

SHAH FOODS LIMITED

CIN No. - L15419GJ1982PLC005071

Regd. Office: 301, SARTHIK SQUARE, NR SHAPATH-3 S.G. HIGHWAY, BODAKDEV,

Bodakdev, Ahmedabad, Ahmadabad City, Gujarat, India, 380054

Tel: (M)9904003700; Email: shahfoods.ahmedabad@gmail.com;

Website: www.shahfoods.co.in

To
BSE Limited
Department of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001
Security Code: 519031

Date: 21st August, 2024

**Sub: Corrigendum to AGM Notice of the company pursuant to Regulation 34 of SEBI
(Listing Obligation and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

In compliance with Regulation 34(1) of SEBI (Listing obligation and disclosure requirements) Regulations, 2015, the company has already submitted Annual Report for financial year 2023-24 along with Notice of 42nd Annual General Meeting of the Company on 17th August, 2024.

In this regard, we wish to inform you that in the point no. 5 of the Notes forming part of the said AGM Notice, the website of the company shall be read as 'www.shahfoods.co.in' instead of 'www.shahfoods.com'

The Corrigendum shall be deemed to be an integral part of the AGM Notice. Please find attached the corrected version of the said AGM Notice. The same is also available and can be downloaded from the website of the Company at the web-link <https://www.shahfoods.co.in>. All other contents of the AGM Notice, save and except as amended / clarified by this Corrigendum, shall remain unchanged.

The said AGM Notice (as attached) shall also be available on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com/ and on the website of the Stock Exchanges i.e., BSE Limited at <https://www.bseindia.com/>.

Corrigendum to AGM Notice also sent to all shareholders on 21st August, 2024.

The same can also be accessed on the website of the Company at www.shahfoods.co.in.

We request you to kindly take the above on your record.

For SHAH FOODS LIMITED

HEMAKSHI
MANAN PATEL

Digitally signed by
HEMAKSHI MANAN PATEL
Date: 2024.08.21 17:24:34
+05'30'

HEMAKSHI MANAN PATEL

Managing Director

(DIN: 07297442)

ANNUAL REPORT 2023-24

SHAH FOODS LIMITED

CIN : L15419GJ1982PLC005071

Regd Office:

301, SARTHIK SQUARE, NR SHAPATH-3 S.G.
HIGHWAY, BODAKDEV, AHMEDABAD,
GUJARAT, INDIA, 380054

Tel. No.: 9904003700

▪ **BOARD OF DIRECTORS**

NAME	Designation	DIN	Remarks
Mr. Nirav J. Shah	Managing Director	01880069	(Resigned w.e.f. 20/03/2024)
Mrs. Pushpa J. Shah	Whole Time Director	07144650	(Resigned w.e.f. 20/03/2024)
Mr. Virendra P. Shah	Non-Executive Director	00643925	(Resigned w.e.f. 20/03/2024)
Mr. Sunil Gautambhai Parikh	Non-Executive cum Independent Director	08403488	(Resigned w.e.f. 20/03/2024)
Mr. Kunal Rajesh Asarpota	Non-Executive cum Independent Director	06779773	(Resigned w.e.f. 20/03/2024)
Mr. Malav J. Shah	Non-Executive cum Independent Director	00066829	(Resigned w.e.f. 20/03/2024)
Mr. Pradip Ramanlal Shah	CFO	BEZPS3126R	(Resigned w.e.f. 20/03/2024)
Mr. Manan Rajesh Patel	Additional Director	03496656	(Appointed w.e.f. 07/11/2023)
Rajesh Chinubhai Sutaria	Non-Executive cum Independent Director	02102686	(Appointed w.e.f. 18/01/2024)
Rohitkumar Mehrchand Bhandari	Non-Executive cum Independent Director	02715453	(Appointed w.e.f. 18/01/2024)
Hemakshi Manan Patel	Managing Director	07297442	(Appointed w.e.f. 18/01/2024)
Advait Satyavikas Joshi	Non-Executive cum Independent Director	07637069	(Appointed w.e.f. 18/01/2024)
Mr. Manan Rajesh Patel	CFO	03496656	(appointed w.e.f. 30.05.2024)

▪ **COMPANY SECRETARY AND COMPLIANCE OFFICER**

- Hiral Ishan Dave
(Resigned w.e.f. 16/2/2024)

▪ **CHIEF FINANCIAL OFFICER**

- Pradipbhai R. Shah (resigned w.e.f. 20.03.2024)
- Manan Patel (appointed w.e.f. 30.05.2024)

▪ **STATUTORY AUDITOR**

- M/s KESHARI & ASSOCIATES (FRN 310006E)
Chartered Accountant

▪ **SECRETARIAL AUDITOR**

- M/s MAULIK BHAVSAR & ASSOCIATES (PCS No. 11591)
Practicing Company Secretary

▪ **BANKERS**

- INDIAN BANK
- BANK OF BARODA
- HDFC BANK LTD

▪ **REGISTERED OFFICE**

- 301, SARTHIK SQUARE, NR
SHAPATH-3 S.G. HIGHWAY,
BODAKDEV, AHMEDABAD,
GUJARAT-380054
Phone No. 9904003700

▪ **REGISTER & SHARE TRANSFER AGENT**

- Big Share Service Pvt. Ltd.
E-2/3, Ansh Industrial Estate,
Sakivihar Road, Saki Naka,
Andheri(E), Mumbai – 400072
Tel : 022-82470652/40430200
Email: info@bigshareonline.com
Website : www.bigshareonline.com

**NOTICE OF 42nd ANNUAL GENERAL MEETING OF THE
COMPANY**

NOTICE is hereby given that the 42nd (Forty Second) Annual General Meeting (AGM) of **M/s. SHAH FOODS LIMITED** will be held on Monday, **September 16, 2024** at 12.00 P.M. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 301, Sarthik Square, Nr Shapath-3 S.G. Highway, bodakdev, Ahmadabad, Gujarat, India, 380054 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:

ORDINARY BUSINESS

1) ADOPTION OF FINANCIAL STATEMENTS:

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

“RESOLVED THAT the Audited Financial Statements of the Company including Balance Sheet, Statement of Profit and Loss, Cash Flow Statement for the Financial Year ended March 31, 2024 along with the Directors’ Report and the Auditor’s Report thereon be and are hereby received, considered, approved and adopted.”

2) APPOINTMENT OF Mrs. HEMAKSHI MANAN PATEL, DIRECTOR (DIN-07297442), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:

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

“RESOLVED THAT pursuant to section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Hemakshi Manan Patel, Director (DIN- 07297442), Director of the Company, who retires by rotation and being eligible offers herself for re-appointment, be and is hereby reappointed as the Director of the Company.”

3) REGULARIZATION OF ADDITIONAL DIRECTOR, MR. MANAN RAJESH PATEL

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(DIN: 03496656) AS DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. MANAN RAJESH PATEL (DIN: 03496656), who was appointed as an Additional Director of the company by the Board of Directors with effect from September 15, 2020 in terms of Section 161(1) of the Companies Act, 2013 (the “Act”) and who holds office upto the date of this Annual General Meeting and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

4) APPOINTMENT OF STATUTORY AUDITORS OF COMPANY

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(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (The Rules), including any statutory modification(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors, M/s. Keshri & Associates, Chartered Accountant, (Firm Registration No. 0310006E), be and is hereby appointed as Statutory Auditor of the Company upto the conclusion of 47th Annual General Meeting to be held in financial year 2029-30.”

“RESOLVED FURTHER THAT M/s. Keshri & Associates, Chartered Accountant, (Firm Registration No. 0310006E), be and is hereby appointed as Statutory Auditor of the Company from the conclusion of this General Meeting till the conclusion of 47th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors in consultation with them.”

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**5) APPOINTMENT OF MR. BALVEERMAL KEWALMAL SINGHVI (DIN: 05321014) AS
AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and on the basis of recommendation received from Nomination and Remuneration committee on 06.08.2024, Mr. BALVEERMAL KEWALMAL SINGHVI (DIN: 05321014), in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of five consecutive years with effect from **16th September, 2024.**”

Place: Ahmedabad

Date: 13.08.2024

By order of the Board

Sd/-

Hemaxi Patel

Managing Director

DIN: 07297442

Registered office:

301, SARTHIK SQUARE,

NR SHAPATH-3 S.G. HIGHWAY,

BODAKDEV, AHMEDABAD,

GUJARAT,INDIA-380054

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NOTES:

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 Circular No. 19/2021 (dated December 8, 2021), Circular No. 21/2021 (dated December 14, 2021), Circular No.2/2022 (dated May 5, 2022), Circular No. 10 &11/2022 (dated December 28, 2022) and Circular No. 09/2023 (dated September 25, 2023) issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular No. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated (May 12, 2020), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 (dated January 15, 2021), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 (dated May 13, 2022), SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 (dated January 5, 2023) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 (dated October 7, 2023)(hereinafter referred to as 'Circulars')and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
2. The Members can join the 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 AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large 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 AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. 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 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

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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.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shahfoods.co.in. 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 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. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

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

The remote e-voting period begins on 13th September, 2024 at 09:00 A.M. and ends on 15th September, 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. 09th September, 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 09th September, 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

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

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<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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</p>
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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.

2. 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.jsp>
3. 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. 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 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 and click on login & New System Myeasi Tab and then click on registration option. 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>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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	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

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***

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.co.in 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?

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@gmail.com with a copy marked to evoting@nsdl.co.in. 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

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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.
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 Pallavi Mhatre at evoting@nsdl.co.in

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 shareholder 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.co.in 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.
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 (shahfoods.ahmedabad@gmail.com). The shareholders who do not wish to speak during the AGM 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.

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**

Details of the Directors seeking appointment/ re-appointment at the 42nd (Forty Second) Annual General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 are provided below:

Item No. 2

DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTMENT.

Particulars	Promoter Director - Retiring by Rotation
Name of Director	Mrs. Hemakshi Manan Patel
Date of Birth	11/09/1988
Date of Appointment	18/01/2024
Qualification	Master of Pharmacy
Expertise	Over 5 years of experience Pharmaceutical and Food Industries
Chairman/ Designated Partner/ Director of other Public Companies/ LLP	Nil
Chairman/ Member of Committees of other Companies*	Chairman: NIL Member: NIL
No. of Shares held in the Company	46380

The Directorships held by Directors as mentioned above, do not include Directorships of Private Limited Companies.

Item No. 3

The Board of Directors at their meeting held on Monday, August 14, 2023 had proposed to appoint M/s. Keshri & Associates, Chartered Accountant, (Firm Registration No. 0310006E) as statutory auditor of the company to fill up the casual vacancy caused by the resignation of M/s. Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration No: 110691W) and to hold the office of Statutory Auditors till 42nd General Meeting. Then the company appointed M/s. Keshri & Associates, Chartered Accountant, (Firm Registration No. 0310006E) as the Statutory Auditors of the Company to fill the Casual Vacancy caused by the resignation of M/s. Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration No: 110691W) till

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42nd Annual general meeting.

Now the board has proposed to reappoint them for term of next Five years till the conclusion of 47th Annual general meeting.

M/s. Keshri & Associates, Chartered Accountant, (Firm Registration No. 0310006E) has conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends the Resolution set out at Item No. 3 of the Notice for approval by the Shareholders.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any manner, concerned or interested, financially or otherwise, in the respective resolution set out at Item No. 3 of the Notice.

Item No. 4

Mr. MANAN RAJESH PATEL was first inducted to the Board at the Board Meeting held on 7th November, 2023 and in the same meeting he was appointed as the Additional Director.

In terms of Section 161(1) of the Companies Act, 2013. Mr. MANAN RAJESH PATEL can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

The terms and conditions of the appointment are set out in a draft Appointment letter to be issued to Mr. MANAN RAJESH PATEL by the Company .The Board is of the opinion that the appointment and presence of Mr. MANAN RAJESH PATEL on the Board will be desirable, beneficial and in the best interest of the Company.

The Board recommends the resolution set out in item no. 4 of the accompanying Notice for approval and adoption of the Members. A copy of the Board Resolution and the draft appointment letter issued to Mr. MANAN RAJESH PATEL, will be available for inspection between 11.00 a.m. to 01.00 p.m. on all working days (Monday to Friday) at the Registered Office of the Company.

None of the Directors of the Company except Mr. MANAN RAJESH PATEL and his relative Mrs. Hemakshi Manan Patel, is concerned or interested in the proposed resolution.

Particulars	Director Appointment (Regularisation)
Name of Director	Shri Manan Rajesh Patel
Date of Birth	11/09/1988
Date of Appointment	-

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Qualification	B.COM, CFA candidate.
Expertise	Having 13 years of experience in Foods and construction sector
Chairman/ Designated Partner/ Director of other Public Companies/ LLP	Directorship 1. Monark Infraspace Private Limited. 2. Spring valley Organisers Private Limited. 3. Dharnidhar Cotex Private Limited 4. Gokuleshwar Realty private limited 5. Agnutra Greens Private Limited 6. Yashica Salt Private Limited 7. Baleshwar greens private limited 8. Mahaprabhu infrastructure Private Limited 9. HMP AGRO GREEN LLP 10. Sweekriti Food & Beverages Limited Liability Partnership 11. Alfa Finchem Limited Liability Partnership 12. Mahaprabhu infrastructure limited liability partnership 13. Nakodaji organisers Llp 14. Price realty LLP 15. Baleshwar enterprises LLP 16. Excel cybertech Limited Liability Partnership 17. Baleshwar enterprises LLP 18. Patel & Patel Team Developers LLP
Chairman/ Member of Committees of other Companies*	NIL
No. of Shares held in the Company	NIL

Item No. 5

Pursuant to the provisions of Section 149 of the Companies Act, 2013, every listed public company is required to have at least one-third of the total number of directors as independent directors. Thus, it is proposed to appoint of Mr. Balveermal Kewalmal Singhvi for a term of five years from the annual general meeting date; 16th September, 2024. He has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. He is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. In the opinion of the Board, Mr. Balveermal Kewalmal Singhvi fulfills the conditions for his appointment as an Independent Director

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as specified in the Act and the Listing Regulations and he is independent of the management. Appointment of Mr. Balveermal Kewalmal Singhvi as an Independent Director is now being placed before the Members for their approval, for the term stated above. Other terms and conditions for their appointment shall be available for inspection by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday. None of the Directors, except the proposed appointee in resolution concerning their individual appointment or any of Key Managerial Personnel of the Company or relatives of any of them are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the shareholders. Details of Director is as under Regulation 17 of SEBI (LODR) Regulations, 2015 Details of Director Retiring by Rotation and Seeking Re-appointment under Clause 17 of SEBI (LODR) Regulations, 2015.

Particulars	Independent Director - Appointment
Name of Director	Shri Balveermal Kewalmal Singhvi
Date of Birth	15/04/1949
Date of Appointment	-
Qualification	B.Com & Diploma cost & works Accountant
Expertise	Banking
Chairman/ Designated Partner/ Director of other Public Companies/ LLP	Directorship 1. Riddhi Siddhi GlucoBiols Ltd. 2. Mahalaxmi Rubtech Ltd.
Chairman/ Member of Committees of other Companies*	Chairman: 1. Audit Committee of Riddhi Siddhi GlucoBiols Limited & Mahalaxmi Rubtech Limited. 2. Nomination & Remuneration Committee & Stakeholder relationship committee of Riddhi Siddhi GlucoBiols Limited. Member: 1. CSR committee of Riddhi Siddhi GlucoBiols Limited
No. of Shares held in the Company	NIL

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The Board recommends the Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

Registered office:
301, SARTHIK SQUARE, NR SHAPATH-3
S.G. HIGHWAY, BODAKDEV, Bodakdev,
Ahmedabad - 380054,

For, Shah Foods Limited
Sd/-
Mrs. Hemaxi Patel
Managing Director
DIN: 07297442