



# SHAH FOODS LIMITED

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

To  
The Department of Corporate Services,  
The Mumbai Stock Exchange,  
1st Floor Rotunda Bldg,  
B.S. Marg, Fort,  
Mumbai-400 001.

Sub: Outcome of 33<sup>rd</sup> Annual general Meeting

Script Code: 519031

Dear Sir,

Pursuant to Clause 31 and other applicable clauses of the Listing Agreement, we hereby inform you that the members of the Company at the 33<sup>rd</sup> Annual General Meeting held at Chhatral, Kalol Mehsana Highway Road, Taluka-Kalol, Dist. Gandhinagar, Gujarat-382729 on Saturday, 19<sup>th</sup> September, 2015, at 11.00 am had approved the following ordinary resolutions.

1. Adoption of the Audited Balance Sheet as at March, 31, 2015, Statement of Profit & Loss Account for the financial year ended 31<sup>st</sup> March, 2015, and the report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Janak.P.Shah (DIN- 01880079), who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Sushil.P.Shah (DIN-02529990), who retires by rotation and, being eligible, offers himself for reappointment.
4. Reappointment of Auditor M/s Dinesh R. Shah & Co., Chartered Accountants [Membership No: 047928].
5. Appointment of Mrs. Pushpa Janak Shah as Director
6. Appointment of Mr, Shrichand Kahar as Production Manager

Place: Ahmedabad  
Date: 24-09-2015

By order of the Board

Mr. Janak P. Shah  
Vice-Chairman  
DIN: 01880079

Registered office:  
Chhatral, Kalol-Mehsana Highway,  
Taluka- Kalol, Gandhinagar-382729

Regd. Office & Factory :

Kalol-Mehsana Highway, Chhatral-382 729, Taluka-Kalol, Dist. Gandhinagar, Gujarat. Ph. : 2764-233931-32



## SHAH FOODS LIMITED

Minutes of the 33<sup>rd</sup> Annual General Meeting of the Members of the Company held on Saturday the 19<sup>th</sup> day of September 2015 at 11.00 a.m. at the Registered Office of the Company at Chhatral, Kalol, Mehsana Highway, Tal: Kalol, Dist. Gandhinagar, Gujarat-382 729.

### 1. APPOINTMENT OF CHAIRMAN

The meeting commenced at 11.00 a.m.

The Directors present at the meeting appointed Shri Janak P. Shah, Whole time Director of the Company as Chairman of the meeting. Thereafter he presided over the meeting.

### 2. PRESENT :

The following directors were present at the meeting.

- |                           |                              |
|---------------------------|------------------------------|
| 1. Shri Janak P. Shah     | Whole time Director & Member |
| 2. Shri Nirav J. Shah     | Managing Director & Member   |
| 3. Mrs. Pushpa J. Shah    | Director & Member            |
| 4. Mr. Shrichand R. Kahar | Operation Director & Member  |

### 3. SPECIAL INVITEES

The following special invitees were present.

M/s Pinakin Shah & Co, Practising Company Secretary was represented by Shri Divyang Patel.

M/s. Dinesh R. Shah & Co., Chartered Accountants was represented by Shri Ronak Shah.

### 4. MEMBERS PRESENT

The meeting was attended by 16 [sixteen] shareholders (including four Director Members) out of which 06 shareholders were in person and 10 shareholders through Proxy. After ascertaining that the requisite members were present to form the quorum, Chairman declared that the meeting was duly convened and constituted.

Chairman welcomed all the Shareholders, Proxies and Special Invitees to the 33<sup>rd</sup> Annual General Meeting (AGM) and commenced proceedings.

### 5. STATUTORY REGISTERS OPEN FOR INSPECTION

The Chairman then announced that:

09/9



- a) The Company has received 10 [ten] proxies from members representing 149155 equity shares aggregating 24.96% of paid up capital of the company.
- b) The Company has not received any representation from corporate bodies.
- c) The register of members, share transfer books, Proxies' register and Register of Directors' shareholding, E-voting report and all other documents were kept open for inspection by the shareholders at the venue and that the same were accessible during the continuance of the meeting.

#### 6. NOTICE OF THE MEETING & AUDITORS' REPORT

The Chairman, with the unanimous consent of the members present, declared that the Notice convening the 33<sup>rd</sup> Annual General Meeting and the Report of Directors' of the Company were taken as read.

The Chairman asked representative of auditors to read the Auditor's report of the Company for the year ended on 31<sup>st</sup> March, 2015.

Shri Purav Shah Representative from M/s. Dinesh R. Shah & Co., Chartered Accountants read the Auditors Report and the annexure to the Auditors' Report were taken as read with the unanimous consent of the members present.

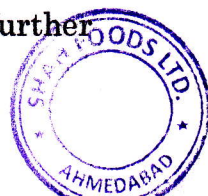
#### 7. CHAIRMAN'S SPEECH

The Chairman then delivered his opening remarks and appraised the Members about the activities of the Company. Chairman in his speech highlighted the economy, industrial scenario, sector specific issues, performance of the Company for the fiscal year 2014-15. Thereafter, Chairman welcomed questions and clarifications from the shareholders on the financial results and the same were clarified.

#### 8. E-VOTING FACILITIES.

The Chairman then informed the member that pursuant to provision of section 107 (1) of the Companies Act, 2013 read with rule no 7.20 of Companies (Management & Administration Rules) 2014, the Company has extended e-voting facilities to the member of the company from 16/09/2015 to 18/09/2015 i.e. three days prior to the date of the general meeting in respect of business to be transacted at this Annual General Meeting. He further

*OM*



informed that M/s Pinakin Shah & Co, Practising Company Secretary, was appointed as Scrutinizer for the said process.

9. BUSINESS AS PER AGENDA

Following resolutions, duly proposed and seconded, were placed for voting through poll.

ORDINARY BUSINESS

Item no.1: Adoption of the Audited Financial Statements

Proposed by: Mr. Janak P. Shah

Seconded by: Mr. Pradip R Shah

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“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”.

Item no.2: Re-appointment of Shri Janak P Shah (DIN 01880079)

Proposed by: Mr. S. R. Kahar

Seconded by: Mr. Pradip R Shah

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“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.”

Item no.3: Re-appointment of Shri Sushil.P.Shah (DIN 02529990)

Proposed by: Mr. S R Kahar

Seconded by: Mr. Pradip R Shah

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution

002



“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.”

Item no.4: Reappointment of Statutory Auditors of the Company

Proposed by: Mr. Nirav J Shah

Seconded by: Mr. Pradip Panchal

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“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.”

SPECIAL BUSINESS

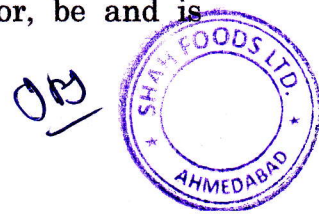
Item no.5: Appointment of Mrs. Pushpa Janak Shah, (DIN: 07144650) as a Director

Proposed by: Mr. Pradip Panchal

Seconded by: Mr. Pradip R Shah

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“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 Section 160(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.”



Item no.6: Reappointment of Mr. Shrichand Kahar as Production Manager

Proposed by: Mr. Janak P. Shah

Seconded by: Mr. Nirav J Shah

The following Resolution having been proposed and seconded by the aforementioned two members was put to the vote as an Ordinary Resolution:

“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 1<sup>st</sup> 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.”

**10. PHYSICAL BALLOT**

The Chairman then suggested to the members & who had not voted electronically to cast their vote through Physical Ballot & instructed the Practising Company Secretary, Mr. Pinakin Shah & Co to carry out Physical Ballot process for all six resolutions specified in the notice dated 01/08/2015

The Chairman further informed that upon completion of voting by Physical Ballot the scrutinizer would count the votes & sign & submit the result to the Chairman within two working days from the conclusion of this meeting.

**11. CONDUCT OF THE PHYSICAL BALLOT**

The Chairman then ordered the poll by physical ballot and on his instruction M/s Pinakin Shah & Co. supervised the voting procedure. An empty ballot box was shown to the members and it was closed in their presence. The members



who did not exercise their vote electronically, casted their votes and the scrutinizer closed the voting at around 11:30 A.M and took custody of the ballot box.

#### 12. THE RESULT OF EVOTING & PHYSICAL BALLOT

The Chairman then informed the members that the result of following would be declared by Company to the Stock Exchange within two working days from the conclusion of the meeting and would also be placed on the website of the Company. He also intimated that the report of scrutinizer on e- voting and physical ballot would be available for inspection at the registered office of the Company.


#### 13. VOTE OF THANKS

The Chairman thanked the members for attending and actively participating in the meeting.

The Meeting ended with a vote of thanks to the Chair.

Place: CHHATRAL

Date: 14-04-2015

  
Shri Janak P. Shah  
Chairman

