

**35<sup>th</sup>**  
**Annual Report**  
**2016-2017**



*Swad - Har Ghar, Har Pal*

**Chordia Food Products Ltd.**

**CHORDIA FOOD PRODUCTS LTD.**

[CIN: L15995PN1982PLC026173]

**THIRTY FIFTH ANNUAL REPORT 2016-2017****BOARD OF DIRECTORS**

<b>Name of the Director</b>	<b>Designation</b>	<b>DIN</b>
Mr. Hukmichand S. Chordia	Chairman	00389587
Mr. Pradeep H. Chordia	Managing Director	00389681
Mr. Vijaykumar Kankaliya	Independent Director	06669157
Mrs. Gargi Sharma (upto 11 <sup>th</sup> August 2017)	Woman Independent Director	07179465
Dr. Ajit Mandlecha	Independent Director	06822184
Mr. Bapu Gavhane	Whole Time Director & CFO	00386217
Mrs. Zalak Shah (w.e.f. 11 <sup>th</sup> August 2017)	Woman Independent Director	07903924

**COMPANY SECRETARY**

Ms. Tejashree Bhalerao

**AUDITORS**

M/s Sunil Shah, Chartered Accountants

**BANKERS**Corporation Bank  
Camp Branch, Pune.**REGISTRAR AND SHARE TRANSFER AGENT**Satellite Corporate Services Pvt. Ltd  
B- 302, Sony Apartments,  
Opp. St. Jude High School,  
Off. Andheri Kurla Road, Jarimari Sakinaka,  
Mumbai 400072.**REGISTERED OFFICE & FACTORY**Plot No. 399 & 400, S. No. 398,  
Village Sangavi, Shirwal,  
Tal- Khandala,  
Dist- Satara-412801

<b>Information for Shareholders 35<sup>th</sup> Annual General Meeting</b>		<b>Contents</b>	<b>Page No.</b>
Date	Wednesday, 27 <sup>th</sup> September, 2017	Notice	3
Time	11.30 A.M.	Director's Report & Annexure	12
Venue	Plot No. 399 & 400, S. No. 398, Village Sangavi, Shirwal, Tal- Khandala, Dist- Satara-412801	Report on Corporate Governance	25
		Auditor's Report	31
		Balance Sheet	34
Date of Book Closure	Thursday, 21 <sup>st</sup> September, 2017 to Wednesday 27 <sup>th</sup> September, 2017 (both days inclusive)	Profit and Loss Account	35
		Cash Flow Statement	36
		Notes to Account	37

## NOTICE

NOTICE is hereby given that 35<sup>th</sup> Annual General Meeting of the Shareholders of Chordia Food Products Limited will be held on Wednesday, 27<sup>th</sup> September, 2017 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 31<sup>st</sup> March, 2017 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 recommendation of Audit Committee and Board of Directors, Bharat Shah and Associates, Chartered Accountants having Membership No. -110878 and FRN 122100W, be and is hereby appointed as the Statutory Auditors of the Company, in place of Sunil Shah & Co. Chartered Accountants having Membership No. 37483 whose tenure expires at the ensuing Annual General Meeting, to hold office from the conclusion of this Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022 subject to ratification by members at every Annual General Meeting, on such remuneration as shall be determined and fixed by the Board of Directors of the Company in consultation with the Auditors of the Company".

### 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, read with Schedule IV of the Companies Act, 2013 (the Act) and pursuant to provisions of Companies (Appointment and Qualification of Directors) Rules 2014, made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, Mrs. Zalak Neil Shah (DIN:- 0007903924) who was appointed as an Additional Director of the Company, by the Board of Directors w.e.f. 11<sup>th</sup> August, 2017 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 Women Independent Director and who has submitted a declaration that she 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 her candidature for the office of Independent Director, be and is hereby appointed as an Independent Woman Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years i.e. up to 10<sup>th</sup> August, 2022."
- 5) To consider and if thought fit, to pass with or without modification, the following Resolution as the **Special 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 period of 2 years w.e.f 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September, 2019 on the following terms and conditions:-

#### I) Salary and Allowances:-

- i Salary : Rs. 2,00,000/- per month (Rupees Two Lacs only)
- ii) House Rent Allowance : Rs. 50,000/- per month (Rupees Fifty thousand 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 Rs. 25,000/- per month, which shall inter alia comprise the following:-

- i. Reimbursement of Medical Expenses incurred on self and Family to the extent of Rs. 5,000/- per month.
- ii. 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 Rs. 20,000/- per month.
- iii. Leave at the rate of 30 Days per calendar Year of Service.
- iv. 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 Rs. 25,000/- 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 there under 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."

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

RESOLVED THAT in partial modification of the Special Resolution passed in 33<sup>rd</sup> Annual General Meeting held on 26<sup>th</sup> September, 2015 and pursuant to the provisions of Section 188 and any other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Company be and is hereby accorded to revise the estimated Annual Value to Rs. 20/- Crs, of transaction/s of purchase/sale of goods/ transfer/Assign whether of Raw Material, Goods in process, Finished Goods, Packing Material or otherwise, and providing of any services to each other with Kamal Industries the Partnership Firm in which the Directors of the Company are interested and concerned, for the period of two (2) Financial Years i.e. 2017-2018 and 2018-2019 and on such terms and conditions as may be mutually agreed upon by and between the said Kamal Industries and the Board of Directors of the Company, keeping the approved limits for other Related Parties unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this Resolution."

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

**Hukmichand S. Chordia**  
Chairman  
[DIN: 00389587]

Place: - Pune  
Date: - 11<sup>th</sup> August, 2017

**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 6 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 Thursday 21<sup>st</sup> September, 2017 to Wednesday 27<sup>th</sup> September, 2017. (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 Authorized Representative to attend and vote at the Meeting are requested to ensure that the Authorized Representative carries a duly certified true copy of the Board Resolution, Power of Attorney or such other valid authorization, authorizing 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: 170828085]**

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) 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 170828085**

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 Tuesday , 26<sup>th</sup> September 2017 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 Saturday, 23<sup>rd</sup> September, 2017 and ends at 5.00 p.m. (Ending Time) on Tuesday 26<sup>th</sup> September 2017.

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

- i) The voting period begins from 9.00 a.m. (Starting Time) on Saturday, 23<sup>rd</sup> September 2017 and ends at 5.00 p.m. (Ending Time) on Tuesday 26<sup>th</sup> September, 2017. During this period Shareholders' of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date, Wednesday, 20<sup>th</sup> September, 2017, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>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.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>

- 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 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. FCS 1659 and CP No. 782 ) at the registered/ Corporate Office of the Company not later than Tuesday, 26<sup>th</sup> September, 2017.
- 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 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, CP No. 782) has been appointed as the Scrutinizer to scrutinize E-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 scrutinizers report of the total votes cast in favor 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](http://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](mailto:cs.cfpl@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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, Tuesday 26<sup>th</sup> September, 2017.

**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 Wednesday, 20<sup>th</sup> September, 2017.

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.

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**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 11<sup>th</sup> August, 2017.

**Item No. 4**

Mrs. Zalak Shah [DIN:- 0007903924] was appointed as an Additional Director of the Company, in the category of Independent Woman Director, by the Board of Directors in its meeting held on 11<sup>th</sup> August, 2017 pursuant to the provisions of Section 161 and 149 (1) of the Companies Act, 2013 and Articles of Association of the Company. She 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 her as an Independent Woman Director of the Company.

The Company has received a declaration in writing from Mrs. Zalak Shah that she meets the criteria of Independence as provided in Sub Section (6) of Section 149 of the Act.

In the opinion of the Board she fulfills the conditions specified in the Act and Rules framed there under for appointment as Independent Director and she is an Independent of the Management. The Board also considers that her 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 her 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) the Listing Regulation, the Brief Resume of Mrs. Zalak Shah, Nature of her Expertise in specific functional areas, name of the Listed Companies in which she holds Directorship and membership of the Committees of the Board, etc., are separately annexed hereto as Annexure A.

Except Mrs. Zalak Shah herself, 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**

Mr. Pradeep Chordia was reappointed as the Managing Director of the Company by the Shareholders in their 34<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2016 for a period of one year w.e.f. 1<sup>st</sup> October, 2016. As such his term of appointment as the Managing Director of the Company is due to expire on 30<sup>th</sup> September, 2017.

Mr. Pradeep Chordia has successfully shouldered the responsibilities as the Managing Director 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 Hukmichand 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 11<sup>th</sup> August, 2017 approving re-appointment of Mr. Pradeep Hukmichand Chordia, as Managing Director of the Company for a further period of two years with effect from 1<sup>st</sup> October, 2017 to 30<sup>th</sup> September, 2019. 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.

Pursuant to the Disclosure Requirements under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulation, 2015, (the 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, 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. 5.

The following additional Information as required under Schedule V of Companies Act, 2013 is given below:

#### **I. GENERAL INFORMATION:**

1) Nature of Industry:

The Company is engaged in the business of manufacturing of Pickles, Chutney, Masalas, Mixtures, Vinegars, Ketchups, Juices, Squashes and other Eatables.

2) Date or expected date of commencement of commercial production: The Company is engaged in this line of business since its incorporation in 1982.

3) In case of new company expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not applicable.

4) Financial Performance based on given indicators:-

Particulars	Current year 2016-17	Previous year 2015-16
Sales & Other Income	51,94,23,465	42,11,36,650
Expenses other than Depreciation & Interest	49,97,60,772	38,72,60,839
Profit before Depreciation & Interest	1,96,62,693	3,38,75,811
Less:- Depreciation	1,28,95,000	1,16,93,000
Interest/Finance cost	1,39,90,830	1,45,05,016
Profit before exceptional Item	(72,23,137)	76,77,795
Add; Exceptional Items	-	-
Add: Extra Ordinary Item of Income	-	-
Profit before Tax	(72,23,137)	76,77,795
Less: Provision for Taxation	-	25,00,000
Profit after Taxation for the Year	(72,23,137)	51,77,795

5) Foreign investments and Collaborations:

The Company has not made any Foreign investments and neither entered into any Foreign collaborations during the last year.

#### **II) INFORMATION ABOUT THE APPOINTEE:-**

1) Background details:

Mr. Pradeep Hukmichand Chordia is the son of Mr. Hukmichand Chordia, Chairman of the Company. He is Managing Director of the Company since 1989 and he 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.

2) Past Remuneration:

During the Financial year ended 31<sup>st</sup> March, 2016 remuneration paid to Mr. Pradeep Chordia was same as now suggested at Rs. 33,00,000/-p.a.

3) Recognition or Awards:

He has received the following awards:-

- best student award 1983 by Association of Food Scientist Technologist (India) on all India basis.
- Top ten businessmen Industrialist by Jr Chamber of India.



**4) Job Profile & Suitability:-**

He has completed M.Sc in Food Technology and has obtained a post Graduation in Harvest Technology from university of California. He has almost more than 30 years of vast experience in Food Business with all varied area. He has implemented Food Park and Industrial Integrated Development Project in Maharashtra.

He is also member of Board of the other following entities:

- Chordia Food Park & Properties Limited
- Chordia Technologies (India) LLP- Patner.
- Western Agri Food Park Private Limited.
- Kamal Schemes Private Limited

Apart from the commercial perspective, his active and social nature drives him to involve in various social bodies.

He has held renowned positions in past as follows:-

- Vice president- All India Food Processors Association
- Chairman- Maratha Chamber of Commerce Industries and Agriculture
- President (Pune Chapter) - Association of Food Scientists & Technologists India.
- Advisory Committee member of Food safety Authority of India.

Currently he is a Managing Trustee of Indo Swiss Vocational Training Trust.

**5) Remuneration proposed:-**

Rs. 2,75,000/- per month payable and other perquisites, allowances and benefits as set out above.

**6) Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Taking in to consideration size of the Company, the profile, skills, expertise & responsibilities shouldered by Mr. Pradeep Chordia the remuneration proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other Companies.

**7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel if any:**

Besides the remuneration proposed to be paid to Mr. Pradeep Chordia he does not have any pecuniary relationship with the Company.

Mr. Pradeep Chordia is a son of Hukmichand Chordia, Chairman of the Company.

**III.) OTHER INFORMATION:-**

- 1) Reasons of loss or inadequate profit:-
- 2) Steps taken or proposed to be taken for improvement:
- 3) Expected increase in productivity and profits in measurable terms:-

The Company so far was earning reasonable profits and the remuneration paid to the Managing Director was within the limit.

Considering the present scenario in the industry, the big players entering this market, the Company during the financial year 2016-17 has totally revamped its Marketing strategies, so as to benefit the Company in the years to come. As a result of this, the Company has incurred the loss during the financial year. However this is temporary phase and the Company shall start earning reasonable profits in the near future.

**IV) DISCLOSURES:-**

The information and Disclosure of the remuneration package of the managerial personnel have been mentioned in the Annual Report under the heading of Corporate Governance Report, for the year ended 31<sup>st</sup> March, 2017.

**Item No. 6**

Pursuant to the provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed there under the Related Party Transactions were approved by the Shareholders in the Annual General Meeting held on 26<sup>th</sup> September, 2015 for all the Related Parties up to certain limits.

Considering the current business scenario it is expected that the estimated amount of contracts to be executed with Kamal Industries the Partnership Firm in which the Directors of the Company are interested and concerned, is likely to be exceeded from the present limit prescribed and hence it is proposed to revise the same to Rs. 20/- crs.

Accordingly the Resolution at Item No. 6 of the Notice is recommended for the approval of shareholders.

The Board recommends the Resolution for approval by the Members.

Mr. Hukmichand Chordia and Mr. Pradeep Chordia, the Directors of Chordia Family are interested and concerned in passing of the said Resolution. None of the other Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in this resolution.

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

Place: - Pune  
Date: - 11<sup>th</sup> August, 2017

**Hukmichand S. Chordia**  
Chairman  
[DIN: 00389587]

**Annexure A**

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

<b>Name of the Director</b>	<b>Mr. Hukmichand Chordia</b>	<b>Mr. Pradeep Chordia</b>	<b>Mrs. Zalak Shah</b>
DIN	00389587	00389681	0007903924
Date Of Birth	12 <sup>th</sup> November, 1930	1 <sup>st</sup> December, 1960	23 <sup>rd</sup> February, 1993
Date of Appointment	29 <sup>th</sup> January, 2000	1 <sup>st</sup> June, 1989	11 <sup>th</sup> August, 2017
Relationship with Directors	Relative (Father) of Mr. Pradeep Chordia Managing Director	Relative (Son) of Mr. Hukmichand Chordia Chairman of the Company	-
Qualifications	Under Graduate	B.Sc. (Agri) and M.Sc. (Food Tech)	B.com. ACA.
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 H. 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.	Mrs. Zalak Shah has completed her Bachelors degree in Commerce from Gujarat University and she is Practicing Chartered accountant by profession.
Name of the Listed Companies in which he holds Directorship, and Membership of the Committees of the Board as on 31/03/2017	Nil	Nil	Nil
No. of Shares held in the Company as on 31/03/2017	100	2,31,152	Nil