: 06822184]
3. Mr. Rajendra Lunkad - [DIN: 07881961]
4. Mr. Ritesh Mehta - [DIN: 00607521]

All the above persons are proposed to be appointed for 5 consecutive years pursuant to provisions of Section 149, 150, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013; rules thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Vijaykumar Kankaliya and Dr. Ajitkumar Mandlecha have already acted as the Independent Directors of Chordia Food Products Limited, the Holding Company.

None of the above persons are disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has received declarations in writing from all the persons that they meets the criteria of Independence as provided in Sub Section (6) of Section 149 of the Act.



AMEER FOODS LIMITED

Regd. & Corporate Office: Plot 55/A/5 6, Hadapsar Industrial Estate, Near Tata Honeywell, Pune - 411013.

Email id: cfp.bapu@gmail.com **Tel:** 020-26872095 / 67092095 **CIN:** U15549PN2019PLC183457

Factory: Plot No. 399 & 400, Village Sanghvi, Taluka Khandala, District Satara - 412801 **Tel No.:** 9922990065

Plot No. 545/546 Belur Industrial Area, Village Mumigatti, Dharwad - 580011 **Tel No.:** 083-62001133



In the opinion of the Board they all are fulfilling the conditions specified in the Act and Rules framed there under for appointment as Independent Director and they are Independent of the Management. The Board also considers that their association would be of benefit to the Company.

A copy of the draft Letters of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Pursuant to the Disclosure Requirements under Regulation 36 (3) the Listing Regulation, the Brief Resume of all the proposed Directors , Nature of their Expertise in specific functional areas, name of the Listed Companies in which they hold Directorships and membership of the Committees of the Board, etc., are separately annexed hereto as **Annexure A**.

Accordingly, the Board recommends the Special Resolutions as set out at Item No 3 to 6 of the Notice for the approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution set out at Item No 3 to 6.

By Order of the Board of Directors
For Aveer Foods Limited

Rajkumar Chordia
Chairman
[DIN:00058815]



Date: 18th June, 2022
Place: Pune

AVEER FOODS LIMITED

Regd. & Corporate Office: Plot 55/A/5 6, Hadapsar Industrial Estate, Near Tata Honeywell, Pune - 411013.
Email id: cfp.bapu@gmail.com **Tel:** 020-26872095 / 67092095 **CIN:** U15549PN2019PLC183457

Factory: Plot No. 399 & 400, Village Sanghvi, Taluka Khandala, District Satara - 412801 **Tel No.:** 9922990065
Plot No. 545/546 Belur Industrial Area, Village Mumigatti, Dharwad - 580011 **Tel No.:** 083-62001133



Annexure A

Details of Director seeking Appointment/Re-appointment in the forthcoming AGM:

Name of the Director	Mr. Vijaykumar Kankaliya	Dr. Ajitkumar Mandlecha	Mr. Rajendra Lunkad	Mr. Ritesh Mehta
DIN	06669157	06822184	07881961	00607521
Date Of Birth	13 th February, 1950	10 th April, 1973	21 st March, 1957	19 th June, 1975
Date of Appointment	30 th June, 2022	30 th June, 2022	30 th June, 2022	30 th June, 2022
Relationship with Directors	None	None	None	None
Qualifications	B.com LLB	B.A.M.S & M. Phil	B Com LLB	BSL LLB
Brief Resume	Mr. Vijaykumar Kankaliya is a tax consultant by profession has long and varied experience of more than 30 years in the field of Indirect taxes like VAT and Service Tax.	Dr. Ajit Mandlecha has completed his education in Ayurveda and also done post-graduation in Philosophy. He is Medical Director of Vishwananda Kendra-An Integrative Medicine and Research Centre located at Pune. He has serviced as a consultant in various Ayurvedic Centers and also practiced in his own clinic	Adv Rajendra H Lunkad completed his B.Com in the year 1977 and went on to pursue LLB from ILS Law College and the same was duly completed in the year 1980. Since then he has been practicing in the field of Taxation Laws along with father Late Adv. Hiralalji N Lunkad. He carries a rich experience of over 40 years in the same field. Specialization in Taxation Laws	Topped the Law examination in the year 2001, Founder – Association for Aiding justice, ASD Legal. Pursuing constitutional matters and implementation thereof and practicing in District Courts and High Courts.
Nature of his Expertise in specific functional areas	Indirect taxes like VAT and Service Tax, He has already acted as an Independent Director of Chordia Food Products Limited – the Holding Company	He is devoted to Ayurveda and Ayurvedic Medical Practices. He has already acted as an Independent Director of Chordia Food Products Limited – the Holding Company	Specialization in Taxation Laws	He is a Legal Practitioner including Constitutional Law and implementation thereof and is practicing in District Courts and High Courts.
Disclosure of Relationships between Directors Inter-Se;	None	None	None	None
Names of Listed Entities in which the Director also holds the directorship and the Membership of Committees of the Board along with listed	Chordia Food Products Limited	Chordia Food Products Limited	Nil	Nil



AVEER FOODS LIMITED

Regd. & Corporate Office: Plot 55/A/5 6, Hadapsar Industrial Estate, Near Tata Honeywell, Pune - 411013.

Email id: cfp.bapu@gmail.com **Tel:** 020-26872095 / 67092095 **CIN:** U15549PN2019PLC183457

Factory: Plot No. 399 & 400, Village Sanghvi, Taluka Khandala, District Satara - 412801 **Tel No.:** 9922990065

Plot No. 545/546 Belur Industrial Area, Village Mumigatti, Dharwad - 580011 **Tel No.:** 083-62001133



entities from which the Director has resigned in the past three years];				
No. of Shares held in the Company	Nil	Nil	Nil	Nil
Skills and capabilities required for the role.	Being the Taxation Professional, he looks after all the matters put before him in a neutral and independent manner.	Being the Medical Practitioner, he has the habit and skill of going in depth for the matters put before him	Being the Taxation Law Expert, he looks after all the matters put before him in a neutral and independent manner.	Being the Legal Professional, he looks after all the matters put before him in a neutral and independent manner.



AVEER FOODS LIMITED

Regd. & Corporate Office: Plot 55/A/5 6, Hadapsar Industrial Estate, Near Tata Honeywell, Pune - 411013.

Email id: cfp.bapu@gmail.com **Tel:** 020-26872095 / 67092095 **CIN:** U15549PN2019PLC183457

Factory: Plot No. 399 & 400, Village Sanghvi, Taluka Khandala, District Satara - 412801 **Tel No.:** 9922990065

Plot No. 545/546 Belur Industrial Area, Village Mumigatti, Dharwad - 580011 **Tel No.:** 083-62001133