BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai
Fax No. 2272 2037/2272 3121

CFPL/SEC/9194/2015-2016
26th September, 2016

KIND ATTN: CORPORATE SERVICE DEPARTMENT

Sub: Disclosure of Voting Results of the 34th Annual General Meeting of the Company under Regulations 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Dear Sir,

Pursuant to Regulation 44(3) of the Listing Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Saturday, 24th September, 2016 at 11.30 A.M. at Plot No. 399 & 400, S. No. 398, Village Sangvi- Shirwal, Tal. Khandala, Dist. Satara 412801, in the prescribed format showing the results of voting.

We attach herewith the Consolidated Report of the Scrutinizer on E-voting & physical Ballot Forms at the voting at the AGM.

The above is also uploaded on the Company's Website.

We request you to note the above and acknowledge the receipt of this letter.

Thanking you,

Yours faithfully
For Chordia Food Products Limited

Tejashree Bhalerao
Company Secretary

End: As above

CHORDIA FOOD PRODUCTS LTD.

Office: Above S. K. Agencies, 38/39, Tarkar Compound, Behind Pravin Masalewale, Hadapsar Industrial Estate, Hadapsar, Pune-411 013.
Tel.: 020-26871500 / 9822720000 **Email:** fcd@chordia.com **Website:** www.chordiafoods.com

Registerred Office: 399/400, Sangavi (Shirwal), Tal. Khandala, Dist. Satara-412801
Tel.: 02169-245078 **Fax:** 02169-245079 **CIN :** L15995PN1982PLC026173

CHORDIA FOOD PRODUCTS LIMITED

Voting Results pursuant to Regulation 44(3) of the Listing Agreement

Sr. No.	Particulars	Details
1	Day & Date of AGM	Saturday, 24th September, 2016 at 11.30 A.M.
2	Total number of shareholders on record date	Total number of shareholders as on 16th September, 2016 - 3701 Members .
3	No. of Shareholders present in the meeting either in person or through proxy	18
	Promoter & Promoter Group	3
	Public	15
4	No. of Shareholders attended the meeting through Video Conferencing	Nil
	Promoter & Promoter Group	-Nil- [Video Conferencing Facility was not made available]
	Public	-Nil- [Video Conferencing Facility was not made available]

5. Particulars of Resolutions passed:

Resolution Nos.	Details of Agenda/ Resolution Item	Resolution Ordinary/ Special	Mode of Voting
1	Resolution for Adoption of Financial Statements for the Financial Year ended 31st March, 2016.	Ordinary	E-voting, Physical Ballot at the Meeting
2	Resolution for appointment of Mr. Hukmichand Chordia as a Director of the Company, liable to retire by rotation.	Ordinary	E-voting, Physical Ballot at the Meeting.
3	Resolution for ratification of the Appointment of M/s. Sunil Shah as the Statutory Auditors till the Conclusion of 35th Annual General Meeting to be held in the Year 2017 and determining their remuneration	Ordinary	E-voting, Physical Ballot at the Meeting
4	Resolution for Appointment of Dr. Ajit Mandlecha as an Independent Director of the Company for a term of five consecutive years, i.e. up to 10th April, 2021.	Ordinary	E-voting, Physical Ballot at the Meeting
5	Resolution for regularization of Appointment of Mr. Bapu Gavhane as Director of the Company, who was appointed as an Additional Director.	Ordinary	E-voting, Physical Ballot at the Meeting
6	Resolution for Appointment of Mr. Bapu Gavhane a Whole Time Director designated as an Executive Director of the Company w.e.f. 10th April, 2016 to 31st March, 2019	Ordinary	E-voting, Physical Ballot at the Meeting.
7.	Resolution for Re- Appointment of Mr. Pradeep Chordia as the Managing Director of the Company for a further period of one year w.e.f 1st October, 2016 to 30th September, 2017.	Ordinary	E-voting, Physical Ballot at the Meeting.

Office: Above S. K. Agencies, 38/39, Tarkar Compound, Behind Pravin Masalewale, Hadapsar Industrial Estate, Hadapsar, Pune-411 013.
Tel.: 020-26871500 / 9822720000 **Email:** fcd@chordia.com **Website:** www.chordiafoods.com

Registerred Office: 399/400, Sangavi (Shirwal), Tal. Khandala, Dist. Satara-412801
Tel.: 02169-245078 **Fax:** 02169-245079 **CIN :** L15995PN1982PLC026173

8.	Resolution for Authority u/s 180(1) (a) of Companies Act, 2013 to Mortgage / Lease the Property of the Company.	Special	E-voting, Physical Ballot at the Meeting.
9.	Resolution for Authority to Borrow u/s 180(1) (c) of Companies Act, 2013.	Special	E-voting, Physical Ballot at the Meeting.

The Resolutions at Item Nos. 1 to 9 were passed unanimously, and none of the Members voted against the Resolutions. Details of Promoter & Non Promoter wise Voting and its percentages in the Format given in Regulation No 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, are attached hereto.

We request you to kindly take above on Record.

Thanking You,

For Chordia Food Products Limited

Tejashree Bhalerao
Company Secretary
& Compliance Officer

CHORDIA FOOD PRODUCTS LIMITED

Agenda wise Disclosure

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 together with the Report of the Board of Directors attached thereto and the Auditor's Report thereon.**

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Promoter/ Public	**Mode of voting**	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes – favour**	**No. of Votes-Against**	**% of Votes in favour, on Votes polled**	**% of Votes against, on Votes polled**
		1	**2**	**3= 2/1*100**	**4**	**5**	**6 = 4/2*100**	**7= 5/2*100**
Promoter & Promoter Group	E Voting	16,16,466	16,16,466	100	16,16,466	-	100	-
	Physical Ballot	-	-	-	-	-	-	-
Public Institutional Holders	E Voting	-	-	-	-	-	-	-
	Physical Ballot	-	-	-	-	-	-	-
Public-Others	E Voting	1,25,930	1,25,930	100	1,25,930	-	100	-
	Physical Ballot	441	441	100	441	-	100	-
Total		17,42,837	17,42,837	100	17,42,837	-	100	-

CHORDIA FOOD PRODUCTS LTD.

Office: Above S. K. Agencies, 38/39, Tarkar Compound, Behind Pravin Masalewale, Hadapsar Industrial Estate, Hadapsar, Pune-411 013.
Tel.: 020-26871500 / 9822720000 **Email:** fcd@chordia.com **Website:** www.chordiafoods.com

Registerred Office: 399/400, Sangavi (Shirwal), Tal. Khandala, Dist. Satara-412801
Tel.: 02169-245078 **Fax:** 02169-245079 **CIN :** L15995PN1982PLC026173

2.Appointment of Mr. Hukmichand Chordia as a Director of the Company.

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Promoter/ Public	**Mode of voting**	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes – favour**	**No. of Votes-Against**	**% of Votes in favour, on Votes polled**	**% of Votes against, on Votes polled**
		1	**2**	**3= 2/1*100**	**4**	**5**	**6 = 4/2*100**	**7= 5/2*100**
Promoter & Promoter Group	E Voting	16,16,466	16,16,466	100	16,16,466	-	100	-
	Physical Ballot	-	-	-	-	-	-	-
Public Institutional Holders	E Voting	-	-	-	-	-	-	-
	Physical Ballot	-	-	-	-	-	-	-
Public-Others	E Voting	1,25,930	1,25,930	100	1,25,930	-	100	-
	Physical Ballot	441	441	100	441	-	100	-
Total		17,42,837	17,42,837	100	17,42,837	-	100	-

3. Ratification of the Appointment of M/s. Sunil Shah as the Statutory Auditors till the Conclusion of 35th Annual General Meeting to be held in the Year 2017 and determining their remuneration.

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Promoter/ Public	**Mode of voting**	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes – favour**	**No. of Votes-Against**	**% of Votes in favour, on Votes polled**	**% of Votes against, on Votes polled**
		1	**2**	**3= 2/1*100**	**4**	**5**	**6 = 4/2*100**	**7= 5/2*100**
Promoter & Promoter Group	E Voting	16,16,466	16,16,466	100	16,16,466	-	100	-
	Physical Ballot	-	-	-	-	-	-	-
Public Institutional Holders	E Voting	-	-	-	-	-	-	-
	Physical Ballot	-	-	-	-	-	-	-
Public-Others	E Voting	1,25,930	1,25,930	100	1,25,930	-	100	-
	Physical Ballot	441	441	100	441	-	100	-
Total		17,42,837	17,42,837	100	17,42,837	-	100	-

4. **Appointment of Dr. Ajit Mandlecha as an Independent Director of the Company for a term of five consecutive years, i.e. up to 10th April, 2021.**

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Promoter/ Public	**Mode of voting**	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes – favour**	**No. of Votes-Against**	**% of Votes in favour, on Votes polled**	**% of Votes against, on Votes polled**
		1	**2**	**3= 2/1*100**	**4**	**5**	**6 = 4/2*100**	**7= 5/2*100**
Promoter & Promoter Group	E Voting	16,16,466	16,16,466	100	16,16,466	-	100	-
	Physical Ballot	-	-	-	-	-	-	-
Public Institutional Holders	E Voting	-	-	-	-	-	-	-
	Physical Ballot	-	-	-	-	-	-	-
Public-Others	E Voting	1,25,930	1,25,930	100	1,25,930	-	100	-
	Physical Ballot	441	441	100	441	-	100	-
Total		17,42,837	17,42,837	100	17,42,837	-	100	-

5. **Regularization of appointment of Mr. Bapu Gavhane as Director of the Company, who was appointed as an Additional Director.**

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Promoter/ Public	**Mode of voting**	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes – favour**	**No. of Votes-Against**	**% of Votes in favour, on Votes polled**	**% of Votes against, on Votes polled**
		1	**2**	**3= 2/1*100**	**4**	**5**	**6 = 4/2*100**	**7= 5/2*100**
Promoter & Promoter Group	E Voting	16,16,466	16,16,466	100	16,16,466	-	100	-
	Physical Ballot	-	-	-	-	-	-	-
Public Institutional Holders	E Voting	-	-	-	-	-	-	-
	Physical Ballot	-	-	-	-	-	-	-
Public-Others	E Voting	1,25,930	1,25,930	100	1,25,930	-	100	-
	Physical Ballot	441	441	100	441	-	100	-
Total		17,42,837	17,42,837	100	17,42,837	-	100	-

6. Appointment of Mr. Bapu Gavhane a Whole Time Director designated as an Executive Director of the Company w.e.f. 10th April, 2016 to 31st March, 2019.

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Promoter/ Public	**Mode of voting**	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes – favour**	**No. of Votes-Against**	**% of Votes in favour, on Votes polled**	**% of Votes against, on Votes polled**
		1	**2**	**3= 2/1*100**	**4**	**5**	**6 = 4/2*100**	**7= 5/2*100**
Promoter & Promoter Group	E Voting	16,16,466	16,16,466	100	16,16,466	-	100	-
	Physical Ballot	-	-	-	-	-	-	-
Public Institutional Holders	E Voting	-	-	-	-	-	-	-
	Physical Ballot	-	-	-	-	-	-	-
Public-Others	E Voting	1,25,930	1,25,925	100	1,25,925	-	100	-
	Physical Ballot	441	441	100	441	-	100	-
Total		17,42,837	17,42,832	100	17,42,832	-	100	-

Note: For Resolution at Item No. 6 of the Notice, in respect of Appointment of Mr. Bapu Gavhane as Executive Director, the votes cast by him in favour of Resolution, for 5 Shares held by him, are not considered, as he being the interested Member, which are appearing in Public –Others E-Voting.

7. Re-appointment of Mr. Pradeep Chordia as the Managing Director of the Company for a further period of one year w.e.f 1st October, 2016 to 30th September, 2017.

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Promoter/ Public	**Mode of voting**	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes – favour**	**No. of Votes-Against**	**% of Votes in favour, on Votes polled**	**% of Votes against, on Votes polled**
		1	**2**	**3= 2/1*100**	**4**	**5**	**6 = 4/2*100**	**7= 5/2*100**
Promoter & Promoter Group	E Voting	16,16,466	13,85,314	85.70	13,85,314	-	100	-
	Physical Ballot	-	-	-	-	-	-	-
Public Institutional Holders	E Voting	-	-	-	-	-	-	-
	Physical Ballot	-	-	-	-	-	-	-
Public-Others	E Voting	1,25,930	1,25,930	100	1,25,930	-	100	-
	Physical Ballot	441	441	100	441	-	100	-
Total		17,42,837	15,11,685	86.74	15,11,685	-	100	-

Note:- For Resolution at Item No. 7 of the Notice, in respect of Re-appointment of Mr. Pradeep Chordia as Managing Director, the Votes Cast by him in favour of Resolution , for 2,31,152 shares held by him, are not considered, as he being the interested Member, which are appearing in Promoter & Promoter Group E-Voting.

8. Authority u/s 180(1) (a) of Companies Act, 2013 to Mortgage / Lease the Property of the Company.

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Promoter/ Public	**Mode of voting**	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes – favour**	**No. of Votes-Against**	**% of Votes in favour, on Votes polled**	**% of Votes against, on Votes polled**
		1	**2**	**3= 2/1*100**	**4**	**5**	**6 = 4/2*100**	**7= 5/2*100**
Promoter & Promoter Group	E Voting	16,16,466	16,16,466	100	16,16,466	-	100	-
	Physical Ballot	-	-	-	-	-	-	-
Public Institutional Holders	E Voting	-	-	-	-	-	-	-
	Physical Ballot	-	-	-	-	-	-	-
Public-Others	E Voting	1,25,930	1,25,930	100	1,25,930	-	100	-
	Physical Ballot	441	441	100	441	-	100	-
Total		17,42,837	17,42,837	100	17,42,837	-	100	-

9. Authority to Borrow u/s 180(1) (c) of Companies Act, 2013.

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Promoter/ Public	**Mode of voting**	**No. of Shares held**	**No. of Votes polled**	**% of Votes polled on Outstanding Shares**	**No. of Votes – favour**	**No. of Votes-Against**	**% of Votes in favour, on Votes polled**	**% of Votes against, on Votes polled**
		1	**2**	**3= 2/1*100**	**4**	**5**	**6 = 4/2*100**	**7= 5/2*100**
Promoter & Promoter Group	E Voting	16,16,466	16,16,466	100	16,16,466	-	100	-
	Physical Ballot	-	-	-	-	-	-	-
Public Institutional Holders	E Voting	-	-	-	-	-	-	-
	Physical Ballot	-	-	-	-	-	-	-
Public-Others	E Voting	1,25,930	1,25,930	100	1,25,930	-	100	-
	Physical Ballot	441	441	100	441	-	100	-
Total		17,42,837	17,42,837	100	17,42,837	-	100	-

CHORDIA FOOD PRODUCTS LTD.

CHORDIA FOOD PRODUCTS LIMITED

Combined Report on E-Voting and Poll of 34th Annual General Meeting held on 24th September, 2016

By

Shekhar Ghatpande & Co.
Company Secretaries
FCS: 1659 CP: 782

Dated 24th September, 2016

Shekhar Ghatpande & Co.
Company Secretaries

Shekhar Ghatpande
B Com., D.T.L., FC.S

Office : 'Saraswati', Flat No.13, 3rd Floor,
93, Rambaug Colony, Paud Road, Kothrud, Pune 411 038
Tel. : 25435387, 41217061
Mob.: 9422089343
Email : shekhar_fcs1659@yahoo.com

Resi.: 'Atharva' Bunglow, Plot No.17B, Lane No.9,
Shikshak Nagar, Survey No.91/3, Kothrud,
Paud Road, Pune 411 038.
Tel.: 25396262

Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 (xii) & 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Chordia Food Products Limited
Plot No. 399 & 400, S. No. 398,
Village Sangvi, Tal. Shirwal,
Dist. Satara 412801

Dear Sir,

Subject: Combined Report of the E-Voting and Poll of 34th Annual General Meeting held on Saturday 24th September, 2016

I, Shekhar Ghatpande Company Secretary in practice, having Membership No FCS:1659 and CP: 782 and having my office at 13, 'Saraswati' 3rd Floor Rambaug Colony, Paud Road, Kothrud, Pune 411 038 have been appointed as a Scrutinizer for the purpose of scrutinizing the E- Voting process & ascertaining the requisite majority on E-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as on Voting process on Poll through Physical Ballot Forms, under the provisions of Section 109 of the Act read with Rule 21 of Rules, in a fair and transparent manner, on the Resolutions at Item Nos. 1 to 9 contained in the Notice of the 34th Annual General Meeting (AGM) dated 12th August, 2016 of the Members of Chordia Food Products Limited (the Company), held on Saturday 24th September, 2016, at 11.30 A.M. at Plot No. 399 & 400, S. No. 398, Village Sangvi, Shirwal, Tal. Khandala, Dist. Satara 412801.

SHEKHAR GHATPANDE & CO. FCS 1659 CP 782 PUNE COMPANY SECRETARIES

The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules relating to E- Voting and Poll on the Resolutions contained in the Notice of 34th Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the E-Voting and for conducting Poll was restricted to make a Scrutinizer's Report of E-Voting and Poll, of the votes cast "in favour" or "against" the Resolutions stated in the Notice, based on the reports generated from the E-Voting system provided by Central Depository Services (India) Limited (CDSL) and also during the Annual General Meeting on the Poll through physical Ballot Form.

I submit my Report on the same as under:

1) That the Company had made necessary arrangements with Central Depository Services (India) Limited (CDSL) for facilitating remote E-Voting as an alternate for the Members to enable them to cast their votes electronically.

2) That the EVSN allotted by CDSL for Electronic Voting was 160809001.

3) That the E-Voting period allowed to the Members was from 9.00 A.M. (Starting Time) on Tuesday, 20th September, 2016 to 5.00 P.M. (Ending Time) on Friday, 23rd September, 2016.

4) That the Shareholders holding Equity Shares as on the "Cut Off' date i.e. Friday,16th September, 2016 were entitled to vote on the proposed Resolutions mentioned at Item Nos. 1 to 9 as set out in the Notice convening the 34th Annual General Meeting of the Company. The said Notice of AGM is attached herewith as **Annexure I** to this Report.

5) That the Paid up Equity Share Capital of the Company is Rs. 2,98,01,000/- divided into 29,80,100 Equity Shares of Rs. 10/- each fully paid up. The voting rights allowed by the Company was One Vote for every One Equity Share held in the Company.

6) The E-Votes were unblocked on Saturday 24th September, 2016 at the conclusion of the Annual General Meeting in the presence of two witnesses, Ms. Ankita Bhanushali residing at Flat No 603 Lotus Court, Pune Satara Road, Opp. Hotel Panchami , Pune-411009 and Ms. Pournima Nakhate, presently residing at Flat A1, Nivedita , Sr. No-121, Plot No. 70 Rambaug Colony, Kothrud, Pune – 411029 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

7) Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against" were downloaded from the E-Voting website of Central Depository Services (India) Limited (CDSL) (http://www.evotingindia.com).

8) 45 Shareholders of the Company holding 17,42,396 Equity Shares have exercised their right of Voting through the process of E-Voting.

9) In respect of Physical Ballot Forms during the course of the proceedings of the 34th Annual General Meeting of the Company, all the Shareholders/ Proxies who have attended the Meeting and had not exercised their right of voting through E-Voting process, were requested to cast their Votes through Physical Ballot Forms. After the time fixed for closing of the Poll by the Chairman of the Company, and after having ensured that such Shareholders/ Proxies had exercised their right of voting through Physical Ballot Form, Ballot Box kept for polling was sealed in my presence with due identification marks placed by me.

10) The sealed Ballot Box was subsequently opened in my presence alongwith the Two witnesses named in Para No. 6 above and Poll Papers were diligently

scrutinized. The Poll Papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

11) The Poll Papers, which were incomplete and /or which were otherwise found defective were required to be treated as invalid, however I did not find any Poll Paper invalid.

12) 3 Shareholders/ Proxies of the Company holding 441 Equity Shares have exercised their right of Voting through the process of Physical Ballot Forms.

13) The summary of the Votes cast by the Shareholders of the Company, on the basis of E-Voting and Voting through the process of Physical Ballot Forms are attached separately to this Report as **Annexure II**, which forms part of this Report.

14) On the basis of the same, I submit herewith my Combined Final Report on the Result of E-Voting together with the Poll as under:

Item/ Resolution No.	No. of Votes Cast in Favour of the Resolution			No. of Votes Cast against the Resolution			Invalid/ Neutral Votes
	E-Voting	Physical Poll	Total	E-Voting	Physical Poll	Total	Nos.
1	17,42,396	441	17,42,837	Nil	Nil	Nil	Nil
2	17,42,396	441	17,42,837	Nil	Nil	Nil	Nil
3	17,42,396	441	17,42,837	Nil	Nil	Nil	Nil
4	17,42,396	441	17,42,837	Nil	Nil	Nil	Nil
5	17,42,396	441	17,42,837	Nil	Nil	Nil	Nil
6	17,42,391	441	17,42,832	Nil	Nil	Nil	5
7	15,11,244	441	15,11,685	Nil	Nil	Nil	2,31,152
8	17,42,396	441	17,42,837	Nil	Nil	Nil	Nil
9	17,42,396	441	17,42,837	Nil	Nil	Nil	Nil

SHEKHAR GHATPANDE & CO. COMPANY SECRETARIES FCS 1659 CP 782 PUNE

Notes:

(*) 1. For Resolution at Item No. 6 of the Notice, in respect of Appointment of Mr. Bapu Gavhane as Executive Director, the Votes cast by him in favour of Resolution, for 5 Shares held by him, are not considered, as he being the interested Member.

(**) 2. For Resolution at Item No. 7 of the Notice, in respect of Re-appointment of Mr. Pradeep Chordia as Managing Director, the Votes Cast by him in favour of Resolution, for 2,31,152 shares held by him, are not considered, as he being the interested Member.

15) The register, all other papers and relevant records relating to electronic voting and Poll Voting shall remain in our safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Given at Pune on this 24th day of September, 2016 at 5.00 P. M.

For Shekhar Ghatpande & Co
Company Secretaries

SHEKHAR GHATPANDE & CO. FCS 1659 CP 782 PUNE COMPANY SECRETARIES

Shekhar Ghatpande
Proprietor
Scrutinizer
Membership No FCS:1659, CP:782

Witness:

1) Ms. Ankita Bhanushali:-

2) Ms. Pournima Nakhate :-

For Chordia Food Products Ltd
एम एस चोरडिया
Chairman / Director

ANNEX-I

NOTICE

NOTICE is hereby given that 34th Annual General Meeting of the Shareholders of Chordia Food Products Limited will be held on Saturday 24th September, 2016 at 11.30 A.M. at the Registered Office of the Company at Plot No. 399 & 400, S. No. 398, Village Sangvi – Shirwal, Tal. Khandala, Dist. Satara 412801 to transact the following business:-

1) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 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. Hukmichand S. Chordia [DIN: 00389587] Director who retires by rotation pursuant to the provisions of Section 152 and any other provisions of the Companies Act, 2013 and being eligible offers himself for reappointment, be and is hereby reappointed 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 an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the Members at the 33rd Annual General Meeting (AGM) held on 26th September, 2015, the Company hereby ratifies the appointment of M/s. Sunil Shah, Chartered Accountants, having Membership No. 37483 as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting to be held in the Year 2017 on such remuneration plus Service Tax thereon at the applicable rates and reimbursement of out of pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:-

4) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 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 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulation, 2015, (the Listing Regulation), Dr. Ajit Mandlecha, [DIN:06822184] who was appointed as an Additional Director of the Company, in the category of Independent Director by the Board of Directors w.e.f. 11th April, 2016 pursuant to the provisions of Section 161 and 149 (1) of the Act, and who holds office only up to the date of this Annual General Meeting 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 under Section 160 of the Act, from a member proposing his candidature for the office of 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 up to 10th April, 2021."

5) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Bapu Ramchandra Gavhane [DIN: 00386217] who was appointed as an Additional Director by the Board of Directors w.e.f. 11th April, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, and who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose him as a candidate for the office of the Director of the Company be and is hereby appointed as the Director of the Company, liable to retire by rotation."

6) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Bapu Gavhane, presently acting as the Chief Financial Officer, be and is hereby appointed as an 'Executive Director' of the Company, on the following terms and conditions w,e,f. 11th April, 2016 to 31th March, 2019 to look after the responsibilities of Finance, Taxation, Accounts and other commercial matters in respect of the present food business of the Company.

I Salary and Allowances:-

Salary : ₹ 71,250/– per month (Rupees Seventy One Thousand Two Hundread Fifty only)

II Perquisites:-

In addition to the aforesaid Salary Mr. Bapu Gavhane, Executive Director shall be entitled to following Perquisites:-

i)	Medical Reimbursement (With proof of Expenses)	:	Reimbursement at actual Medical Expenses incurred for himself and his family.
ii)	Insurance	:	As per the Rules of the Company, applicable to other Senior Executives of the Company.
iii)	Superannuation Fund	:	As per the Rules of the Company, applicable to other Senior Executives of the Company.
iv)	Gratuity Fund	:	As per the Rules of the Company applicable to other Senior Executives of the Company.

He shall be entitled also to House Rent Allowance, Employer's contribution to Provident Fund, Gratuity, Leave Travel Allowance, Conveyance Allowance, Education Allowance, Ex – Gratia, variable pay over and above the basic salary.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorized to grant him the annual Increments, considering the business operations, financial position and the duties and responsibilities performed by him, provided that the total remuneration to Mr. Bapu Gavhane in any one financial year shall be within the limits prescribed under Section 197 with relevant provisions, read with Schedule V to the Act for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits, Mr. Bapu Gavhane, Executive Director would be paid the existing remuneration subject to a ceiling as laid down in Section II, Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, and things which are necessary and incidental to give effect to the above Resolution."

7) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pradeep Hukmichand Chordia be and is hereby Re-appointed as the 'Managing Director' of the Company, for a further period of One Year w.e.f. 1st October, 2016 i.e. upto 30th September, 2017 on the following terms and conditions:-

I) **Salary and Allowances:-**

Salary : ₹ 2,00,000/ – per month (Rupees Two Lacs only)

II) **Perquisites:-**

a] In addition to the aforesaid Salary Mr. Pradeep Hukmichand Chordia, Managing Director shall be entitled to perquisites, the cost per month, of which to the Company shall not exceed ₹ 75,000/ – per month, which shall inter alia comprise the following:-

i) Fully furnished Residential Accommodation, perquisite valuation of which shall not exceed ₹ 50,000/ – per month. Where no accommodation is provided by the Company, House Rent Allowance at the rate of ₹ 50,000/ – per month in lieu thereof shall be paid. The expenses on gas, electricity, water and other utilities shall be borne by the Company.

ii) Reimbursement of Medical Expenses incurred on self and Family to the extent of ₹ 5,000/ – per month.

iii) Leave Travel Assistance for self and family, Club Fees, Premium on Personal Accident Insurance, Special Allowance, Bonus, Ex-gratia, Incentives and other benefits and allowances the cost of which to the Company shall not exceed ₹ 20,000/ – per month.

iv) Leave at the rate of 30 Days per calendar Year of Service.

v) The Managing Director shall not be paid any Sitting Fees for attending the Meetings of the Board of Directors or Committees thereof.

'Family' for the above purpose means Wife, dependent children, and Dependent parents of the Managing Director.

Perquisites shall be evaluated as per the provisions of the Income Tax Act and Rules framed there under.

Nomination and Remuneration Committee shall have the right to interchange the cost of the aforesaid Perquisites and to add or reduce any of the Perquisites, within the overall perquisite cost of ₹ 75,000/ – per month.

b] In addition to the aforesaid perquisites, Mr. Pradeep Hukmichand Chordia, Managing Director shall be entitled to the following Perquisites, which shall not be included in the computation of the ceiling on remuneration.

i) Contribution by the Company to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.

ii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.

iii) Encashment of Leave at the end of the tenure.

III) The Company shall also provide Car with Driver to the Managing Director. If the Company does not provide Car, the Managing Director shall be entitled for the reimbursement of Petrol and other repairs and maintenance expenses of the Car, being used by him for attending the business of the Company and all communication facilities including devices, at his disposal including at his residence like Phone, Fax and Internet and Mobile Phones including the cost of the Instruments, for attending to the Company's business which shall not be considered as the Perquisites.

RESOLVED FURTHER THAT the Remuneration comprising Salary, Perquisites and other benefits and allowances of Mr. Pradeep Hukmichand Chordia, Managing Director shall be as specified by the Board of Directors from time to time and the Board shall have the authority to vary the terms of Remuneration and Perquisites from time to time within the limits prescribed and permitted under Section 197 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder read with Schedule V to the Companies Act, 2013 or any modification or re-enactment thereof, during the aforesaid period without being required to seek any fresh approval of the Members of the Company, but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration and that the decision of the Board of Directors shall be final and conclusive in this regard.

RESOLVED FURTHER THAT Mr. Pradeep Chordia, Managing Director shall not be liable to retire by rotation till he continues as the Managing Director of the Company.

RESOLVED FURTHER THAT Mr. Pradeep Chordia, Managing Director shall devote his whole time and attention to the business

of the Company and carry out such, duties as may be entrusted to him by the Board of Directors from time to time, subject to the superintendence, control, and directions of the Board.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things which are necessary and incidental to give effect to the above Resolution."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the Shareholders of the Company in the 31st Annual General Meeting held on Friday, 27th September, 2013 with respect to mortgaging and /or charging by the Board of Directors of the Company of the Undertakings\Properties of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any Statutory Modification or Re-enactment thereof, for mortgaging and charging of all Movable and Immovable Properties of the Company, where so ever situate, present and future, and the whole of the Undertaking of the Company, including the Properties to be created out of the ongoing and proposed expansion cum diversification projects of the Company, with power to take over the management of the business and concern of the Company in certain events, to or in favour of participating Financial Institutions and\or Banks, NBFCs, Debenture Trustees or any other Lending Institutions to secure their respective Rupee and Foreign Currency Loans, Term Loans, Mortgage Loans, Project Loans, Soft Loans, Fund based and Non Fund based working capital limits, or any other financial assistance not exceeding ₹ 50/ – Crores [Rupees Fifty Crores] sanctioned \ to be sanctioned from time to time to the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize with the lending Financial Institutions \ Banks \ other Lending Financial Institutions the documents for creating the aforesaid mortgage and \ or charges and to do all such acts, deeds and things as may be necessary for giving effect of this Resolution ."

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the Shareholders of the Company in the 31st Annual General Meeting held on Friday, 27th September, 2013 with respect to borrowing Powers of the Board of Directors of the Company, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any Statutory Modification or Re-enactment thereof, if any, for borrowing from time to time any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, by an amount not exceeding ₹ 50/ – Crores [Rupees Fifty Crores]."

By Order of the Board of Directors
For Chordia Food Products Limited

Place: – Pune
Date: – 12th August, 2016

Hukmichand S. Chordia
Chairman
[DIN: 00389587]

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND & VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective must be received by the Company at its Registered Office, not later than 48 Hours before the commencement of the Meeting. A Person shall not act as Proxy for more than 50 Members and holding in the aggregate not more than 10% of the total voting Share Capital of the Company. However a single person may act as the Proxy, for a Member holding more than 10% of the total voting Share Capital of the Company, provided that such Person shall not act as a Proxy for any other Person. Proxy Holder shall prove his / her Identity at the time of attending the Meeting by producing the Photo Identity Card such as PAN Card, Aadhar Card, Passport or any other Photo Identity Card issued by Government Agency / Office. Proxies shall not have any right to speak at the Meeting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item No 4 to 9 of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Notice is also given that the Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Monday 19th September, 2016 to Saturday 24th September, 2016. (Both days inclusive).
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their E-mail addresses with Company or Depository.
6. The Notice of AGM, Annual Report and attendance slip are being sent in electronic mode to Members whose E-mail ID's are registered with the Company or Depositories, unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their E-mail ID's with the Company or Depositories. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at registration counter to attend the AGM.
7. Corporate Members intending to send their Authorised Representative to attend and vote at the Meeting are requested to ensure that the Authorised Representative carries a duly certified true copy of the Board Resolution, Power of Attorney or such other valid authorization, authorising him/ her to attend and vote at the Meeting and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport)
8. **E-VOTING: [EVSN: 160809001]**

   In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rules prescribed there for, Secretarial Standards – 2 on General Meeting and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company offers remote E-voting option to all the Members for all the Items covered in the Notice convening the Annual General Meeting. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating E-voting as an alternate for the Members to enable them to cast their votes electronically.

   The EVSN allotted by CDSL for Electronic Voting is 160809001

   The Members are requested to read the following instructions and instructions printed on the Ballot Form carefully for voting via physical ballot/electronic mode. The Members who opt for voting via physical ballot are requested to send the Form duly completed and signed, so as to reach the Scrutinizer on or before Friday, 23rd September 2016 by 5.00 P.M. The Members who opt for voting via electronic mode are requested to go through the instructions given below and they should vote electronically during 9.00 a.m. (Starting Time) on Tuesday, 20th September 2016 and ends at 5.00 p.m. (Ending Time) on Friday, 23rd September 2016.

   The procedure and instructions for E-voting are as follows:

   i) The voting period begins from 9.00 a.m. (Starting Time) on Tuesday, 20th September 2016 and ends at 5.00 p.m. (Ending Time) on Friday, 23rd September 2016. During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date Friday 16th September, 2016, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

   ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

   iii) The Shareholders should log on to the e-voting website www.evotingindia.com;

   iv) Click on "Shareholders" tab to caste your votes;

   v) Now Enter your User ID

      a) For Shareholder holding De-materialized Shares in CDSL: 16 digits beneficiary ID,

      b) For Shareholder holding De-materialized Shares in NSDL: 8 Character DP ID followed by 8 Digits Client ID,

      c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

   vi) Enter the image Verification as displayed and Click on Login.

   vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

   viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

ix) After entering these details appropriately, click on "SUBMIT" tab;

x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for E-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xi) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.

xii) Click on the EVSN for Chordia Food Products Limited on which you choose to vote.

xiii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you Assent to the Resolution and option NO implies that you Dissent to the Resolution.

xiv) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.

xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xviii) If Demat account holder has forgotten the changed password then Enter the User ID and Image Verification Code and click on Forgot Password & enter the details as prompted by the system.

xix) Note for Institutional Shareholders and Custodians

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

xx) In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The procedure and instructions for m-Voting are as follows:

xxi) The Shareholders can also cast their Votes using CDSL's Mobile App m-Voting available for Android based mobiles. The m-Voting App can be downloaded from Google Play Store. Apple and Windows Phone users can download the App from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the Mobile App while voting on your Mobile.

The procedure and instructions for Ballot Voting:

xxii) Members who do not have access to E-voting facility, may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Shekhar S. Ghatpande, Practicing Company Secretary (Membership No.FCS1659 and CP No.782), at the Registered / Corporate Office of the Company not later than Friday 23rd September, 2016.

xxiii) The Chairman shall at the Annual General Meeting, at the end of the discussions on the Resolutions on which the voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' / 'Polling Paper' for all those Members who are present at the AGM but have not cast their Vote by availing the facility of E-voting / m-Voting.

Scrutinizer and Scrutinizer's Report:

xxiv) Mr. Shekhar S. Ghatpande, Practicing Company Secretary (FCS No. 1659, Certificate of Practice Number 782) has been appointed as the Scrutinizer to scrutinize E-voting / Ballot Voting process in a fair and transparent manner.

xxv) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast in the meeting and thereafter unblock the votes cast through E-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xxvi) The Results declared along with the report of the Scrutinizer shall be placed on the Website of the Company at www.chordiafoods.com in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd.

General Instructions:-

xxvii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) may also cast their vote as shareholder for respective company and send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature(s) of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer at Email ID : cs.cfpl@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. The scanned copy image of the above mentioned documents should be in the naming format "Corporate Name – EVSN."

xxviii) Members have the option to request for physical copy of the Ballot Form by sending an E-mail to cs.cfpl@gmail.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered / Corporate Office of the Company not later than Friday 23rd September, 2016.

Ballot Form received after this date will be treated as invalid.

xxix) The voting rights of the Members shall be in proportion to their Shares of the Paid Up Equity Share Capital of the Company as on the cut off date of Friday 16th September, 2016.

xxx) A Member can opt for only one mode of voting i.e. either through E-voting / m-Voting or by Physical Ballot. If a Member casts votes by both modes, then voting done through E-voting / m-Voting shall prevail and Ballot shall be treated as invalid.

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 12th August, 2016.

Item No. 4

Dr. Ajit Mandlecha [DIN:06822184] was appointed as an Additional Director of the Company, in the category of Independent Director, by the Board of Directors in its meeting held on 11th April, 2016 pursuant to the provisions of Section 161 and 149 (1) of the Companies Act, 2013 and Articles of Association of the Company. He holds the office as such until the date of ensuing Annual General Meeting.

The Company has received notice in writing from the Member of the Company, along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of said Director of the Company, signifying his intention to propose him as an Independent Director of the Company.

The Company has received a declaration in writing from Dr. Ajit Mandlecha that he meets the criteria of Independence as provided in Sub Section (6) of Section 149 of the Act.

In the opinion of the Board he fulfills the conditions specified in the Act and Rules framed there under for appointment as Independent Director and he is Independent of the Management. The Board also considers that his continued association would be of benefit to the Company.

A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of his appointment, is available for inspection at the Registered/Corporate Office of the Company during business hours on any working day.

Pursuant to the Disclosure Requirements under Regulation 36 (3) of the Listing Regulations, the Brief Resume of Dr. Ajit Mandlecha, Nature of his Expertise in specific functional areas, name of the Listed Companies in which he holds Directorship and membership of the Committees of the Board, etc., are separately annexed hereto as **Annexure A.**

Except Dr. Ajit Mandlecha himself, no other 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 4.

Accordingly the Board recommends the Resolution as set out at Item No 4 of the Notice for the approval by the Members of the Company.

Item No. 5 & 6

Mr. Bapu Ramchandra Gavhane [DIN: 00386217], who is already in the employment of the Company and presently designated as Chief Financial Officer [CFO] was appointed as an Additional Director of the Company, by the Board of Directors in its meeting held on 11th April, 2016 pursuant to the provisions of Section 161 and 149 (1) of the Companies Act, 2013 and Articles of Association of the Company. He holds the office as such until the date of ensuing Annual General Meeting and shall be eligible for election at this Annual General Meeting.

Pursuant to Recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution

passed on 11th April, 2016 approved appointment of Mr. Bapu Gavhane on the Board of the Company with effect from 11th April, 2016 and was also appointed as Whole-time Director designated as 'Executive Director' in accordance with the provisions contained in Section 161, 197, 198 and other applicable provisions of the Companies Act, 2013.

Notice has been received from Member signifying his intention to propose appointment of Mr. Bapu Gavhane as the Director of the Company along with the requisite deposit.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Pursuant to the Disclosure Requirements under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015, (the Listing Regulation) the Brief Resume of Mr. Bapu Gavhane, Nature of his Expertise in specific functional areas, name of the Listed Companies in which he holds Directorship and membership of the Committees of the Board, etc., are separately annexed hereto as **Annexure A**.

The Board considered the knowledge Experience and Expertise of Mr. Bapu Gavhane in the field of Finance, Accounts and Taxation and his long association with the Company and is of the opinion that appointment of Mr. Bapu Gavhane as a Whole-Time Director, designated as 'Executive Director' of the Company shall be of immense benefit to the Company. Accordingly, the Board recommends Resolution Nos. 5 and 6 for approval by the Members.

Except Mr. Bapu Gavhane himself, no other 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 Nos. 5 and 6.

Item No. 7

Mr. Pradeep Chordia was reappointed as the Managing Director of the Company by the Shareholders in their 31st Annual General Meeting held on 27th September, 2013 for a period of Three Years w.e.f. 1st October, 2013. As such his term of appointment as the Managing Director of the Company is due to expire on 30th September, 2016.

Mr. Pradeep Chordia has successfully shouldered the responsibilities as the Managing Director of the Company, which is reflected in the performance of the Company. Keeping in view that Mr. Pradeep Chordia has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Pradeep Chordia as the Managing Director of the Company.

Considering the growth and future business Plans of the Company, the experience and expertise of Mr. Pradeep Chordia in the business of the Company and pursuant to the Recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on 12th August, 2016 approving re-appointment of Mr. Pradeep Chordia, as Managing Director of the Company for a further period of One year with effect from 1st October, 2016 to 30th September, 2017. This is subject to the approval of the shareholders at this Annual General Meeting.

Notice has been received from Member signifying his intention to propose appointment of Mr. Pradeep Chordia as the Managing Director of the Company along with the requisite deposit.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Pursuant to the Disclosure Requirements under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015, (the Listing Regulation) the Brief Resume of Mr. Pradeep Chordia, Nature of his Expertise in specific functional areas, name of the Listed Companies in which he holds Directorship and membership of the Committees of the Board, etc., are separately annexed hereto as **Annexure A**.

Mr. Hukmichand Chordia, Chairman Mr. Pradeep Chordia Managing Director himself are interested in passing of the aforesaid resolution. None of the other Directors of the Company are in any way concerned or interested, financially or otherwise in this resolution set out at Item No. 7.

Item No. 8 & 9

The Members of the Company at their 31st Annual General Meeting held on Friday, 27th September, 2013 approved by way of a Ordinary Resolution under Section 293 (1) (d) of the erstwhile Companies Act, 1956 borrowings over and above the aggregate of paid up Share Capital and Free Reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 50/ – Crores (Rupees Fifty Crores) and also to create charge / mortgage the assets as per Section 293 (1) (a) of the erstwhile Companies Act, 1956.

As now the Companies Act, 1956 has been replaced by Companies Act, 2013 the Companies are required to pass the Special Resolutions under the new provisions of Section 180 (1) (a) and (1) (c) of the Companies Act, 2013. In view of this, members are requested to pass Special Resolutions as set out at Item No. 8 and 9 of the Notice in accordance with Section 180 (1) (a) and 180 (1) (c) and other applicable provisions of the Companies Act, 2013.

It may be mentioned that there is no change in the limit of ₹50/ – Crores as earlier approved by the Shareholders at the aforesaid AGM. The Resolutions are accordingly recommended for approval as Special Resolutions under the Act.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in passing of the said Special Resolutions.

By Order of the Board of Directors
For Chordia Food Products Limited

Place: Pune
Date: 12th August, 2016

Hukmichand S. Chordia
Chairman
[DIN: 00389587]

Annexure A

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

Name of the Director	Mr. Hukmichand Chordia	Mr. Pradeep Chordia	Mr. Bapu Gavhane	Dr. Ajit Mandlecha
DIN	00389587	00389681	00386217	06822184
Date Of Birth	12th November, 1930	1st December, 1960	18th October, 1966	10th April, 1973
Date of Appointment	29th January, 2000	1st June, 1989	11th April, 2016	11th April, 2016
Relationship with Directors	Relative (Father) of Mr. Pradeep Chordia Managing Director	Relative (Son) of Mr. Hukmichand Chordia Chairman	None	None
Qualifications	Under Graduate	B.Sc (Agri) and M.Sc (Food Tech)	M.Com, DTL	B.A.M.S & M. Phil
Nature of his Expertise in specific functional areas	Mr. Hukmichand Chordia age 86 Years is the Founder Director of the Company, who has established this business with great efforts from scratch.	Mr. Pradeep Chordia, is the Managing Director since 1989 and has vast experience of 30 years in the Food Industry, Factory Operations, Marketing, Business Expansion, Formulating Business Policies, Development of New products and market, besides over viewing routine functions of Secretarial, Legal, Accounts, Taxation, Management and Human Resources etc.	Mr. Bapu Gavhane, presently acting as Chief Financial Officer, has vast experience in Finance, Accounts and Taxation and also coordinating activities of the Company. He is associated with the Company since long.	Dr. Ajit Mandlecha has completed his education in Ayurveda and done post-graduation in Philosophy, He is Medical Director of Vishwananda Kenda - An Integrative Medicine and Research Centre located at Pune. He has serviced as consultant in Ayurvedic Centers and also practiced in his own clinic.
Name of the Listed Companies in which he holds Directorship, and Membership of the Committees of the Board as on 31/03/2016	Nil	Nil	Nil	Nil
No. of Shares held in the Company as on 31/03/2016	100	2,31,152	Nil	Nil

ANNEX - II

CHORDIA FOOD PRODUCTS LIMITED

REGD: OFFIC Plot No 399/400 S No 398 Tal. Shirwal Village - Sangvi Dist - Satara - 412801
CIN: L15995PN1982PLC026173
EVSN: 160809001

Annexure II (As referred in our Report of even date)

SUMMARY OF VOTING DONE BY THE SHAREHOLDERS FOR 34TH ANNUAL GENERAL MEETING HELD ON SATURDAY 24TH SEPTEMBER, 2016 THROUGH E-VOTING AND PHYSICAL BALLOT FORM

Sr. No.	Member ID/Folio No.	Name of The 1st Named Shareholder	No. of Shares/Votes entitled	Votes cast For(Against) Resolution Number 1	Votes cast For(Against) Resolution Number 2	Votes cast For(Against) Resolution Number 3	Votes cast For(Against) Resolution Number 4	Votes cast For(Against) Resolution Number 5	Votes cast For(Against) Resolution Number 6	Votes cast For(Against) Resolution Number 7	Votes cast For(Against) Resolution Number 8	Votes cast For(Against) Resolution Number 9	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote
A. Votes Cast in Favour through E-Voting																
1	10701	VIKAS B. BHANDARI	1950	1950	1950	1950	1950	1950	1950	1950	1950	1950	Investor	E-voting	21/09/2016 12:57	Valid
2	10720	UDDHAV MURLIDHAR RAKH	750	750	750	750	750	750	750	750	750	750	Investor	E-voting	20/09/2016 11:55	Valid
3	11027	SADASHIV MAHADEO BORAWAKE	200	200	200	200	200	200	200	200	200	200	Investor	E-voting	20/09/2016 11:40	Valid
4	1201100000007410	SHEKHAR SHYAMRAO GHATPANDE	43	43	43	43	43	43	43	43	43	43	Investor	E-voting	20/09/2016 09:53	Valid
5	1201330000681530	SHWETA VISHAL CHORDIA	41074	41074	41074	41074	41074	41074	41074	41074	41074	41074	Investor	E-voting	21/09/2016 12:27	Valid
6	1201330000760980	RAJKUMAR HUKMICHAND CHORDIA	1043200	1043200	1043200	1043200	1043200	1043200	1043200	1043200	1043200	1043200	Promoter Group	E-voting	20/09/2016 10:53	Valid
7	1201330001053845	HUKMICHAND SUKHLAL CHORDIA	100	100	100	100	100	100	100	100	100	100	Promoter Group	E-voting	20/09/2016 11:14	Valid
8	1201330001053850	KAMALBAI HUKMICHAND CHORDIA	100	100	100	100	100	100	100	100	100	100	Promoter Group	E-voting	21/09/2016 12:29	Valid
9	1202260000135940	RAJENDRA HIRALAL LUNKAD	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	Investor	E-voting	23/09/2016 11:38	Valid
10	1205810000043800	PRADEEP HUKMICHAND CHORDIA(**)	14401	14401	14401	14401	14401	14401	14401		14401	14401	Promoter Group	E-voting	20/09/2016 10:37	Valid
11	1206290000085030	RAJKUMAR HUKMICHAND CHORDIA	123028	123028	123028	123028	123028	123028	123028	123028	123028	123028	Promoter Group	E-voting	20/09/2016 11:21	Valid
12	12842	SUSHMA MEHTA	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	21/09/2016 12:50	Valid
13	14032	POPAT MURLIDHAR RAKH	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	20/09/2016 12:01	Valid
14	146	RAVINDRA RATILAL SANCHETI	2850	2850	2850	2850	2850	2850	2850	2850	2850	2850	Investor	E-voting	21/09/2016 13:05	Valid
15	147	RATILAL HIRACHAND SANCHETI	2745	2745	2745	2745	2745	2745	2745	2745	2745	2745	Investor	E-voting	23/09/2016 11:43	Valid
16	148	MADHUBALA RAVINDRA SANCHETI	2745	2745	2745	2745	2745	2745	2745	2745	2745	2745	Investor	E-voting	23/09/2016 11:46	Valid
17	149	SUBHADRA RATILAL SANCHETI	2850	2850	2850	2850	2850	2850	2850	2850	2850	2850	Investor	E-voting	23/09/2016 11:41	Valid
18	159	SUNITA RAVINDRA KOTHARI	2745	2745	2745	2745	2745	2745	2745	2745	2745	2745	Investor	E-voting	20/09/2016 11:51	Valid
19	16224	BHARAT DHANRAJ BHANDARI	1487	1487	1487	1487	1487	1487	1487	1487	1487	1487	Investor	E-voting	20/09/2016 11:45	Valid

SHEKHAR GHATPANDE & CO. COMPANY SECRETARIES FCS 1659 CP 782 PUNE

Sr. No.	Member ID/Folio No.	Name of The 1st Named Shareholder	No. of Shares/Votes entitled	Votes cast For(Against) Resolution Number 1	Votes cast For(Against) Resolution Number 2	Votes cast For(Against) Resolution Number 3	Votes cast For(Against) Resolution Number 4	Votes cast For(Against) Resolution Number 5	Votes cast For(Against) Resolution Number 6	Votes cast For(Against) Resolution Number 7	Votes cast For(Against) Resolution Number 8	Votes cast For(Against) Resolution Number 9	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote
20	16229	GAURAV PRAVIN CHORDIA	10	10	10	10	10	10	10	10	10	10	Investor	E-voting	21/09/2016 12:22	Valid
21	16230	NEELAM SAMEER GOYAL	10	10	10	10	10	10	10	10	10	10	Investor	E-voting	21/09/2016 12:19	Valid
22	16232	SAMEER HEMANT KULKARNI	10	10	10	10	10	10	10	10	10	10	Investor	E-voting	21/09/2016 12:24	Valid
23	16233	SAMEER VIRENDRA GOYAL	10	10	10	10	10	10	10	10	10	10	Investor	E-voting	23/09/2016 11:34	Valid
24	16234	SANJOG MANGALCHAND JAIN	10	10	10	10	10	10	10	10	10	10	Investor	E-voting	23/09/2016 11:19	Valid
25	16245	SATISH PESSWANI	5	5	5	5	5	5	5	5	5	5	Investor	E-voting	21/09/2016 12:35	Valid
26	16246	GOVIND SHARMA	10	10	10	10	10	10	10	10	10	10	Investor	E-voting	20/09/2016 11:53	Valid
27	16247	MANOJ NAWLAKHA	5	5	5	5	5	5	5	5	5	5	Investor	E-voting	20/09/2016 11:57	Valid
28	16248	KIRAN DOSHI	10	10	10	10	10	10	10	10	10	10	Investor	E-voting	20/09/2016 11:55	Valid
29	16262	BAPU GAVHANE(*)	5	5	5	5	5	5		5	5	5	Direcor	E-voting	20/09/2016 11:10	Valid
30	16263	TEJASHREE BHALERAO	5	5	5	5	5	5	5	5	5	5	Investor	E-voting	20/09/2016 11:07	Valid
31	338	MANIKLAL CHAMPALAL KANKARIYA	400	400	400	400	400	400	400	400	400	400	Investor	E-voting	21/09/2016 13:02	Valid
32	471	RAVINDRA SAJJANLAL MEHTA	600	600	600	600	600	600	600	600	600	600	Investor	E-voting	21/09/2016 12:41	Valid
33	480	SANJAY BHAGWANDAS BHANDARI	200	200	200	200	200	200	200	200	200	200	Investor	E-voting	21/09/2016 12:54	Valid
34	600	VAISHALI RATANLAL BHANDARI	200	200	200	200	200	200	200	200	200	200	Investor	E-voting	20/09/2016 11:58	Valid
35	IN3002810484533	MANJU VORA	7600	7600	7600	7600	7600	7600	7600	7600	7600	7600	Investor	E-voting	21/09/2016 13:08	Valid
36	IN3002810593746	TARACHAND HARIBHAU DEORAY	145	145	145	145	145	145	145	145	145	145	Investor	E-voting	20/09/2016 11:53	Valid
37	IN3002810593754	SHASIKALA TARACHAND DEORAY	492	492	492	492	492	492	492	492	492	492	Investor	E-voting	20/09/2016 11:45	Valid
38	IN3004508016686	SHEKHAR SHYAMRAO GHATPANDE	10	10	10	10	10	10	10	10	10	10	Investor	E-voting	20/09/2016 09:49	Valid
39	IN3005132119039	BHARAT DHANRAJ BHANDARI	354	354	354	354	354	354	354	354	354	354	Investor	E-voting	20/09/2016 11:50	Valid
40	IN3011271605443	MEENA PRADEEP CHORDIA	195299	195299	195299	195299	195299	195299	195299	195299	195299	195299	Promoter Group	E-voting	20/09/2016 10:17	Valid
41	IN3011271605444	PRADEEP HUKMICHAND CHORDIA(**)	216751	216751	216751	216751	216751	216751	216751		216751	216751	Promoter Group	E-voting	20/09/2016 10:34	Valid
42	IN3013302146418	CHORDIA TECHNOLOGIES (INDIA) LLP	110	110	110	110	110	110	110	110	110	110	Promoter Group	E-voting	21/09/2016 12:39	Valid
43	IN3017741042980	CHORDIA PRAVIN HUKMICHAND	23000	23000	23000	23000	23000	23000	23000	23000	23000	23000	Promoter Group	E-voting	20/09/2016 10:19	Valid
44	IN3017741611498	ANURADHA PRADEEP CHORDIA	477	477	477	477	477	477	477	477	477	477	Promoter Group	E-voting	20/09/2016 10:06	Valid

SHEKHAR GHATPANDE & CO. FCS 1659 CP 782 PUNE COMPANY SECRETARIES

Sr. No.	Member ID/Folio No.	Name of The 1st Named Shareholder	No. of Shares/Votes entitled	Votes cast For(Against) Resolution Number 1	Votes cast For(Against) Resolution Number 2	Votes cast For(Against) Resolution Number 3	Votes cast For(Against) Resolution Number 4	Votes cast For(Against) Resolution Number 5	Votes cast For(Against) Resolution Number 6	Votes cast For(Against) Resolution Number 7	Votes cast For(Against) Resolution Number 8	Votes cast For(Against) Resolution Number 9	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote
45	IN302902498437 43	MEHTA ANKUR MAHENDRA	55200	55200	55200	55200	55200	55200	55200	55200	55200	55200	Investor	E-voting	23/09/2016 11:27	Valid
		SUB TOTAL A	**1742396**	**1742396**	**1742396**	**1742396**	**1742396**	**1742396**	**1742391**	**1511244**	**1742396**	**1742396**				
B. Votes Cast Against through E-Voting			Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil				
		SUB TOTAL B	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil				
C. Votes cast in Favour through Physical Ballot																
46	IN300280101178 60	VIJAYKUMAR KANKALIYA	200	200	200	200	200	200	200	200	200	200	Director	Physical Ballot		Valid
47	14156	VISHNU VAGHLE	100	100	100	100	100	100	100	100	100	100	Investor	Physical Ballot		Valid
48	397	PARSHURAM GANGARAM DHUMAL	141	141	141	141	141	141	141	141	141	141	Investor	Physical Ballot		Valid
		SUB TOTAL C	**441**	**441**	**441**	**441**	**441**	**441**	**441**	**441**	**441**	**441**				
D. Votes cast Against through Physical Ballot																
			Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil						
		SUB TOTAL D	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil				
		TOTAL (A+B+C+D)	1742837	1742837	1742837	1742837	1742837	1742837	1742832	1511685	1742837	1742837				

NOTES: (*) 1. For Resolution at Item No. 6 of the Notice, in respect of Appointment of Mr. Bapu Gavhane as Executive Director, the votes cast by him in favour of Resolution ,for 5 Shares held by him, are not considered, as he being the interested Member.

(**)2. For Resolution at Item No. 7 of the Notice, in respect of Re-appointment of Mr. Pradeep Chordia as Managing Director, the Votes Cast by him in fvour of Resolution , for 2,31,152 shares held by him, are not considered, as he being the interested Member.

For Shekhar Ghatpande & Co.
Company Secretary

Shekhar Ghatpande
Proprietor
Scrutinizer
Membership No. FCS 1659, CP 782

SHEKHAR GHATPANDE & CO. COMPANY SECRETARIES FCS 1659 CP 782 PUNE

1) Ms. Ankita Bhanushali

2) Ms. Poornima Nakhate

Place: Pune
Date & Time: 24th September, 2016 at 5.00 p.m.

SHEKHAR GHATPANDE & CO.
COMPANY SECRETARIES
Flat No. 13, Saraswati Sadan,
Plot No. 93, Rambaug Colony,
Paud Road, Kothrud, PUNE-411 038.
Phone-25435387