

Corporate Office: "SARAYU"

16/1, Kalyan Society, Near Nagri Hospital, Mithakhali,

Ellisbridge, Ahmedabad-380 006. INDIA

Telefax: 91-79-26420273

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Mobile: 91-99040 03700 E-mail: shahfoods@vsnl.com

Date-21/09/2015

CIN - 15419GJ1982PLC005071

To.

The Department of Corporate Services The Bombay Stock Exchange PhirozeJeejeeBhoy Towers 1st Floor, Rotunda Building B.S.Marg

> Scrip Code- 519031 Sub-Clause 35 A

Dear Sir.

Fort, Mumbai-400001

We refer Clause-35A of listing agreement and submit here with details regarding the voting result of 33rd Annual General Meeting of Shah Foods Limited in prescribed format.

We are pleased to inform you that members of the Company have approved and adopted the Annual Accounts along with the Auditors Report for the financial year 2014-2015 and Directors Report there on, in their 33th Annual General Meeting held on the Saturday, the 19th Day of September 2015 at 11.00 a.m. At Chattral, Kalol -Mehsana Highway, Taluka: Kalol, Gandhinagar - 382729

To comply with the listing requirements, we are pleased to enclose herewith Clause 35A as prescribed format

Kindly take it on your record

Thanking you

Yours faithfully

For Shah Foods Limited

Director

Nirav Shah

[DIN: 01880069]



# DETAILS OF VOTING RESULTS IN RESPECT OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO CLAUSE 35 A OF THE LISTING AGREEMENT

	AGREEMENT	
1.	Date of the AGM:	19/09/2015
2.	Total number of shareholders on record date:	1095
3.	No. of shareholders present in the meeting either in person or through proxy	16
	Category:	Nos.
	Promoters and Promoter Group:	257250
	Public:	340250
4.	No. of shareholders attended the meeting through Video Conferencing	0
	Category:	Nos.
	Promoters and Promoter Group:	00
	Public:	00

## 5. Details of the Agenda:

 Adoption of the Audited Statement of Profit and Loss for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

"RESOLVED THAT the Audited Statement of Profit and Loss for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the reports of the Directors and Auditors thereon as circulated to members be and are hereby adopted and approved".

Resolution required: (Ordinary)

Mode of voting: (Poll/E-voting)

Details of Poll/E-voting:

Promoter/	No. c	f No.	of %	of	votes No.	of No.	of %	of % of votes
Public	shares	votes	poll	ed	on votes	in votes	votes	in against on





	held	polled	outstanding shares	favour	against	favour on votes polled	votes polled
	(1)	(2)	(3) = [(2)/ (1)] × 100	(4)	(5)		$(7) = [(5)/(2)] \times 100$
Promoter and Promoter Group	257250	257250	100	257250	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	340250	7404	2.18	7404	0	100	0
Total	597500	264654	44.29	264654	0	100	0

2. Re-appointment of Shri Janak P Shah (DIN 01880079) who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 101 of the Articles of Association of the Company, Shri Janak P Shah (DIN 01880079), who retires by rotation, be and is hereby re-appointed as a Director of the Company whose office is liable to retire by rotation."

Resolution required: (Ordinary)

Mode of voting: (Poll/E-voting)

Details of Poll/E-voting:

Promoter/ Public	No. of shares held	No. of votes polled	outstanding	votes in	votes	votes ir favour	f % of votes against on votes
	(1)	(2)	(3) = [(2)/ (1)] × 100	(4)	(5)		= (7) = [(5)/ ](2)] × 100
Promoter and Promoter Group	257250	257250	100	257250	0	100	0





Public Institutional holders	0	0	0	0	0	0	0
Public-Others	340250	7404	2.18	7204	200	97.30	2.70
Total	597500	264654	44.29	264454	200	99.97	0.03

 Re-appointment of Shri Sushil P. Shah (DIN 02529990) who retires by rotation and, being eligible, offers himself for re-appointment.

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 101 of the Articles of Association of the Company, Shri Sushil P. Shah (DIN 02529990), who retires by rotation, be and is hereby re-appointed as a Director of the Company whose office is liable to retire by rotation."

Resolution required: (Ordinary)

Mode of voting: (Poll/E-voting)

Details of Poll/E-voting:

Promoter/	No. of	No. of	% of votes	No. of	No. of	% 01	% of votes
Public	shares held	votes polled		votes in favour		votes in favour on votes polled	against on votes polled
	(1)	(2)	(3) = [(2)/ (1)] × 100	(4)	(5)		$(7) = [(5)/(2)] \times 100$
Promoter and Promoter Group	257250	257250	100	257250	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	340250	7404	2.18	7204	200	97.30	2.70
Total	597500	264654	44.29	264454	200	99.97	0.03

4. Reappointment of M/s. Dinesh R. Shah & Co. as Statutory Auditors of the Company



"RESOLVED THAT M/s. Dinesh R. Shah & Co., Chartered Accountants [Membership No: 047928] be and are hereby appointed as Statutory Auditors of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion of the Thirty Fifth Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

Resolution required: (Ordinary)

Mode of voting: (Poll/E-voting)

Details of Poll/E-voting:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. or votes in favour			f % of votes against on votes polled
	(1)	(2)	(3) = [(2)/ (1)] × 100	(4)	(5)	The second secon	$= (7) = [(5)/(2)] \times 100$
Promoter and Promoter Group	257250	257250	100	257250	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	340250	7404	2.18	7204	200	97.30	2.70
Total	597500	264654	44.29	264454	200	99.97	0.03

5. Appointment of Mrs. Pushpa Janak Shah, (DIN: 07144650) as a Director "RESOLVED that Mrs. Pushpa Janak Shah (DIN: 07144650), who was appointed an Additional Director of the Company with effect from 25/03/2015 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company."





Resolution required: (Special)

Mode of voting: (Poll/E-voting)

Details of Poll/E-voting:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	votes		6 % of votes against on votes polled
	(1)	(2)	(3) = [(2)/ (1)] × 100	(4)	(5)	(6) =	(7) = [(5)/ (2)] × 100
Promoter and Promoter Group	257250	257250	100	257250	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	340250	7404	2.18	7404	0	100	0
Total	597500	264654	44.29	264654	0	100	0

## 6. Reappointment of Mr. Shrichand Kahar as Production Manager.

"RESOLVED THAT subject to provision of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Act and the Rules made there under, as amended from time to time, the company hereby approves of the period of 3 (Three) years effective from 1st October, 2015, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. Shrichand Kahar.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include Nomination and Remuneration Committee of the board constituted to exercise its powers, including the powers conferred by this



Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

Resolution required: (Ordinary)
Mode of voting: (Poll/E-voting)

Details of Poll/E-voting:

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled or outstanding shares	No. or votes in favour			% of votes against on votes polled
	(1)	(2)	(3) = [(2)/ (1)] × 100	(4)	(5)	Lance and the second	$(7) = [(5)/(2)] \times 100$
Promoter and Promoter Group	257250	257250	100	257250	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	340250	7404	2.18	7204	200	97.30	2.70
Total	597500	264654	44.29	264454	200	99.97	0.03





Scrutinizer's Report

To.

The Chairman

33rd Annual General Meeting of the Equity Shareholders of

Shah Foods Limited

Chattral, KalolMehsana Highway,

Taluka: Kalol, Gandhinagar- 382729

Sub: Combined Report on E. Voting and Poll on the resolutions proposed at 33rd AGM held on Saturday, 19th September, 2015 at 11.00 a.m.

Dear Sir.

- I, Pinakin Shah, Proprietor of Pinakin Shah & Co., Practising Company Secretary, Ahmedabad, have been appointed as a scrutinizer by the Board vide resolution no 19 dated 1st August, 2015 for the purpose of scrutinizing the remote evoting and voting under the provisions of Section 108 & 109 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 33rd Annual General Meeting of the members of the Company, held on Saturday, 19th September, 2015 at the registered office of the Company at 11.00 a.m., and submit my report as under:
- The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to evoting and poll on the resolutions contained in the Notice to the 33<sup>rd</sup> Annual General Meeting of the members of the Company.
- 2. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at Annual General Meeting.
- The members of the Company as on the cut off date i.e. 12th September, 2015 were entitled to vote on:

- a) Ordinary Business being Item Nos. 1 to 4 and
- b) Special Business being Item Nos. 5 & 6
   as set out in the Notice dated 01/08/2015.
- The remote e-voting period remained open from 16th September, 2015 (9:00 A.M.) and ended on 18th September, 2015 (5:00 P.M.).
- The company has opted voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.
- 6. After the conclusion of the Annual General Meeting, the locked ballot boxes were subsequently opened in the presence of 2 witnesses and poll papers were diligently scrutinized. They have signed below in confirmation of the box being opened in their presence.

Signature: WWW

Name: Divyang Patel

Signature:

Name: Uttam Patel

- I have issued separate Scrutinizer's Report on the Poll in form no. MGT- 13 on the resolutions contained in the notice to the Annual General Meeting.
- 8. The votes casted by electronic means were unblocked on 18th September, 2015 in presence of 2 witnesses, Divyang Patel & Uttam Patel, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature: Www

Name: Divyang Patel

Signature:

Name: Uttam Patel

9. I submit herewith my combined report on the results of remote e-voting together with that of Poll as under:

# ORDINARY BUSINESS

i. Item No. 1:-

Adoption of the Audited Statement of Profit and Loss for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

Particulars	Number of	Number of	Total Number	% of
	votes cast	votes cast by	of valid votes	valid

# INAKIN SHAH BBA, LLB, FCS



# PINAKIN SHAH & CO. COMPANY SECRETARY

	by E- voting	Poll	cast	votes
Favour	115199	156459	271658	100
Against	0	0	0	0
Invalid/Abstained	0	0	0	0

#### ii. Item No. 2:-

Re appointment of Shri Janak P Shah (DIN 01880079) as Director of the Company, who retires by rotation

votes cast
99.97
0.03
0

#### iii. Item No. 3:-

Re appointment of Shri Sushil, P. Shah (DIN 02529990) as Director of the Company, who retires by rotation

Particulars	Number of votes cast by E- voting	Number of votes cast by Poll	Total Number of valid votes cast	% of valid votes cast
Favour	115199	156459	271658	99.97
Against	200	0	0	0.03
Invalid/Abstained	0	0	0	0

#### iv. Item No. 4:-

Reappointment of M/s. Dinesh R. Shah & Co., Chartered Accountants (Membership No 047928) as Statutory Auditors of the Company

Particulars	votes cast	votes cast by	Total Number of valid votes	valid
	by E- voting	Poll	cast	votes

				cast
Favour	115199	156459	271658	99.97
Against	200	0	0	0.03
Invalid/Abstained	0	0	0	0

#### SPECIAL BUSINESS

#### v. Item No. 5:-

Appointment of Mrs. Pushpa Janak Shah, (DIN: 07144650) as a Director

Particulars	Number of votes cast by E- voting	Number of votes cast by Poll	Total Number of valid votes cast	% of valid votes cast
Favour	115199	156459	271658	100
Against	0	0	0	0
Invalid/Abstained	0	0	0	0
Annual Contractor				_

#### vi. Item No. 6:-

Reappointment of Mr. Shrichand Kahar as Production Manager.

Particulars	Number of votes cast by E- voting	Number of votes cast by Poll	Total Number of valid votes cast	% of valid votes cast
Favour	115199	156459	271658	99.97
Against	200	0	0	0.03
Invalid/Abstained	0 4 4	0	0	0

- 10. All the above mentioned resolutions are passed with requisite majority.
- 11. I hereby confirm that I have maintained the Registers electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights in respect of the votes cast through E- voting and by poll by the shareholders of the Company. I shall arrange to hand over these records to you or such other person authorised by you.

# INAKIN SHAH 3BA, LLB, FCS



# PINAKIN SHAH & CO. COMPANY SECRETARY

12.I am pleased to submit my report for your appropriate action and doing needful in the matter.

**21** Dated: 1<del>2</del>/09/2015

Place: Ahmedabad

Tides JU

Pinakin Shah

For Pinakin Shah & Co.,

FCS- 2562 COP- 2932



## FORM No. MGT-13

## Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) Of the Companies (Management and Administration) Rules, 2014]

To

Chairman

Shah Foods Limited

Chattral, KalolMehsana Highway

Taluka: Kalol

Gandhinagar 382729

Sub: 33nd Annual General Meeting of the Equity Shareholders held on 19/09/2015 at 11.00 a.m. at registered office.

Dear Sir,

- I, Pinakin Shah proprietor of Pinakin Shah & Co., Practising Company Secretary, Ahmedabad, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s) at the meeting of the Equity Shareholders of Shah Foods Limited, held on 19/09/2015 at Chattral, Kalol Mehsana Highway, Taluka: Kalol, Gandhinagar- 382729, submit my report as under:
- The poll was taken at 11.15 a. m. in presence of representative of my office.
  i.e. after end of general discussion on resolutions proposed to be passed and
  after address by the Chairman.
- Ballot box kept for polling was locked in presence of representative of my office.
- The locked ballot box was subsequently opened in presence of representative of my officeand poll papers were diligently scrutinized. The poll papers were

reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the proxies lodged with the Company.

- My office didnotfindanypollpapersinvalid and hence I certify all poll papers valid.
- 5. The result of the Poll is as under:

#### Resolution No 1.

Adoption of the Audited Statement of Profit and Loss for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present Members 16 Member Voting 12	149455	100%

Number of members present and voting (in person or by proxy)		% of total number of valid votes cast
Present Members 16 Member Voting 12	NIL	NIL

(iii) Invalid votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





Resolution No 2-

To

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present Members 16 Member Voting 12	149455	100%

appoint a Director in place of ShriJanak P Shah (DIN 01880079), who retires by rotation and, being eligible, offers, himself for reappointment.

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present Members 16 Member Voting 12	NIL	NIL

(iii) Invalid votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No 3

To appoint a Director in place of ShriSusil P Shah (DIN 02529990), who retires by rotation and, being eligible, offers, himself for reappointment.

Number of	members	Number	of	votes	% of total	number	CP 2932 FC 2562
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present and voting (in person or by proxy)	cast by them	of valid votes cast
Present Members 16 Member Voting 12	149455	100%

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present Members 16 Member Voting 12	NIL	NIL

(iii) Invalid votes:		
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by	
0	0	

Resolution No 4

Appointment of M/s. Dinesh R. Shah & Co., Chartered Accountants (Membership No 047928) as Statutory Auditors of the Company

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present Members 16 Member Voting 12	149455	100%



# PINAKIN SHAH & CO. COMPANY SECRETARY

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present Members 16 Member Voting 12	NIL	NIL

(iii) Invalid votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

### Resolution No 5

Appointment of Mrs. Pushpa Janak Shah, (DIN: 07144650) as a Director

Number of members present and voting (in person or by proxy)	THE RESERVE THE MARKET	% of total number of valid votes cast
Present Members 16 Member Voting 12	149455	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present Members 16 Member Voting 12	NIL	NIL

(iii) Invalid votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Resolution No 6

Appointment of Mr. Shrichand Kahar as a Production Manager

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present Members 16 Member Voting 12	149455	100%

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Present Members 16 Member Voting 12	NIL	NIL



## PINAKIN SHAH & CO. COMPANY SECRETARY

(iii) Invalid votes:	
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

- Compilation of data containing a list of equity shareholders who voted "FOR" and "AGAISNT" is enclosed.
- The poll papers and all other relevant records were sealed and handed over to the Whole time Director, Janak P. Shah authorized by the Board for safe keeping.

Dated: 19/09/2015

Place: Ahmedabad

Pinakin Shah

Jilly JU

For Pinakin Shah & Co.,

FCS: 2562 COP: 2932



Corporate Office:

"SARAYU"

16/1, Kalyan Society, Near Nagri Hospital, Mithakhali,

Ellisbridge, Ahmedabad-380 006. INDIA

Telefax: 91-79-26420273

91-79-26448371

Mobile: 91-99040 03700 E-mail, : shahfoods@vsnl.com CIN - 615419GJ1982PLC005071

Shah Foods Limited Register Of E-Voting Pursuant to the provisions of Section 108 of The Companies Act 2013 read with Rule 20 of Companies (Management and Administration Rules, 2014)

EVSN-150824055 for the Purpose of AGM Evoting Service Provider:-CDSL Voting Period from 16-09-2015 to 18-09-2015

Sr.			Folio.no	Shares		Differinti al voting ri		Remarks
Vo	Name	Address						
1	Mr.Pradip A. Panchal	2,Gopi Bunglows,B/h Ghatlodia,Ahmedabad-61	IN30246110242755	2532		1.00	Assent	
	Mr. Pradip R. Shah	77, Motibaug Soc, Maninagar, Ahmedabad-08	IN30246110179923	100	1000	N.A	Assent	
	Mr. Ramesh S. Shah	17, Kalyan Society, Ellisbridge, Ahmedabad-6	IN1203320000532	100	1000	N.A	Assent	
	Mr. Krishnakant S. Shah	17, Kalyan Society, Ellisbridge, Ahmedabad-6	K-508	100	1000	N.A	Assent	
		17, Naiyan Society, Emsoridge, Ammedabad	IN30079710615680	100	1000	N.A	Assent	
5	Mr. Vinodray J. Pandya	41/577,Sagar Appt,Nava Wadaj,Ahmedabad.	Total	2932				

Resolution No 2,3,4 and 6 Dissent

ir.	omoters	Address	Folio.no	Shares held		Differinti al voting ri	Assent/ Dissent	Remarks
	Janak Panalal Shah	16/1,Kalyan Soc,Nr Mithakhali,Ahmedabad-06	IN30012610135409	36080	360800	N.A	Assent	
-	Niray Panalal Shah	16/1,Kalyan Soc,Nr Mithakhali,Ahmedabad-06	IN30012610135425	18765	187650	N.A	Assent	
	Mrs.Pushpa Janak Shah	16/1,Kalyan Soc,Nr Mithakhali,Ahmedabad-06	IN30012610135450	8100	81000	N.A	Assent	
	Mr. ShrichaND K. Kahar	Kalol-Mehsana Highway, Chhatral, Ta. Kalol (NG)	s-10032	200	2000	N.A	Assent	
-	Mr. Pradip P. Shah	46, Nepeansea Road, Mumbai-400 026	IN30018310228680	67955	679550	N.A	Assent	
	Mr. Pradip P. Shah	46, Nepeansea Road, Mumbai-400 026	IN30007010873040	4500	45000	N.A	Assent	
	Mrs. Sudha P. Shah	46, Nepeansea Road, Mumbai-400 026	IN30290240507724	24000	240000	N.A	Assent	
_	Mr. Karan P. Shah	46, Nepeansea Road, Mumbai-400 026	IN30302861238195	6100	61000	N.A	Assent	
-	Mr. Virendra P. Shah	603,Pleasant Palace,16, N.D.Road, Mumbai -6	IN30004410159159	29800	298000	N.A	Assent	
_	Mrs. Kalpana V. Shah	603,Pleasant Palace,16, N.D.Road, Mumbai -6	IN30004410159183	11000	110000	N.A	Assent	
	Mr. Bimal V. Shah	603,Pleasant Palace,16, N.D.Road, Mumbai -6	IN30004410159190	5500	55000	N.A	Assent	
11	IVIT, DIIIIai V, Silaii	ous, ricasant randee, 20, montood, monto	TOTAL	212000	2120000			

For, Shah Foods Limited

Janaging Director

