

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE BOARD MEETING OF CHORDIA FOOD PRODUCTS LIMITED HELD ON WEDNESDAY, 3RD MAY, 2017 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 11:30 A. M. AND CONCLUDED ON 2:30PM.

SCHEME OF ARRANGEMENT BETWEEN CHORDIA FOOD-PARK AND PROPERTIES LIMITED AND PRAVIN FOODS PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

“RESOLVED THAT the Board of Directors of the Company do hereby approve the Scheme of Arrangement between Chordia Food-Park and Properties Limited and Pravin Foods Private Limited and Chordia Food Products Limited and their respective shareholders as per the provisions of Section 230 to 232 and other relevant provisions of the Companies Act, 2013 and upon the terms and conditions mentioned in the draft Scheme of Arrangement placed before the Board and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT, pursuant to the approval accorded to the Scheme of Arrangement Mr. Pradeep Chordia Managing Director and/or Mr. Babu Gavhane Executive Director be and are hereby severally authorized to prepare and finalize the Scheme of Arrangement and are authorized to sign either physically or electronically affixing digital signature all the company applications, petitions, affidavits, e-forms, and other papers and documents as may be required and necessary in the National Company Law Tribunal for obtaining the sanction to the Scheme of Arrangement together with such modification(s) as may be made by the 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, Mr. Nitin Gutka, Practicing Chartered Accountant and/or Mr. Haresh Shah, Practicing Chartered Accountant be and are hereby jointly or severally authorized to represent the Company and appear before National Company Law Tribunals, the Office of Regional Directors, the Registrar of Companies, Official Liquidators and other Statutory/Appropriate Authorities in matters relating to and/or arising from the Company's Application/Petition as described above.



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 Website: www.chordiafoods.com


Registered Office: 399/400, Sangavi (Shirwal), Tal. Khandala, Dist. Satara-412801
Tel.: 9922990065 CIN : L15995PN1982PLC026173

RESOLVED FURTHER THAT Mr. Nitin Gutka, Practicing Chartered Accountant and/or Mr. Haresh Shah, Practicing Chartered Accountant be and are hereby jointly or severally authorized to present the Applications and Petition, sign and enter the appearance and generally to act for every purpose concerning the aforesaid proceedings and also to do all acts, things and matters necessary, incidental or conducive in furtherance of the aforesaid.”

RESOLVED FURTHER THAT HU Consultancy Private Limited, appointed as Consultants to the Scheme of Arrangement between Chordia Food-Park and Properties Limited and Pravin Foods Private Limited and Chordia Food Products Limited and their respective shareholders, be and are hereby authorized to act on behalf of the Company and represent the Company before the National Company Law Tribunals, the Office of Regional Directors, the Registrar of Companies, Official Liquidators 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 a copy of the aforesaid resolution certified to be true by anyone of the aforesaid authorized signatories 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


Bapu Gavhane
Executive Director & CFO
(DIN: 00386217)



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ANNEXURE -A

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE BOARD MEETING OF CHORDIA FOOD PARK & PROPERTIES LIMITED HELD ON WEDNESDAY 3RD MAY, 2017 AT THE CORPORATE OFFICE OF THE COMPANY AT 48/A PARVATI INDUSTRIAL ESTATE, PUNE SATARA ROAD, PUNE-411037 WHICH WAS COMMENCED AT 3.30 P. M. AND CONCLUDED ON 4.30 P.M.

APPROVAL TO THE SCHEME OF ARRANGEMENT WITH CHORDIA FOOD PRODUCTS LIMITED ALONG WITH PRAVIN FOODS PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

“RESOLVED THAT the Board of Directors of the Company do hereby approve the Scheme of Arrangement with Chordia Food Products Limited along with Pravin Foods Private Limited and their respective shareholders as per the provisions of Section 230 to 232 and other relevant provisions of the Companies Act, 2013 and upon the terms and conditions mentioned in the draft Scheme of Arrangement placed before the Board and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT pursuant to the approval accorded to the Scheme of Arrangement Mr. Pradeep Chordia Director be and is hereby authorized to prepare and finalize the Scheme of Arrangement and is authorized to sign either physically or electronically affixing digital signature on all the company applications, petitions, affidavits, e-forms, and other papers and documents as may be required and necessary in the National Company Law Tribunal for obtaining the sanction to the Scheme of Arrangement together with such modification(s) as may be made by the 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 Mr. Nitin Gutka, Practicing Chartered Accountant and/or Mr. Haresh Shah, Practicing Chartered Accountant be and are hereby jointly or severally authorized to represent the Company and appear before National Company Law Tribunals, the Office of Regional Directors, the Registrar of Companies, Official Liquidators and other Statutory/Appropriate Authorities in matters relating to and/or arising from the Company's Application/Petition as described above.

RESOLVED FURTHER THAT Mr. Nitin Gutka, Practicing Chartered Accountant and/or Mr. Haresh Shah, Practicing Chartered Accountant be and are hereby jointly or severally authorized to present the Applications and Petition, sign and enter the appearance and generally to act for every purpose concerning the aforesaid proceedings and also to do all acts, things and matters necessary, incidental or conducive in furtherance of the aforesaid.”

CHORDIA FOOD-PARK & PROPERTIES LIMITED

Office : 48/A, Parvati Industrial Estate, Opp. Adinath Society, Pune-Satara Road, Pune - 411009, India.
Tel. : 020-24220022 Fax : 020-24215190 Email : chordiaproperty@gmail.com

Registered Office : 395, Sangavi, (Shirwal), Tal. Khandala, Dist. Satara - 412801
Tel. : 02169-245078 Fax : 02169-245079

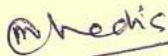




RESOLVED FURTHER THAT HU Consultancy Private Limited, appointed as Consultants to the Scheme of Arrangement with Chordia Food Products Limited along with Pravin Foods Private Limited and their respective shareholders be and are hereby authorized to act on behalf of the Company and represent the Company before the National Company Law Tribunals, the Office of Regional Directors, the Registrar of Companies, Official Liquidators 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 a copy of the aforesaid resolution certified to be true by anyone of the aforesaid authorized signatories 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 Park & Properties Limited



Pradeep Chordia
Director
(DIN:00389681)

CHORDIA FOOD-PARK & PROPERTIES LIMITED

Office : 48/A, Parvati Industrial Estate, Opp. Adinath Society, Pune-Satara Road, Pune - 411009, India.
Tel. : 020-24220022 Fax : 020-24215190 Email : chordiaproperty@gmail.com

Registered Office : 395, Sangavi, (Shirwal), Tal. Khandala, Dist. Satara - 412801
Tel. : 02169-245078 Fax : 02169-245079

ANNEXURE A

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE BOARD MEETING OF PRAVIN FOODS PRIVATE LIMITED HELD ON WEDNESDAY 3RD MAY,2017 AT THE REGISTERED OFFICE OF THE COMPANY AT P.O NO. 55 S, NO. 112 HADAPSAR INDUSTRIAL ESTATE, HADAPSAR, PUNE 411013 WHICH WAS COMMENCED AT 3:30 P.M. AND CONCLUDED ON 4.30 PM.

APPROVAL TO THE SCHEME OF ARRANGEMENT WITH CHORDIA FOOD PRODUCTS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

“RESOLVED THAT the Board of Directors of the Company do hereby approve the Scheme of Arrangement with Chordia Food Products Limited along with Chordia Food-Park and Properties Limited and their respective shareholders as per the provisions of Section 230 to 232 and other relevant provisions of the Companies Act, 2013 and upon the terms and conditions mentioned in the draft Scheme of Arrangement placed before the Board and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT, pursuant to the approval accorded to the Scheme of Arrangement Mr. Rajkumar Chordia Director and/or Mr. Aanand Chordia Director be and are hereby severally authorized to prepare and 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 in the National Company Law Tribunal for obtaining the sanction to the Scheme of Arrangement together with such modification(s) as may be made by the 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, Mr. Nitin Gutka, Practicing Chartered Accountant and/or Mr. Haresh Shah, Practicing Chartered Accountant be and are hereby jointly or severally authorized to represent the Company and appear before National Company Law Tribunals, the Office of Regional Directors, the Registrar of Companies, Official Liquidators and other Statutory/Appropriate Authorities in matters relating to and/or arising from the Company's Application/Petition as described above.

RESOLVED FURTHER THAT, Mr. Nitin Gutka, Practicing Chartered Accountant and/or Mr. Haresh Shah, Practicing Chartered Accountant be and are hereby jointly or severally authorized to present the Applications and Petition, sign and enter the appearance and generally to act for every purpose concerning the aforesaid proceedings and also to do all acts, things and matters necessary, incidental or conducive in furtherance of the aforesaid.”



PRAVIN FOODS PVT. LTD.

55 Hadapsar Industrial Estate, Pune 411 013 Maharashtra (India)

Tel : +91 - 20 - 2687 2095, 2687 8017 Fax : +91 - 20 - 2687 1686

E-mail : pravinmasalewale@vsnl.com Website : www.pravinmasalewale.com

CIN :- U15496PN1989PLC053353

RESOLVED FURTHER THAT HU Consultancy Private Limited, appointed as Consultants for the Scheme of Arrangement with Chordia Food Products Limited along with Chordia Food-Park and Properties Limited and their respective shareholders be and are hereby authorized to act on behalf of the Company and represent the Company before the National Company Law Tribunals, the Office of Regional Directors, the Registrar of Companies, Official Liquidators 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 a copy of the aforesaid resolution certified to be true by anyone of the aforesaid authorized signatories 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 Pravin Foods Private Limited

Rajkumar

Rajkumar Chordia
Director
(DIN: 00058185)

