

## SHAH FOODS LIMITED

Minutes of the 32<sup>nd</sup> Annual General Meeting of the Members of the Company held on Saturday the 20<sup>th</sup> day of September 2014 at 11.00 a.m. at the Registered Office of the Company at Chhatral, Kalol, Mehsana Highway, Taluka Kalol, Dist. Gandhinagar, Gujarat-382 729.

### 1. APPOINTMENT OF CHAIRMAN

The meeting commenced at 11.00 a.m.

In absence of Chairman, the Directors present at the meeting appointed Shri Nirav J. Shah, Managing Director of the Company as Chairman of the meeting. Thereafter he chaired the meeting.

### 2. DIRECTORS PRESENT

The following directors were present at the meeting.

1. Shri Janak Panalal Shah
2. Shri Sushil Panalal Shah
3. Shri Nirav Janak Shah
4. Shri Shrichand Rambriksh Kahar

### 3. MEMBERS PRESENT

The meeting was attended by 19 [nineteen] shareholders out of which 15 shareholders were in person and 4 shareholders through Proxy. After ascertaining that the requisite members were present to form the quorum, Chairman declared that the meeting is duly convened and constituted. Chairman welcomed all the Shareholders, Proxies and Special Invitees to the 32<sup>nd</sup> Annual General Meeting (AGM).

### 4. 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.

### 5. STATUTORY REGISTERS OPEN FOR INSPECTION

The Chairman then announced that:

- a) The Company has received 4 [four] proxies from members representing 102455 equity shares aggregating 17.14% of paid up capital of the company.
- b) The Company has not received any representation from corporate bodies.
- c) The Proxies' register and Register of Directors' shareholding and other statutory registers 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

With the consent of members, the notice convening the meeting and annexure to the Auditors' Report were taken as read. Shri Divyang Patel, representative from M/s Pinakin Shah & Co, Practising Company Secretary read the Auditors Report.

#### 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 2013-14. 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 14/09/2014 to 16/09/2014 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 informed that M/s Pinakin Shah & Co, Practising Company Secretary, was appointed as Scrutinizer for the said process

He then stated that the Scrutinizer has submitted their report of e-voting to him.

#### 9. PHYSICAL BALLOT



The Chairman then suggested to the members physically present & 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 seven resolutions specified in the notice dated 26/07/2014

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.

#### 10. 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 11.15 a.m. and took custody of the ballot box.

#### 11. 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.

#### 12. 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: Ahmedabad

Date : 23/09/2014

Nirav J. Shah  
Chairman