

BSE Ltd.  
[Bombay Stock Exchange Ltd]  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

CFPL/SEC/BSE/9616/2022-2023  
6<sup>th</sup> July, 2023

By Online Submission & Speed Post

**KIND ATTN: CORPORATE SERVICES DEPARTMENT**

**Subject: - Disclosure of Inter-Se Transfer of Shares between the Promoters/ Promoter's group in accordance with Regulation 10(6) of SEBI (SAST) Regulations, 2011**

Dear Sir/Madam,

Please refer to our earlier Letter No. CFPL/SEC/BSE/9612/2022-2023 dated 23<sup>rd</sup> June, 2023 forwarding thereunder the intimation under Regulation 10(5) of SEBI (SAST) Regulations, 2011 received from Mr. Pradeep Hukmichand Chordia, the Acquirer for acquisition of 22,96,567 (Twenty Two Lakh Ninety Six Thousand Five Hundred Sixty Seven) Equity Shares of the Company by way of Gift from Mr. Rajkumar Hukmichand Chordia and Mrs. Madhubala Rajkumar Chordia forming part of the Promoter Group through Inter-Se Transfer of Shares.

Pursuant to Regulation 30, read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015, read with Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations, 2011] and other applicable provisions if any, we would like to inform you that the Company has received information from Mr. Pradeep Hukmichand Chordia, the Acquirer being part of the Promoter/Promoter Group of Chordia Food Products Limited (hereinafter referred as "The Company") that he has acquired a total of 22,96,567 (Twenty Two Lakh Ninety Six Thousand Five Hundred Sixty Seven) Equity Shares of the Company by way of Gift and has submitted the necessary Delivery Instruction Slips to his Depository Participant the Particulars of which are given below: -

Sr. No	Date of Acquisition/ Date of DIS	Name and Demat Account details of the Transferor/ Donor (Belongs to Promoter group)		Name of the Transferee/ Donee (Belongs to Promoter group)	Number of shares transferred by way of Gift	Percentage to Total Share Capital (%)
		Name of the Transferor/ Donor	Details of Demat Account			
1.	04/07/2023	Mr. Rajkumar Hukmichand Chordia	1201330000760982 Nirmal Bang Securities Private Limited	Mr. Pradeep Hukmichand Chordia	10,43,200	25.90%
2.	04/07/2023	Mr. Rajkumar Hukmichand Chordia	1206290000085036 Way2Wealth Brokers Pvt Ltd	Mr. Pradeep Hukmichand Chordia	5,01,768	12.45%
3.	04/07/2023	Mrs. Madhubala Rajkumar Chordia	1206290000140483 Way2Wealth Brokers Pvt Ltd	Mr. Pradeep Hukmichand Chordia	7,51,599	18.66%
<b>Total:</b>					<b>22,96,567</b>	<b>57.01%</b>

Page 1 of 2

**CHORDIA FOOD PRODUCTS LTD.**

Office:48/A, Parvati Industrial Estate, Opp.Adinath Society, Pune-Satara Road, Pune-411009.  
Tel.: 020-24220022 / 98811 07000 Email:admin@chordia.com

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



Mr. Pradeep Hukmichand Chordia has informed to BSE Ltd., as well as CC to Company that the 5,01,768 Equity Shares and 7,51,599 Equity Shares held by the Transferors in their Depository Participant viz, Way2Wealth Brokers Private Limited have been transferred on 4<sup>th</sup> July, 2023 and are credited to his Demat Account No. IN30021419639069 maintained with Kotak Securities Limited.

The remaining 10,43,200 Equity Shares held by Mr. Rajkumar Hukmichand Chordia, the transferor in Nirmal Bang Securities Private Limited, the Depository Participant have not yet been transferred in the name of Mr. Pradeep Hukmichand Chordia, the Acquirer due to some technical compliances.

Accordingly, he has informed the Company that out of 22,96,567 Equity Shares reported by him under Regulation 10(5) of SEBI (SAST) Regulations, 2015, 12,53,367 (Twelve Lakh Fifty Three Thousand Three Hundred Sixty Seven) Equity Shares of Rs. 10/- each are credited to his Demat Account on 4<sup>th</sup> July, 2023.

This being an inter-se transfer of shares amongst promoter group, the same falls within the exemption [under Regulations 10(1)(a)(ii) and 10(1)(a)(i) provided under SEBI (SAST) Regulations, 2011]. He has also informed that the transfer of Shares are in the nature of gift, hence no consideration was paid.

The aggregate holding of promoter and promoter group before and after the above inter-se transfer remains the same (details individually enclosed as in the Disclosure given under Regulation 10 (6) of SEBI (SAST) Regulations, 2011).

In this connection, necessary disclosure under Regulation 10(6) for the above said acquisition in prescribed format, as submitted by the Acquirer is enclosed herewith for your information and records.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,  
For Chordia Food Products Limited

  
Asha Korde

Company Secretary & Compliance Officer



Encl.: - As Above

# ***Pradeep Hukmichand Chordia***

89 Pranam Vidyasagar Colony,  
Salisbury Park,  
Pune - 410037  
Mobile - 9822551144  
Email: pradeep@chordia.com

To  
BSE Ltd [Bombay Stock Exchange Ltd.]  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**By E-mail and Speed Post**  
6<sup>th</sup> July, 2023


**Kind Atten:- Dept. of Corporate Services**

**Subject:-Report to Stock Exchanges in respect of acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**NAME OF TC: CHORDIA FOOD PRODUCTS LIMITED**  
CIN: L15995PN1982PLC026173  
ISIN: INE975C01011  
Scrip Code: 519475

Dear Sir,

Please refer to my intimation dated 23<sup>rd</sup> June, 2023 in respect of proposed acquisition of 22,96,567 (Twenty Two Lakh Ninety Six Thousand Five Hundred Sixty Seven) Equity Shares of Chordia Food Products Limited, a Company listed on the Exchange from my family members / PAC as an Inter-se Transfers among Promoters/ Relatives. The said Intimation was given to the Exchange on E-mail on 23<sup>rd</sup> June, 2023 and the physical copy of the same was sent by Speed Post to BSE Ltd., on the same day vide IVR No. 6977397466065. The Xerox Copy of Email and the acknowledgement of Speed Post are enclosed herewith as Annexure 1 & 2.





# Pradeep Hukmichand Chordia

89 Pranam Vidyasagar Colony,  
Salisbury Park,  
Pune - 410037  
Mobile - 9822551144  
Email: pradeep@chordia.com

Accordingly I have acquired on 4<sup>th</sup> July, 2023 through Demat mode, as mentioned in the said intimation, 22,96,567 (Twenty Two Lakh Ninety Six Thousand Five Hundred Sixty Seven) Equity Shares of Chordia Food Products Limited, a Company listed on the Exchange and have submitted the necessary Delivery Instruction Slips to my Depository Participant the Particulars of which are given below: -

Sr. No	Date of Acquisition	Name and Demat Account details of the Transferor/Donor (Belongs to Promoter group)		Name of the Transferee/ Donee (Belongs to Promoter group)	Number of shares transferred by way of Gift	Percent age to Total Share Capital (%)
		Name of the Transferor/ Donor	Details of Demat Account			
1.	04/07/2023	Mr. Rajkumar Hukmichand Chordia	1201330000760982 Nirmal Bang Securities Private Limited	Mr. Pradeep Hukmichand Chordia	10,43,200	25.90%
2.	04/07/2023	Mr. Rajkumar Hukmichand Chordia	1206290000085036 Way2Wealth Brokers Pvt Ltd	Mr. Pradeep Hukmichand Chordia	5,01,768	12.45%
3.	04/07/2023	Mrs. Madhubala Rajkumar Chordia	1206290000140483 Way2Wealth Brokers Pvt Ltd	Mr. Pradeep Hukmichand Chordia	7,51,599	18.66%
<b>Total:</b>					<b>22,96,567</b>	<b>57.01%</b>

I further state that the 5,01,768 Equity Shares and 7,51,599 Equity Shares held by the Transferors in their Depository Participant viz, Way2Wealth Brokers Private Limited have been transferred on 4<sup>th</sup> July, 2023 and are credit to my Demat Account No. IN30021419639069 maintained with Kotak Securities Limited.



# **Pradeep Hukmichand Chordia**

89 Pranam Vidyasagar Colony,  
Salisbury Park,  
Pune - 410037  
Mobile - 9822551144  
Email: pradeep@chordia.com

The remaining 10,43,200 Equity Shares held by Mr. Rajkumar Hukmichand Chordia, the transferor in Nirmal Bang Securities Private Limited, the Depository Participant have not yet been transferred in my name due to some technical compliances.

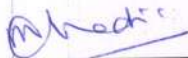
Pursuant to the provisions of Regulation 10 (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011I hereby report to the Exchange about the said acquisition of 12,53,367 (Twelve Lakh Fifty Three Thousand Three Hundred Sixty Seven) Equity Shares of Rs. 10/- each on 4<sup>th</sup> July, 2023, which are credited to my Demat Account.

The remaining 10,43,200 Equity Shares held by Mr. Rajkumar Hukmichand Chordia as and when credited to my account would be reported within 2 (Two) Working days from the date of Credited to my account.

The relevant information as per the format prescribed by SEBI, is enclosed herewith duly completed and signed.

Please take note of the same and do the needful.

Thanking you,



Pradeep Hukmichand Chordia

Encl.:- As Above



**Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	<b>Chordia Food Products Limited</b> CIN: L15995PN1982PLC026173 ISIN: INE975C01011 Scrip Code: 519475
2.	Name of the acquirer(s)	Mr. Pradeep Hukmichand Chordia
3.	Name of the stock exchange where shares of the TC are listed	The Equity Shares of TC are listed only on BSE Ltd.
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	<p>Chordia Family is having two (2) Companies viz., Chordia Food Products Limited and Aveer Foods Limited. The Equity Shares of Chordia Food Products Limited are Listed on BSE Limited since 28<sup>th</sup> September, 1994 and the Company was engaged in two Business Segments viz., Food Division and Food-Infra Division. Aveer Foods Limited was established on 11<sup>th</sup> April, 2019 mainly for undertaking the Food Business. Aveer Foods Limited was 100% Subsidiary of Chordia Food Products Limited.</p> <p>Thereafter, it was proposed to demerge the Food Division/Business of Chordia Food Products Limited (Demerged Company) into Aveer Foods Limited (Resulting Company) and to continue with Food-Infra division and other Food Business in Chordia Food Products Limited.</p> <p>Accordingly, the Scheme of Demerger under Section 230 to 232 of the Companies Act, 2013 was filed with the Hon'ble NCLT and the Hon'ble NCLT has approved the said Scheme.</p> <p>As per the said Scheme, the Equity Shares of Aveer Foods Limited were allotted to the then Shareholders of Chordia Food Products Limited (TC) in the ratio of One (1) Equity Share of Rs. 10/- each fully paid up for every One (1) Equity Share of Rs. 10/- each fully paid up held in TC on the Record Date.</p> <p>As per Clause No. 9.10 of the Scheme, in order to achieve focused management of Demerged Company (TC) and the Resulting Company, it was applied to the Hon'ble NCLT for realignment of the Shareholding in both the Companies so that in Aveer Foods Limited, the Shareholding of PHC Group is not more than 5% and the shareholding of RHC Group in the Demerged Company i.e. TC is Nil. The PHC Group and RHC Group were already defined in the Scheme approved by Hon'ble NCLT.</p> <p>The Scheme of Demerger along with this Clause has been approved by Hon'ble NCLT and the said effect has to be completed within Twelve (12) months from the listing of equity shares of Resulting Company i.e. Aveer Foods Limited.</p> <p>Accordingly, the Acquirer hereof has acquired 22,96,567 (Twenty Two Lakh Ninety Six Thousand Five Hundred Sixty Seven) Equity Shares and the said Shares are acquired by way</p>

*M. Hedi*



		<p>of gift so that the Shareholding of RHC Group in TC reduces to Nil which is in compliance with the aforesaid Clause 9.10 of the Scheme of Demerger duly approved by Hon'ble NCLT. <i>(Extract of Clause 9.10 of the Scheme is enclosed herewith).</i></p> <p>Accordingly I have acquired on 4<sup>th</sup> July, 2023 through Demat mode, as mentioned in the said intimation, 22,96,567 (Twenty Two Lakh Ninety Six Thousand Five Hundred Sixty Seven) Equity Shares of Chordia Food Products Limited, a Company listed on the Exchange and have submitted the necessary Delivery Instruction Slips to my Depository Participant.</p> <p>I further state that the 5,01,768 Equity Shares and 7,51,599 Equity Shares held by the Transferors in their Depository Participant viz, Way2Wealth Brokers Private Limited have been transferred on 4<sup>th</sup> July, 2023 and are credit to my Demat Account No. IN30021419639069 maintained with Kotak Securities Limited. A copy of Demat Statement downloaded as on 5<sup>th</sup> July, 2023 is enclosed herewith for your ready reference.</p> <p>The remaining 10,43,200 Equity Shares held by Mr. Rajkumar Hukmichand Chordia, the transferor in Nirmal Bang Securities Private Limited, the Depository Participant have not yet been transferred in my name due to some technical compliances.</p> <p>Pursuant to the provisions of Regulation 10 (6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 I hereby report to the Exchange about the said acquisition of 12,53,367 (Twelve Lakh Fifty Three Thousand Three Hundred Sixty Seven) Equity Shares of Rs. 10/- each on 4th July, 2023, which are credited to my Demat Account.</p> <p>The remaining 10,43,200 Equity Shares held by Mr. Rajkumar Hukmichand Chordia as and when credited to my account and intimated to BSE Ltd. under Regulation 10(5) of SEBI (SAST) Regulations, 2011 would be reported within 2 (Two) Working days from the date of Credit to my account.</p>
5.	Relevant regulation under which the acquirer is exempted from making open offer.	<p>Mr. Pradeep Hukmichand Chordia is exempt from making an open offer under Regulation 10 (1) (a) (i) &amp; (ii) as the transfer is being made between immediate relatives i.e. between two real brothers and between Brother-in-Law and Sister in Law respectively.</p> <p>I Pradeep Hukmichand Chordia, the Acquirer am named as the Promoter in the Shareholding pattern filed by TC under Regulation 31 of the SEBI Listing Regulations, 2015.</p> <p>I along with other Shareholders have been named as Promoters / Promoter group/ PAC in Chordia Food Products Limited (TC) since long</p>




		which is for more than three years prior to the proposed acquisition	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	<p>Yes.</p> <p>Disclosure of proposed acquisition was made to BSE Ltd., by way of E-mail on Friday, 23<sup>rd</sup> June, 2023. The Original signed copy of the same was sent through Speed Post to BSE Ltd., on the same day vide IVR No. 6977397466065. The copy of the said intimation was also given to TC i.e. Chordia Food Products Limited on 23<sup>rd</sup> June, 2023.</p> <p>I have also been informed that TC i.e. Chordia Food Products Limited has also intimated to the Stock Exchange about the same vide its Letter No. CFPL/SEC/BSE/ 9612/2022-2023 dated 23<sup>rd</sup> June, 2023. The same was submitted through BSE Listing Portal and the physical copy of the same was sent through Speed Post on 23<sup>rd</sup> June, 2023 to the Exchange vide IVR No. 6977397466051.</p> <p>The same was made within the timeline specified under the regulations.</p>	
7.	Details of acquisition	<b>Disclosures required to be made under Regulation 10(5)</b>	<b>Whether the disclosures under Regulation 10(5) are actually made</b>
	a. Name of the transferor / seller		
	1) Mr. Rajkumar Hukmichand Chordia	Yes, it was required to be disclosed.	Yes, Disclosure under Regulation 10(5) was actually made to BSE Ltd., on 23/06/2023.
	2) Mrs. Madhubala Rajkumar Chordia	Yes it was required to be disclosed.	Yes, Disclosure under Regulation 10(5) was actually made to BSE Ltd., on 23/06/2023.
	b. Date of acquisition	On or after 03/07/2023 (Proposed)	04/07/2023 (Actual)
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above		
	1) Mr. Rajkumar Hukmichand Chordia	15,44,968	5,01,768(*)
	2) Mrs. Madhubala Rajkumar Chordia	7,51,599	7,51,599
	<b>Total:</b>	<b>22,96,567</b>	<b>12,53,367(*)</b>
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	No. of Shares – 22,96,567 57.01% of the Capital of TC	No. of Shares – 12,53,367 i.e. 31.11% of the Capital of TC (*)
	e. Price at which shares are proposed to be acquired / actually acquired	Nil (Acquisition is by way of Gift)	Nil (Acquisition is by way of Gift)

*M. Hechi*



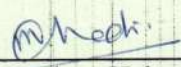


8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a. Each Acquirer / Transferee				
	1) Mr. Pradeep Hukmichand Chordia	3,74,968	9.31%	26,71,535 (**)	66.32%
	<b>Total</b>	<b>3,74,968</b>	<b>9.31%</b>	<b>26,71,535</b>	<b>66.32%</b>
	Shareholding of each entity is attached separately(***)				
	b. Each Seller / Transferor				
	1) Mr. Rajkumar Hukmichand Chordia	15,44,968 (**)	38.35%	Nil (**)	Nil
	2) Mrs. Madhubala Rajkumar Chordia	7,51,599	18.66%	Nil	Nil
	<b>Total:</b>	<b>22,96,567</b>	<b>57.01%</b>	<b>Nil</b>	<b>Nil</b>
	Shareholding of each entity is attached separately(***)				

**Note:**

- (\*) Out of 22,96,567 Equity Shares acquired and for which Delivery Instruction Slips have been deposited with respective Depository Participants, 12,53,367 Equity Shares have been transferred to my Demat account and 10,43,200 Equity Shares are pending to be transferred to my Demat account due to technical compliances.
- (\*\*) The said shares are including the 10,43,200 Equity Shares which are pending to be transferred to my Demat Account due to technical compliances and the Depository Participant has confirmed that the same would be credited on late evening of 6<sup>th</sup> July, 2023 or on 7<sup>th</sup> July, 2023 positively.
- (\*\*\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Place: Pune  
Date: 6<sup>th</sup> July, 2023

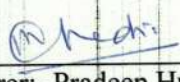
Signature:-   
Name of the Acquirer:- Pradeep Hukmichand Chordia



**Annexure to Item No – 8 above  
Shareholding details Pre and Post Transaction.**

Sr. No	Name of the Shareholders	Before the Transaction		No. of Shares acquired/ (transferred)	After the Transaction	
		No. of shares/ voting rights	% w.r.t total share capital of TC		No. of shares/ voting rights	% w.r.t total share capital of TC
<b>A)</b>	<b>Acquirer</b>					
1)	Mr. Pradeep Hukmichand Chordia	3,74,968	9.31%	22,96,567	26,71,535	66.32%
	<b>Sub Total (A):</b>	<b>3,74,968</b>	<b>9.31%</b>	<b>22,96,567</b>	<b>26,71,535</b>	<b>66.32%</b>
<b>B)</b>	<b>PACs (Other than Sellers)</b>					
2)	Mrs. Meena Pradeep Chordia	2,19,941	5.46%	-	2,19,941	5.46%
3)	Mrs. Namita Kushal Pittie	19	0.04%	-	19	0.04%
4)	Ms. Anuradha Pradeep Chordia	486		-	486	
5)	Mrs. Neelam Sameer Goyal	27		-	27	
6)	Chordia Technologies (India) LLP	969		-	969	
7)	Dr. Pravin Hukmichand Chordia	20,908	0.52%	-	20,908	0.52%
	<b>Sub Total (B):</b>	<b>2,42,350</b>	<b>6.02%</b>	<b>-</b>	<b>2,42,350</b>	<b>6.02%</b>
	<b>TOTAL (A+B) :-</b>	<b>6,17,318</b>	<b>15.33%</b>	<b>22,96,567</b>	<b>29,13,885</b>	<b>72.34%</b>
<b>C)</b>	<b>Sellers</b>					
8)	Mr. Rajkumar Hukmichand Chordia	15,44,968	38.35%	(15,44,968)	-	-
9)	Mrs. Madhubala Rajkumar Chordia	7,51,599	18.66%	(7,51,599)	-	-
	<b>TOTAL (C) :-</b>	<b>22,96,567</b>	<b>57.01%</b>	<b>(22,96,567)</b>	<b>-</b>	<b>-</b>
	<b>GRAND TOTAL (A + B + C) :-</b>	<b>29,13,885</b>	<b>72.34%</b>	<b>-</b>	<b>29,13,885</b>	<b>72.34%</b>

Place - Pune  
Date - 6<sup>th</sup> July, 2023

Signature :-   
Name of the Acquirer:- Pradeep Hukmichand Chordia





**STATEMENT OF TRANSACTION  
CUM HOLDING VALUATION**

Print Date : 05 Jul 2023 12:07:01

**Kotak Securities Ltd [IN300214]**

8th Flr. Kotak Tower, Bldg No 21, Infinity Park, Off Western Express Highway  
General AK Vaidya Marg, Malad (E), Mumbai - 400 097, Tel.: 42858082/42858083

Transaction information available upto : 05/07/2023 Valuation as on : 04/07/2023  
Transaction From : 04/07/2023 To 04/07/2023

Branch	CAT II	Beneficiary Type	Resident - Ordinary
Client ID	19639069	Client Category	Non House Beneficiary
Name	PRADEEP HUKMICHAND CHORDIA	Status	Active
Address	89 PRANAM VIDHYASAGAR COLONY SALISBURY PARK PUNE MAHARASHTRA		
Pin Code	411037		

Txn. Date	Txn. No.	Description	Quantity	Balance
ISIN	INE975C01011	CHORDIA FOOD PRODUCTS LIMITED EQ		
Beneficiary			Opening Balance	0.000
04/07/2023	81000002045251	BY Inter Depository transfer CDS / 1206290000140483	751599.000 CR	751599.000
04/07/2023	81000002045319	BY Inter Depository transfer CDS / 1206290000085036	501768.000 CR	1253367.000
Valuation			132042213.45	Closing Balance 1253367.000

No Transactions recorded for the following ISINs during 04/07/2023 and 04/07/2023 And closing balances as of 04/07/2023 are as follows

ISIN	Company Name	Account Type	Balance	Valuation
INE028A01039	BANK OF BARODA EQ NEW FV RS. 2/-	Beneficiary	1000.000	202350.00
Total Valuation				132244563.45

**Disclaimer:**

The Holding statement of your captioned demat account with the market rates and the market value of each scrip in your account. Please note that the market rates are as on 04/07/2023 and are provided by National Securities Depository Ltd. The market rates and the portfolio value given in the statement of Holding are for information without any liabilities on the part of 'Kotak Securities Ltd'.

Any discrepancy in the statement should be brought to the notice of 'Kotak Securities Ltd' within one month from the date of the statement.

\*\*\* End of Report \*\*\*





9.8 The Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of equity shares by the Resulting Company to the non-resident equity shareholders of the Demerged Company. The Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable the Resulting Company to issue and allot equity shares to the non-resident equity shareholders of the Demerged Company.

9.9 The issue and allotment of Equity Shares of the Resulting Company to the shareholders of the Demerged Company as provided in the Scheme as an integral part thereof, shall be deemed to be made in compliance with the procedure laid down under the provisions of this Act.

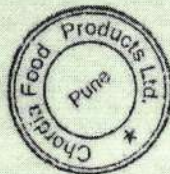
9.10 In order to achieve objectives of focused management for the Demerged Company and Resulting Company which is an integral objective of the scheme, within 12 (Twelve) months from the listing of equity shares of Resulting Company, there shall be realignment of Shareholding between RHC Promoter group & PHC Promoter group such that: (a) PHC Promoter group



For CHORDA FOOD PRODUCTS LTD.

*[Signature]*

Authorised Signatory



24

For AVEER FOODS LIMITED



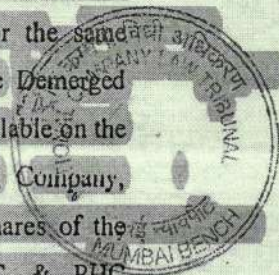
*[Signature]*

DIRECTOR



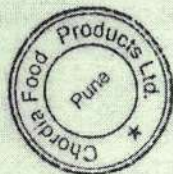


will transfer in one or more tranches, on stock exchange or otherwise, such number of equity shares so that their total shareholding in Resulting Company post-transfer will not exceed 5% of the total paid-up share capital of the Resulting Company post-demergers to RHC Promoter group; and (b) the RHC Promoter group shall transfer in one or more tranches, on stock exchange or otherwise, all equity shares of Demerged Company to PHC Promoter group. It is clarified that transfer of equity shares of both the Demerged Company and the Resulting Company and the consequent change in management and control of respective companies shall be an integral part of the Scheme. Such transfer and change in control being exempt under Regulation 10 of the Takeover Code shall not trigger the open offer requirements in the Demerged Company and/or Resulting Company under Regulation 3 or Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011. For the purpose of availing exemption under Regulation 10 of the Takeover Code, the promoters of Demerged Company shall be deemed to have been the promoters of the Resulting Company for the same duration they have been promoters of the Demerged Company and this recognition shall be available on the listing of equity shares of the Resulting Company, statutory exemption for the transfer of shares of the Resulting Company amongst the RHC & PHC



For CHORDIA FOOD PRODUCTS LTD.

5 / [Signature] / Authorised Signatory



25 For AVEER FOODS



[Signature] / DIRECTOR





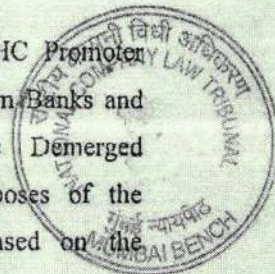
Promoter group shall be deemed to be available to RHC & PHC Promoter group under the Takeover Code.

9.11 The proposed transfer will neither change the total shareholding/ voting rights of the promoter groups of the Demerged Company nor it will affect or prejudice the interest of the public shareholders in any way.

9.12 Post transfer of shares between PHC & RHC Promoter group, as mentioned in clause no. 9.10 above, RHC Promoter group shall cease to be the part of promoters/ promoter group of the Demerged Company and PHC Promoter group shall be ceased to be the part of promoters/promoter group of the Resulting Company.

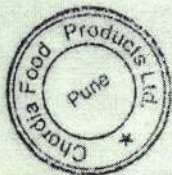
9.13 The Demerged Company and the Resulting Company shall be managed and controlled by their respective shareholders i.e. the Resulting Company shall be under the exclusive management and control of the RHC Promoter group and the Demerged Company shall be under the exclusive management and control of the PHC Promoter group. The Resulting Company and the Demerged Company shall reconstitute their respective Board of Directors.

9.14 Personal guarantee if any given by PHC Promoter Group for the loan facilities availed from Banks and other institutions pertaining to the Demerged Undertaking and utilized for the purposes of the Demerged Undertaking shall be released on the



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*[Signature]*  
Authorised Signatory



26 For AVEER FOODS LIMITED



*[Signature]*  
DIRECTOR

