

SHAH FOODS LIMITED

CHHATRAL, KALOL-MEHSANA HIGHWAY, TALUKA KALOL, GANDHINAGAR, Gujarat, India, 382729
CIN L15419GJ1982PLC005071

Mail ID : shahfoods.ahmedabad@gmail.com

NOTICE is hereby given that Extra-ordinary General Meeting (EOGM) of the Members of **SHAH FOODS LIMITED** will be held on **THURSDAY, the 22ND Day of FEBRUARY, 2024 at 12:00 noon** (IST) at through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact, with or without modification, as may be permissible, the following businesses at 301, SARTHIK SQUARE, NR. SHAPATH – 3, S.G. HIGHWAY, BODAKDEV, AHMEDABAD – 380054, GUJARAT, INDIA shall be deemed as the venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business::

1. To borrow in excess of the limits provided under section 180 (1)(c) of the Companies Act, 2013

To consider and if thought fit to pass with or without modification(s) the following resolution **as a Special Resolution.**

“**RESOLVED THAT** in supersession of all the earlier resolution(s) passed by the Members at the Annual/Extraordinary General Meeting(s) and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and such other laws, rules as may be applicable from time to time, the Company do borrow such sum or sums of money in any manner from time to time with or without security and upon such terms and conditions as the Board may deem fit and expedient for the purpose of the business of the Company, notwithstanding, that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate, for the time being, the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount borrowed / to be borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any time shall not exceed Rs.50 Crore (Rupees Fifty Crore Only).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual expedient to give effect to the aforesaid resolution.”

2. To mortgage / create charge on the assets of the Company as a security towards borrowings

To consider and if thought fit to pass with or without modification(s) the following resolution **as a Special Resolution.**

“**RESOLVED THAT** in supersession of all the earlier resolution(s) passed by the Members at the Annual/Extraordinary General Meeting(s) and pursuant to Section 180 (1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and such other laws, rules, the consent of the Members be and is hereby granted to the Board of Directors of the Company to create such security, mortgages, charges and hypothecation as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, to secure rupee term loans / foreign currency loans, debentures, bonds and other instruments together with interest thereon at the agreed rates, further interest, liquidated

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damages, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered into/to be entered into by the Company in respect of the borrowings such that the outstanding amount of debt at any point of time does not exceed Rs. 50 Crore (Rupees Fifty Crore Only).

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds, things as may be necessary, usual expedient to give effect to the aforesaid resolution.”

3. To appoint Mr. ADVAIT SATYAVIKAS JOSHI as an Independent Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of Company, and on the basis of the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, **Mr. ADVAIT SATYAVIKAS JOSHI (DIN: 07637069)**, being eligible and fulfilling the criteria of independence as provided in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from January 18, 2024 to January 17, 2029, not liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, **Mr. ADVAIT SATYAVIKAS JOSHI** be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

“RESOLVED FURTHER THAT any one of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to liaise with, to do all acts, deeds and things as may be necessary, usual and expedient to give effect to the aforesaid resolution.”

4. To appoint Mr. RAJESH CHINUBHAI SUTARIA as an Independent Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI

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(Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of Company, and on the basis of the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, **Mr. RAJESH CHINUBHAI SUTARIA (DIN: 02102686)**, being eligible and fulfilling the criteria of independence as provided in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from January 18, 2024 to January 17, 2029, not liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, **Mr. RAJESH CHINUBHAI SUTARIA** be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

“RESOLVED FURTHER THAT any one of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to liaise with, to do all acts, deeds and things as may be necessary, usual and expedient to give effect to the aforesaid resolution.”

5. To appoint Mr. ROHITKUMAR MEHRCHAND BHANDARI as an Independent Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution **as a Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of Company, and on the basis of the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, **Mr. ROHITKUMAR MEHRCHAND BHANDARI (DIN: 02715453)**, being eligible and fulfilling the criteria of independence as provided in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from January 18, 2024 to January 17, 2029, not liable to retire by rotation.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, **Mr. ROHITKUMAR MEHRCHAND BHANDARI** be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

“RESOLVED FURTHER THAT any one of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to liaise with, to do all acts, deeds and things

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as may be necessary, usual and expedient to give effect to the aforesaid resolution.”

6. To appoint Mrs. HEMAKSHI MANAN PATEL as MANAGING Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule V thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, the companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the Articles of Association of Company, and on the basis of the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, **Mrs. HEMAKSHI MANAN PATEL (DIN: 07297442)**, being eligible to be appointed as the Director of the company as per the applicable provisions contained in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as MANAGING Director of the Company for a term of 5 (five) consecutive years with effect from January 18, 2024 to January 17, 2029, being liable to retire by rotation.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, **Mrs. HEMAKSHI MANAN PATEL**, be paid such fees and remuneration as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.”

“**RESOLVED FURTHER THAT** any one of Directors or Key Managerial Personnel(s) of the Company be and is hereby severally authorised to liaise with, to do all acts, deeds and things as may be necessary, usual and expedient to give effect to the aforesaid resolution.”

7. Change of Registered office from Kalol to Ahmedabad

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the proviso to Sub-section (4) of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 the registered office of the company be and is hereby shifted from its present address at CHHATRAL, KALOL-MEHSANA HIGHWAY, TALUKA KALOL, GANDHINAGAR, Gujarat, India, 382729 **To 301, SARTHIK SQUARE, NR. SHAPATH – 3, S.G. HIGHWAY, BODAKDEV, AHMEDABAD – 380054, GUJARAT, INDIA** a place which is OUTSIDE the local limits of the town.”

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“RESOLVED FURTHER THAT the Board of Directors of the company, be and is hereby authorized to file with the concerned Registrar of Companies, the prescribed e-Form INC 22 containing notice of change in the situation of the registered office of the company.”

BY ORDER OF THE BOARD
For, SHAH FOODS LIMITED

Place: Ahmedabad

Date: 29.01.2024

Registered Office:

CHHATRAL, KALOL-MEHSANA HIGHWAY, TALUKA KALOL,
GANDHINAGAR, Gujarat, India, 38272

NIRAV JANAK SHAH
Chairman - DIN: [01880069](#)

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NOTES:

1. In view of the continuing pandemic, the Ministry of Corporate Affairs (“MCA”) had vide its various circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and May 05, 2022 (collectively referred to as “MCA Circulars”) read with the Companies Act, 2013 (“Act”) and applicable Securities Exchange Board of India (SEBI) Regulations, prescribed the procedures and manner of conducting Annual/Extra-ordinary General Meeting through VC/ OAVM. Accordingly, the EGM of the Company is being held through VC / OAVM at Registered office being deemed venue for the meeting.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. As the EGM maybe held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Explanatory Statement, pursuant to Section 102 of Companies Act, 2013 relating to Business as aforesaid to be transacted at this EGM, is annexed.
4. Members can raise questions during the meeting or in advance by sending email to mananleo88@gmail.com. However, it is requested to raise the queries precisely and in short at the time of meeting to enable the answer the same. The same will be replied by the Company suitably.
5. The Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company’s website at <https://shahfoods.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
6. A Corporate member intending to depute its authorized representatives to attend the Meeting is requested to send to the Company at shahfoods.ahmedabad@gmail.com. a duly certified true copy of the Board Resolution - Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large

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Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e- Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
11. The Board of Directors of the Company has appointed Mr. Maulik Bhavsar of M/s. Maulik Bhavsar & Associates., Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of the Meeting will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on 19th February, 2024 at 09:00 A.M. and ends on 21ST February, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15th February, 2024, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th February, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

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A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.





Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be

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	<p>redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Memile can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

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	<p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmaulikbhavsar@mail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to shahfoods.ahmedabad@gmail.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shahfoods.ahmedabad@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

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4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at shahfoods.ahmedabad@gmail.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM/EOGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at shahfoods.ahmedabad@gmail.com. These queries will be replied to by the company suitably by email. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102

OF THE COMPANIES ACT, 2013

Item No. 1 & 2:

In terms of the Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a special resolution.

It is therefore, necessary that the Members pass special resolution as set out in the Item no. 1 of the Notice to enable the Board of Directors to borrow money in excess of the limit as specified under Companies Act 2013.

Pursuant to the borrowings made/to be made, the Company may have to mortgage and/or create charge on all or any one or more of the moveable/immovable properties or such other assets of the Company. Accordingly, approval of the Members is being sought to borrow money for an amount not exceeding Rs. 50 Crore (Fifty Crore Only) and to create charge on assets of the Company in accordance with section 180(1)(a) of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) or the relatives of the Directors or KMPs are concerned or deemed to be interested in the special resolutions set out at Item No. 1 & 2 of the Notice.

Item No. 3

Details of the Directors seeking appointment at the Extra Ordinary General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 are provided below:

In accordance with Sections 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company on passing of a Special Resolution by the Company.

Mr. ADVAIT SATYAVIKAS JOSHI fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

In terms of Section 149 read with Schedule IV of Companies Act, 2013 and the SEBI Listing Regulations including any amendment thereto or any modification thereof, considering the skills, experience, knowledge he possesses and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Mr. ADVAIT SATYAVIKAS JOSHI for a first term of consecutive 5 (five) years with effect from January 18, 2024 to January 17, 2029, not liable to retire by rotation, to the Members for approval.

In respect of the appointment of Mr. ADVAIT SATYAVIKAS JOSHI, a notice in writing in the prescribed manner as required under Section 160 of the Companies Act, 2013 and the Rules made thereunder has been received by the Company.

The aforesaid Director has given his consent for the said appointment and also submitted the

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declaration of independence as required pursuant to Section 149 (7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The terms and conditions of appointment of Independent Director are available on the Company's website.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. He will be eligible for payment of sitting fees as approved by the Board from time to time.

Brief Profile:

Mr. ADVAIT SATYAVIKAS JOSHI has over 16 years of experience across management consultancy, fund management and equity research. He has worked in reputed organizations namely, L&T, J. P. Morgan and the Adani Group..

Mr. ADVAIT SATYAVIKAS JOSHI holds degree in MBA (Fin) SIBM Pune, BE (Mechanical) LDCE, Ahmedabad.

Other information:

Name	ADVAIT SATYAVIKAS JOSHI
Director Identification Number	07637069
Date of Birth & Age	August 2, 1982 (41 Years)
Qualification	MBA (Fin) SIBM Pune, BE (Mechanical) LDCE, Ahmedabad.
Experience (including expertise in specific functional area) / Brief Resume	16 years of experience across management consultancy, fund management and equity research. He has worked in reputed organizations namely, L&T, J. P. Morgan and the Adani Group
Remuneration proposed to be paid	He will be eligible for payment of sitting fee as approved by the Board from time to time.
Terms and Conditions of Appointment/Re- appointment	Letter-of-ApPOINTment as an Independent- Director
Date of first appointment on the Board	NA
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel
Directorships of other companies	Long Term Perspective Pvt Ltd
Membership / Chairmanship of Committees of other Boards.	NIL
	Chairmanship:
	NIL
	Membership:
	NIL

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As per regulation 17(1C) of the SEBI Listing Regulations, appointment/re-appointment of a Director on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, except Mr. ADVAIT SATYAVIKAS JOSHI are concerned or deemed to be interested in the special resolution set out at Item No. 3 of the Notice.

Item No. 4

Details of the Directors seeking appointment at the Extra Ordinary General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 are provided below:

In accordance with Sections 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company on passing of a Special Resolution by the Company.

Mr. RAJESH CHINUBHAI SUTARIA fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

In terms of Section 149 read with Schedule IV of Companies Act, 2013 and the SEBI Listing Regulations including any amendment thereto or any modification thereof, considering the skills, experience, knowledge he possesses and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Mr. RAJESH CHINUBHAI SUTARIA for a first term of consecutive 5 (five) years with effect from January 18, 2024 to January 17, 2029, not liable to retire by rotation, to the Members for approval.

In respect of the appointment of Mr. RAJESH CHINUBHAI SUTARIA, a notice in writing in the prescribed manner as required under Section 160 of the Companies Act, 2013 and the Rules made thereunder has been received by the Company.

The aforesaid Director has given his consent for the said appointment and also submitted the declaration of independence as required pursuant to Section 149 (7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The terms and conditions of appointment of Independent Director are available on the Company's website.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. He will be eligible for payment of sitting fees as approved by the Board from time to time.

Brief Profile:

Mr. RAJESH CHINUBHAI SUTARIA has over 28 years of experience in various industries.

Mr. RAJESH CHINUBHAI SUTARIA holds degree of bachelor of Arts from Gujarat University.

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Other information:

Name	RAJESH CHINUBHAI SUTARIA
Director Identification Number	02102686
Date of Birth & Age	June22, 1955 (68 Years)
Qualification	bachelor of Arts from Gujarat University
Experience (including expertise in specific functional area) / Brief Resume	28 years worked with Liverpool Retail Limited, Also worked with PM Angadia and Kanel Industries Limited
Remuneration proposed to be paid	He will be eligible for payment of sitting fee as approved by the Board from time to time.
Terms and Conditions of Appointment/Re- appointment	Letter-of-Appointment as an Independent- Director
Date of first appointment on the Board	NA
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel
Directorships of other companies	BUILDWELLS INFRATECH AND MINING LIMITED HEERA ISPAT LIMITED HARDIK MARKETING PRIVATE LIMITED BAHUBALI SECURITIES PRIVATE LIMITED LIVERPOOL FASHIONS LIMITED MIDAS FLEXIPACKS PRIVATE LIMITED STHAPATYA DEVELOPERS PRIVATE LIMITED AAROHAN AVIATION PRIVATE LIMITED
Membership / Chairmanship of Committees of other Boards.	NIL
	Chairmanship:
	NIL
	Membership:
	NIL

As per regulation 17(1C) of the SEBI Listing Regulations, appointment/re-appointment of a Director on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, except Mr. RAJESH CHINUBHAI SUTARIA are concerned or deemed to be interested in the special resolution set out at Item No. 4 of the Notice.

Item No. 5

Details of the Directors seeking appointment at the Extra Ordinary General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 are provided below:

In accordance with Sections 149(10) and (11) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company on passing of a Special Resolution by the Company.

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Mr. ROHITKUMAR MEHRCHAND BHANDARI fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (hereinafter referred to as the "SEBI Listing Regulations").

In terms of Section 149 read with Schedule IV of Companies Act, 2013 and the SEBI Listing Regulations including any amendment thereto or any modification thereof, considering the skills, experience, knowledge he possesses and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Mr. RAJESH CHINUBHAI SUTARIA for a first term of consecutive 5 (five) years with effect from January 18, 2024 to January 17, 2029, not liable to retire by rotation, to the Members for approval.

In respect of the appointment of Mr. ROHITKUMAR MEHRCHAND BHANDARI, a notice in writing in the prescribed manner as required under Section 160 of the Companies Act, 2013 and the Rules made thereunder has been received by the Company.

The aforesaid Director has given his consent for the said appointment and also submitted the declaration of independence as required pursuant to Section 149 (7) of the Companies Act, 2013 that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The terms and conditions of appointment of Independent Director are available on the Company's website.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. He will be eligible for payment of sitting fees as approved by the Board from time to time.

Brief Profile:

Mr. ROHITKUMAR MEHRCHAND BHANDARI has over 45 years of experience Agriculture and Food industries.

Mr. ROHITKUMAR MEHRCHAND BHANDARI holds degree of BSc. (Agriculture) and MBA.

Other information:

Name	ROHITKUMAR MEHRCHAND BHANDARI
Director Identification Number	02715453
Date of Birth & Age	October 25, 1956 (70 Years)
Qualification	BSc. (Agriculture) and MBA
Experience (including expertise in specific functional area) / Brief Resume	over 45 years of experience Agriculture and Food industries.
Remuneration proposed to be paid	He will be eligible for payment of sitting fee as approved by the Board from time to time.
Terms and Conditions of Appointment/Re- appointment	Letter-of-Appointment as an Independent- Director

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Date of first appointment on the Board	NA
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel
Directorships of other companies	1. Dynamic Agri & Foodbiz Consultants Private Limited 2. Nurx Life Sciences PM Ltd, Ahmedabad
Membership / Chairmanship of Committees of other Boards.	NIL
	Chairmanship:
	NIL
	Membership:
	NIL

As per regulation 17(1C) of the SEBI Listing Regulations, appointment/re-appointment of a Director on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, except Mr. ROHITKUMAR MEHRCHAND BHANDARI are concerned or deemed to be interested in the special resolution set out at Item No. 5 of the Notice.

Item No. 6

Details of the Directors seeking appointment at the Extra Ordinary General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 are provided below:

In accordance with Section 152, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule V thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, the companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, MANAGING DIRECTOR shall hold office for a term up to five consecutive years on the Board of a Company on passing of a Special Resolution by the Company.

Mrs. HEMAKSHI MANAN PATEL (DIN: 07297442) fulfills the eligibility requirements to become Director as laid down as per applicable provisions of the Companies Act, 2013.

In terms of Section 149 read with Schedule V of Companies Act, 2013 and the SEBI Listing Regulations including any amendment thereto or any modification thereof, considering the skills, experience, knowledge he possesses and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company recommends the appointment of Mrs. HEMAKSHI MANAN PATEL as MANAGING DIRECTOR for term of consecutive 5 (five) years with effect from January 18, 2024 to January 17, 2029, liable to retire by rotation, to the Members for approval.

In respect of the appointment of Mrs. HEMAKSHI MANAN PATEL, a notice in writing in the prescribed manner as required under Section 160 of the Companies Act, 2013 and the Rules made thereunder has been received by the Company.

The aforesaid Director has given his consent for the said appointment section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI Listing Regulations and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

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The terms and conditions of appointment of Independent Director are available on the Company's website.

The Board is of the opinion that the said Director possesses requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to have his association with the Company as an Independent Director of the Company. He will be eligible for payment of sitting fees as approved by the Board from time to time.

Brief Profile:

Mrs. HEMAKSHI MANAN PATEL has over 5 years of experience Pharmaceutical and Food industries.

Mrs. HEMAKSHI MANAN PATEL holds degree Master of Pharmacy.

Other information:

Name	HEMAKSHI MANAN PATEL
Director Identification Number	07297442
Date of Birth & Age	September 11, 1988 (35 years)
Qualification	Master of Pharmacy
Experience (including expertise in specific functional area) / Brief Resume	over 5 years of experience Pharmaceutical and Food industries.
Remuneration proposed to be paid	She will be eligible for payment of Remuneration as approved by the Board from time to time.
Terms and Conditions of Appointment/Re- appointment	Letter-of-Appointment as .Managing Director
Date of first appointment on the Board	NA
Shareholding in the Company	NIL
Relationship with other Directors / Key Managerial Personnel	Relative to Mr. Manan Patel
Directorships of other companies	NIL
Membership / Chairmanship of Committees of other Boards.	NIL
	Chairmanship:
	NIL
	Membership:
	NIL

As per regulation 17(1C) of the SEBI Listing Regulations, appointment/re-appointment of a Director on the Board has to be approved by shareholders within a period of three months, and accordingly, approval of members is being sought.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, except Mrs. HEMAKSHI MANAN PATEL and her relatives, are concerned or deemed to be interested in the special resolution set out at Item No. 6 of the Notice.

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Item No. 7

Currently the company is having its registered office at CHHATRAL, KALOL-MEHSANA HIGHWAY, TALUKA KALOL, GANDHINAGAR, Gujarat, India, 382729. Now the company wants to shift registered office outside local limit of the company at new place situated at 301, SARTHIK SQUARE, NR. SHAPATH – 3, S.G. HIGHWAY, BODAKDEV, AHMEDABAD – 380054, GUJARAT, INDIA.

Change of Registered office outside local limit of the city requires shareholders' approval.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of the Directors or KMP's, are concerned or deemed to be interested in the special resolution set out at Item No. 7 of the Notice.

BY ORDER OF THE BOARD
For, SHAH FOODS LIMITED

Place: AHMEDABAD
Date: 29.01.2024

NIRAV JANAK SHAH
Chairman
DIN: [01880069](#)

Registered Office:
CHHATRAL, KALOL-MEHSANA HIGHWAY, TALUKA KALOL,
GANDHINAGAR, Gujarat, India, 38272