

  
**SHAH FOODS LIMITED**

**Regd. Office :**

Kalol-Mehsana Highway,

Chhatral, Ta. Kalol,

Dist. Gandhinagar,

North Gujarat - 382 729. INDIA

Tele : +91 2764 233931

Mobile : +91 99040 03700

E-mail : shahfoods.ahmedabad@gmail.com

CIN : L15419GJ1982PLC005071

**14.08.2023**

To,

**The Department of Corporate Services,**

**The Bombay Stock Exchange**

**Phiroze Jeejeebhoy Towers,**

**Dalal Street Mumbai- 400001**

**Script Code: 519031**

Dear Sir/Madam,

**Sub: - Submission of Annual Report under Regulation 34 of the SEBI (LODR) Regulations, 2015**

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed herewith 41<sup>st</sup> Annual Report of the Company for the FY 2022-23. The said Annual Report is also uploaded on the website of the Company at [www.shahfoods.com](http://www.shahfoods.com).

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) & SEBI, the 41<sup>st</sup> Annual Report for the FY 2022-23 is being sent only by electronic mode (through e-mail) to those Members whose e-mail addresses are registered with the Company/ Depositories/ RTA.

Kindly take the same on your Records.

Thanking You.

**Yours Faithfully,**

**For, Shah Foods Limited**

  
**Nirav Shah**

**Managing Director**

**DIN: 01880069**



**ANNUAL REPORT**  
**2022-23**

**SHAH FOODS LIMITED**  
**CIN : L15419GJ1982PLC005071**  
**An ISO : 22000 Certified Company**



**Regd Office:**

Block no. 453/1, Chhatral, Kalol-Mehsana Highway,  
Taluka Kalol, District Gandhinagar, Gujarat - 382729

Tel. No.: 2764-233931

▪ **BOARD OF DIRECTORS**

| Name                          | Designation                               | DIN      |
|-------------------------------|---|----------|
| • Mr. Nirav J. Shah           | Managing Director                         | 01880069 |
| • Mrs. Pushpa J. Shah         | Whole Time Director                       | 07144650 |
| • Mr. Virendra P. Shah        | Non-Executive<br>Non-Independent Director | 00643925 |
| • Mr. Kunal R. Asarpota       | Non-Executive<br>Independent Director     | 06779773 |
| • Mr. Sunil Gautambhai Parikh | Non-Executive<br>Independent Director     | 08403488 |
| • Mr. Malav J. Shah           | Non-Executive<br>Independent Director     | 00066829 |

▪ **COMPANY SECRETARY AND COMPLIANCE OFFICER**

- Hiral Ishan Dave

▪ **CHIEF FINANCIAL OFFICER**

- Pradipbhai R. Shah

▪ **AUDITORS**

- M/s. Suresh R. Shah & Associates (Firm Registration No. 110691)  
Chartered Accountants
- GKV & Associates. (PCS No. 19866)  
Company Secretary

▪ **BANKERS**

- BANK OF BARODA
- HDFC BANK LTD

▪ **REGISTERED OFFICE & WORKS**

- BLOCK NO. 453/1,  
CHHATRAL,  
KALOL-MEHSANA HIGHWAY,  
TALUKA - KALOL, DISTRICT - GANDHINAGAR,  
GUJARAT – 382729

▪ **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](mailto:info@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)



**NOTICE OF 41<sup>st</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

NOTICE is hereby given that the 41<sup>st</sup> (Forty First) Annual General Meeting (AGM) of **M/s. SHAH FOODS LIMITED** will be held on Saturday, September 16, 2023 at 12.00 noon through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which purpose the Registered Office of the Company situated at Block No. 453/1, Chhatral, Kalol-Mehsana Highway, Taluka- Kalol, Gandhinagar – 382729 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, 2023 along with the Directors’ Report and the Auditor’s Report thereon be and are hereby received, considered, approved and adopted.”

**2) APPOINTMENT OF SHRI NIRAV JANAKBHAI SHAH, DIRECTOR (DIN-01880069), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF 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, Shri Nirav Janakbhai Shah, Director (DIN-01880069), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as the Director of the Company.”



**SPECIAL BUSINESS**

**3) APPOINTMENT OF STATUTORY AUDITORS DUE TO CASUAL VACANCY OF OFFICE**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) 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 at its meeting held on Monday, 14<sup>th</sup> August, 2023, M/s. Keshri & Associates, Chartered Accountant, (Firm Registration No. 0310006E), be and is hereby appointed as Statutory Auditor of the Company for the financial year 2023-24 to fill the casual vacancy caused by resignation of the existing Statutory Auditors Suresh R. Shah & Associates (Chartered Accountants) (FRN 110691W).

**“RESOLVED FURTHER THAT** M/s. Keshri & Associates, Chartered Accountant, (Firm Registration No. 0310006E), be and is hereby appointed as Statutory Auditor of the Company for the financial year 2023-24 from the conclusion of this General Meeting till the next Annual General Meeting of the Company and that he shall be eligible for re-appointment in the next Annual General Meeting of the Company to be held in the year 2024-25 and that they shall conduct the statutory audit for the period ended 31<sup>st</sup> March, 2024 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

**4) APPOINTMENT OF MR. KUNAL RAJESH ASARPOTA (DIN: 06779773) 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], Mr. Kunal Rajesh Asarpota (DIN: 06779773), who was appointed as an Independent Director of the Company at the 36<sup>th</sup> Annual General Meeting of the Company and who is eligible for being re-appointed as an Independent Director and 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, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 09/02/2023.”

**Place: Ahmedabad**

**Date: 14.08.2023**

**By order of the Board**

**Sd/-**

**Nirav J. Shah**

**Managing Director**

**DIN: 01880069**

**Registered office:**

**Block No. 453/1, Chhatral,**

**Kalol-Mehsana Highway,**

**Taluka- Kalol, Gandhinagar,**

**Gujarat - 382729**



**NOTES:**

1. 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 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/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 EGM/AGM through VC/OAVM.
2. 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 EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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 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.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.shahfoods.com](http://www.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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evoting.nsdl.com).

7. EGM/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 13<sup>th</sup> September, 2023 at 09:00 A.M. and ends on 15<sup>th</sup> September, 2023 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. 09<sup>th</sup> September, 2023, 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 09<sup>th</sup> September, 2023.

**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   |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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.

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"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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 &amp; 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol> |
| <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 &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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<br>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<br>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<br>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](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 ipshah13@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto: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 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](http://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](http://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](mailto: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](mailto: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](mailto: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](mailto: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](mailto: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 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](mailto: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.





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Details of the Directors seeking appointment/ re-appointment at the 40<sup>th</sup> (Fortieth) 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.**

| <b>Particulars</b>  | <b>Promoter Director - Retiring by Rotation</b> |
|---|---|
| <b>Name of Director</b>   | Shri Nirav J. Shah                              |
| Date of Birth   | 11/10/1972                                      |
| Date of Appointment   | 06/08/2005                                      |
| Qualification   | Std. 11   |
| Expertise   | Business  |
| Chairman/ Designated Partner/ Director of other Public Companies/ LLP | Nil   |
| Chairman/ Member of Committees of other Companies*                    | Chairman: NIL<br>Member: NIL                    |
| No. of Shares held in the Company                                     | 29,921  |

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

**Item No. 3**

M/s. Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration No: 110691W) have tendered their resignation dated July 25, 2023 to continue as Statutory Auditor resulting into a Casual Vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). The Board of Directors at their meeting held on Monday, August 14, 2023 had appointed M/s. Keshri & Associates, Chartered Accountant, (Firm Registration No. 0310006E) to hold the office of Statutory Auditors till this General Meeting. The Casual Vacancy caused by the resignation of Auditors can only be filled up by the Company in a General Meeting. The Board proposes to appoint 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).

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**

Appointment of Mr. Kunal Rajesh Asarpota (DIN: 06779773) as Director The Company had, pursuant to the provisions of Regulation 17 of SEBI (LODR), 2015 appointed of Mr. Kunal Rajesh Asarpota (DIN: 06779773), as an Additional Independent Director in its Board Meeting held on 09/02/2018. 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. Such Independent Director shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. Thus, it is proposed to appoint of Mr. Kunal Rajesh Asarpota for a term of five years from 09/02/2018. 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. Kunal Rajesh Asarpota fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Appointment of Mr. Kunal Rajesh Asarpota 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. 4 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

| <b>Particulars</b>   | <b>Independent Director -<br/>Reappointment</b> |
|--|---|
| <b>Name of Director</b>  | Shri Kunal Rajesh Asarpota                      |
| Date of Birth  | 24/07/1979                                      |
| Date of Appointment  | 09/02/2018                                      |
| Qualification  | M.Com   |
| Expertise  | Business  |
| Chairman/ Designated Partner/ Director<br>of other Public Companies/ LLP | Nil   |
| Chairman/ Member of<br>Committees of other Companies*                    | Chairman: NIL<br>Member: NIL                    |
| No. of Shares held in the Company  | NIL   |

The Board recommends the Resolution set out at Item No. 4 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. 4 of the Notice.

**Registered office:**

**Block No. 453/1, Chhatral,  
Kalol-Mehsana Highway,  
Taluka- Kalol,  
Gandhinagar - 382729**

**For, Shah Foods Limited**

**Sd/-**

**Mr. Nirav J. Shah  
Managing Director  
DIN: 01880069**



**DIRECTOR'S REPORT**

To,  
The Members,  
M/s. SHAH FOODS LIMITED

Your directors have pleasure in presenting the 41<sup>st</sup> (Forty First) Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31<sup>st</sup> March, 2023.

The summary of operating results for the year is given below.

**1. FINANCIAL HIGHLIGHTS**

(Rs. in Lakhs)

| Particulars                       | Current year<br>(2022-23) | Previous year<br>(2021-22) |
|-----------------------------------|---------------------------|----------------------------|
| Sales                             | --                        | --                         |
| Other Income                      | 6.40*                     | 0.16                       |
| <b>Total Income</b>               | <b>6.40*</b>              | <b>0.16</b>                |
| Depreciation                      | --                        | 0.04                       |
| Tax                               | --                        | --                         |
| Current Tax                       | --                        | --                         |
| Deferred Tax                      | --                        | --                         |
| <b>Profit/(Loss) after Tax</b>    | <b>(20.61)</b>            | <b>(27.39)</b>             |
| <b>Earnings per share (Rs.) :</b> |                           |                            |
| Basic                             | (3.45)                    | (4.59)                     |
| Diluted                           | (3.45)                    | (4.59)                     |

\* Previous Liabilities written off of Rs. 6,34,411/- in the year 2022-23 and interest of fixed deposit of Rs. 5,098/-, other than that there is no income in the Company.



**2. STATE OF COMPANY'S AFFAIRS**

As reported in previous three annual reports via 2019-20, 2020-21 and 2021-22, the factory was closed since 30<sup>th</sup> June, 2019. The Company has sold/ disposed off the assets last year. In view of this, there is no business transacted by the Company during the year. During the year under review, the total Income of the Company was Rs. 6.40 Lakh against Rs. 0.16 Lakh in the previous year. The Company has incurred loss after Tax of Rs. (20.61) compared to loss of Rs. (27.40) Lakh in the previous year.

**3. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013**

During the year, due to loss in the Company, the Board of Directors proposed to carry Nil amount to General Reserve Account.

**4. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR**

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**5. DETAILS OF SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES**

No company has become or ceased to be Subsidiary Company, Joint Venture Company or Associate Company during the year.

**6. CHANGE IN THE NATURE OF BUSINESS**

During the Financial Year 2022-2023 your Company has not commenced any new business.



**7. CHANGES IN SHARE CAPITAL**

The issued, subscribed and paid-up Equity Share Capital of the Company as on March 31, 2023 was ₹ 59,75,000/- (Rupees Fifty-Nine Lakh and Seventy-Five Thousand Only) comprising of 5,97,500 (Five Lakh Ninety-Seven Thousand and Five Hundred) Equity Shares of ₹ 10/- (Rupees Ten Only) each. The Company has not issued any Equity Shares during FY 2022-2023. There was no change in Share Capital during the year under review.

**8. MANAGEMENT DISCUSSION & ANALYSIS**

A report on Management Discussion and Analysis, as required in terms of Regulation 34(2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, forms part of this report and it deals with the Business Operations and Financial Performance, Research & Development Expansion & Diversification, Risk Management, Marketing Strategy, Safety & Environment, significant changes in key financial ratios etc. in “Annexure-A”.

**9. MEETINGS OF THE BOARD OF DIRECTORS**

The gap between two Board meetings did not exceed four months. The schedule of Board/ Committee meetings is communicated in advance to the directors/ committee members to enable them to plan their schedules and to ensure their meaningful participation in the meetings. The Board met seven times in financial year details of which are summarized as below:

| <b>Sr No.</b> | <b>Date of Meeting</b> | <b>Board Strength</b> | <b>No. of Directors Present</b> |
|---------------|------------------------|-----------------------|---------------------------------|
| 1             | 11.04.2022             | 6                     | 6                               |
| 2             | 18.05.2022             | 6                     | 6                               |



|   |            |   |   |
|---|------------|---|---|
| 3 | 08.08.2022 | 6 | 6 |
| 4 | 03.09.2022 | 6 | 6 |
| 5 | 02.11.2022 | 6 | 6 |
| 6 | 11.02.2023 | 6 | 6 |
| 7 | 30.03.2023 | 6 | 6 |

In addition, Independent Directors met exclusively in the last quarter of the financial year i.e. on 30<sup>th</sup> March, 2023.

**10. CORPORATE GOVERNANCE**

As provided under Regulation 15(2) of the SEBI (LODR) Regulations, 2015, the compliance with Corporate Governance as specified in Regulation 17 to 27, 46 (2)(b) to (i) & para-C, D & E of Schedule V are not applicable to the Company as paid-up share capital doesn't exceed Rs. 10 Crore and Net Worth doesn't exceed Rs. 25 Crore, as on the last day of previous financial year.

**11. DIVIDEND**

In view of loss, the Directors do not recommend any Dividend for the year under review.

**12. DEPOSITS**

Your Company has not accepted any deposits from the public within the meaning of Section 73 and 74 of the Companies Act, 2013 and read with the Companies (Acceptance of Deposits) Rules, 2014 for the year ended March 31, 2023.

**13. A STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION**



**THEREIN OF ELEMENTS OF RISK, IF ANY, WHICH IN THE OPINION OF THE BOARD MAY THREATEN THE EXISTENCE OF THE COMPANY**

There is an adequate risk management infrastructure in place capable of addressing risks that the organization faces such as strategic, financial, market, property, IT, legal, regulatory, reputational and other risks those have been identified and assessed.

**14. LISTING**

The Equity shares of the Company are listed at Bombay Stock Exchange. The Company has paid listing fees to the Stock Exchange for the year 2023-24.

**15. PERFORMANCE EVALUATION OF BOARD**

The Board of Directors has carried out an annual evaluation of its own performance, its Committees and Individual Directors pursuant to the requirements of the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and schedule prescribed thereunder. There is no business transacted by the Company during the year, however the Company is exploring new business lines. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of criteria such as the board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the respective Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The above criteria are as per the Performance Evaluation Policy of the Company approved by the Board of Directors upon the recommendation of Nomination and Remuneration Committee. As required under Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors of the Company was also held on 30<sup>th</sup> March, 2023 to evaluate the performance of the Chairman, Non- Independent Directors and the Board as a whole and also to assess the quality, quantity and timeliness of flow of information between the management of the





Company and the Board. The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated, on the basis of following evaluation criteria:

- Relevant Knowledge, Expertise and Experience.
- Devotion of time and attention to the Company's long term strategic issues.
- Addressing the most relevant issues for the Company.
- Discussing and endorsing the Company's strategy.
- Professional Conduct, Ethics and Integrity.
- Understanding of Duties, Roles and Function as Independent Director.

Your directors have expressed their satisfaction to the evaluation process.

#### **16. INDEPENDENT DIRECTORS MEETING**

During the year under review, the Independent Directors of the Company met on 30<sup>th</sup> March, 2023, discussed inter-alia,

- a. Evaluation of performance of Non-Independent Director and the Board of Directors of the Company as a whole;
- b. Evaluation of performance of the Chairman of the Company, taking into views of executive and Non-Executive Directors;
- c. Evolution of the quality, content and timelines of flow of information between the management and the board that is necessary for the board to effectively and reasonably perform its duties;



**17. DISCLOSURE REGARDING MAINTENANCE OF COST RECORDS**

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

**18. DIRECTORS & KEY MANAGERIAL PERSONAL**

**i. Retirement by Rotation:**

**Shri Nirav Janakbhai Shah, Director (DIN-01880069)**, retires by rotation and being eligible offers himself for re appointment. Pursuant to Regulation 17 of the SEBI (LODR) Regulations, 2015, details of Director retiring by rotation is provided under explanatory statement of the Notice of the 41<sup>st</sup> Annual General Meeting.

**ii. Appointment - Re appointment of KMP:**

**Shri Kunal Rajesh Asarpota (DIN: 06779773)**, re appointed as an Independent Director of the Company w. e. f. 09/02/2023 for the term for five consecutive years, subject to the resolution to be passed by the Shareholders at the ensuing Annual General Meeting.

**19. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) & 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as “**Annexure - B**” to this report.

**20. EXTRACT OF ANNUAL RETURN**

Extract of Annual Return of the Company is annexed herewith as “**Annexure - C**” to this Report.

**21. STATUTORY AUDITORS**

M/s. Suresh R. Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration No: 110691W) were appointed as a Statutory Auditors of the Company with the approval of



members at the 40<sup>th</sup> Annual General Meeting to hold office till the conclusion of the 45<sup>th</sup> Annual General Meeting. As per the recent amendment issued by Ministry of Corporate Affairs, ratification of statutory auditors at every Annual General Meeting is not required and hence your directors have not proposed the ratification of M/s. Suresh R. Shah & Associates at ensuing Annual General Meeting.

**Remuneration to Auditors:**

The Statutory Auditor was paid Rs. 85,000/- (Rupees Eighty-Five Thousand Only) as Audit fees for the year 2022-23.

**22. AUDITORS' REPORT**

The notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**23. SECRETARIAL AUDITOR**

M/s. GKV & ASSOCIATES, Practicing Company Secretary has been appointed as the Secretarial Auditor of the Company for the financial year 2022-23 as required under Section 204 of the Companies Act 2013 and Rules thereunder. The Secretarial Audit Report for the financial year ended March 31, 2023 is annexed herewith marked as "**Annexure-D**" to this Report. The Secretarial Audit Report contains certain adverse remarks which are dealt with as under:

| Sr. No | Remarks  | Explanation  |
|--------|--|--|
| 1.     | Non-Compliance of Section 138 of the Companies Act, 2013 | The Company does not have Internal Audit department as the factory is closed w.e.f. 30/6/2019. |



|    |   |  |
|----|---|--|
| 2. | Non-Compliance Regulation 46 of SEBI (LODR) Regulations, 2015 | The website was not updated at the time of Secretarial Audit, the Company is under financial stress. |
|----|---|--|

**24. DETAILS OF FRAUDS REPORTED BY THE AUDITORS**

During the year under review, neither the Statutory Auditor nor the Secretarial Auditor have reported to the Audit Committee under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against the Company by its officers or employees.

**25. COMMITTEES OF THE BOARD**

Currently the Board has constituted three Committees:

- a) Audit Committee,
- b) Stakeholders' Relationship Committee,
- c) Nomination & Remuneration committee.

**A. AUDIT COMMITTEE**

All Members of the Audit Committee have accounting and financial management expertise. The role of Audit Committee, the powers exercised by it pursuant to the terms of reference, and the information reviewed by it are in accordance with the requirements as specified in the Regulation 18 of SEBI (LODR) Regulations, 2015 Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

The Vice-Chairman & Whole-time Director and Statutory Auditors are the invitees to the Audit Committee meetings. During the period under review, the Audit Committee met four times on 18.05.2022, 08.08.2022, 02.11.2022 and 11.02.2023 and was attended by the following members.



| Name                         | Designation | No of meetings attended |
|------------------------------|-------------|-------------------------|
| Shri Sunil Gautambhai Parikh | Chairman    | 4                       |
| Shri Kunal Asarpota          | Member      | 4                       |
| Shri Malav Jashwantlal Shah  | Member      | 4                       |

**B. NOMINATION AND REMUNERATION COMMITTEE**

The roles and responsibilities of the Committee are in accordance with the requirements as specified in the Regulation 19 of SEBI (LODR) Regulations, 2015, Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

All Members of the Nomination and Remuneration Committee have accounting and financial management expertise. The role of Audit Committee, the powers exercised by it pursuant to the terms of reference, and the information reviewed by it are in accordance with the requirements as specified in the Regulation 19 of SEBI (LODR) Regulations, 2015, Companies Act, 2013 and other applicable laws, if any. Apart from the above, the Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

During the period under review, the Committee met four times on 18.05.2022, 08.08.2022, 02.11.2022 and 11.02.2023 and was attended by the following members.

| Name                         | Position | Category                              |
|------------------------------|----------|---------------------------------------|
| Shri Sunil Gautambhai Parikh | Chairman | Non - Executive, Independent Director |
| Shri Kunal Asarpota          | Member   | Non - Executive, Independent Director |
| Shri Malav Jashwantlal Shah  | Member   | Non - Executive, Independent Director |



**Remuneration to Directors:**

- a. The Whole Time Director/ Managing Directors/ Manager/ and/ or Directors get Salary and Perquisites. Remuneration paid for the year ended 31<sup>st</sup> March, 2023 was as under:

| Name of the Director  | Period of Appointment                   | Designation       | Remuneration      |
|-----------------------|---|-------------------|-------------------|
| Shri Nirav Janak Shah | Five years with effect from 01/07/2022* | Managing Director | 8.64 Lakhs        |
| <b>TOTAL</b>          |   |                   | <b>8.64 Lakhs</b> |

The Company has not transacted any business during the year;

**The criteria for making payments to the Whole time Directors are:**

Salary, as recommended by the Nomination and Remuneration Committee and approved by the Board and the Shareholders of the Company. Perquisites, retirement benefits and performance pay are also paid/ provided in accordance with the Company's compensation policies, as applicable to all employees and the relevant legal provisions.

Remuneration is determined keeping in view the industry benchmarks and situation of the Company Business.

- b. The Non-Executive Directors are not paid sitting fees for attending the meetings of the Board and Committees.
- c. The Company has not paid sitting fees to any Director of the Company.

**C. STAKEHOLDER RELATIONSHIP COMMITTEE**

The terms of reference of the Committee include reviewing and redressing complaints from shareholders such as non-receipt of annual report, transfer of shares, issue of duplicate share certificates, etc.; to oversee and review all matters connected with transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of securities; to oversee the



performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of investor services; and to perform any other function, duty as stipulated by the Companies Act, Securities & Exchange Board of India, BSE and any other regulatory authority or under any applicable laws, as amended from time to time.

Committee met four times during FY 2022-23 i.e. 18.05.2022, 08.08.2022, 02.11.2022 and 11.02.2023 and was attended by following members:

| Name                         | Position | No of meetings attended |
|------------------------------|----------|-------------------------|
| Shri Sunil Gautambhai Parikh | Chairman | 4                       |
| Shri Kunal Asarpota          | Member   | 4                       |

In addition, Details of Shareholders' Complaints received during the year are as follows:

| Particulars  | No. of Complaints |
|--|-------------------|
| Investor complaints pending as at April 1, 2022                      | 0                 |
| Investor complaints received during the year ended on March 31, 2023 | 0                 |
| Investor complaints resolved during the year ended March 31, 2023    | 0                 |
| Investor complaints pending as on March 31, 2023                     | 0                 |

#### **Share Transfer Committee**

The Stakeholder relationship committee has delegated power of approving transfer of securities to Shri Nirav Shah and Shri Sunil Parikh. The Committee, inter alia, reviews and approves the transfer/ transmission/ D-mat of equity shares as submitted by M/s. Big Share Services Private Limited., the Registrar & Transfer Agent of the Company. There is no physical transfer during the year.



**26. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

The Company has not given any loan, made any investment or given any guarantee hence information is nil.

**27. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134 (3)(c) of the Companies Act, 2013, the Board of Directors hereby confirms that;

- I. In the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures.
- II. It has in the selection of the accounting policies, consulted the Statutory Auditors and has applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March, 2023 and of the profits of the Company for that period.
- III. It has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities, to the best of its knowledge and ability. There are however, inherent limitations, which should be recognized while relying on any system of internal control and records.
- IV. It has prepared the annual accounts on a going concern basis.
- V. The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operation efficiently.
- VI. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**28. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

During the year, the Company has transferred unclaimed dividend of Rs. NIL to the Investor Education and Protection Fund in compliance with provisions of the Companies Act, 2013.





**29. INSURANCE**

All the insurable interests of the Company are adequately insured against risk of fire and other risks.

**30. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the financial year 2022-23, your Company has not entered into any material related party transaction as per the SEBI Listing Regulations with any of its related parties. Disclosures pursuant to the Accounting Standards on related party transactions have been made in the notes to the Financial Statements. As there were no related party transactions which were not in the ordinary course of the business or not on arm's length basis and also since there was no material related party transaction as stated above, disclosure under Section 134(3) (h) in Form AOC-2 of the Companies Act, 2013 is not applicable.

**31. DECLARATION BY INDEPENDENT DIRECTORS**

The Board of Directors of the Company hereby confirms that independent directors have given the declaration and they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

**32. FAMILIARIZATION PROGRAMME**

In Compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of industry in which the Company operates, business model etc. A familiarization program was conducted for Independent Directors. However, there is no business in the Company.

**33. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

Pursuant to provisions of Section 177 (9) of the Act, read with Regulation 22(1) of the SEBI Listing Regulations, your Company has adopted a Whistle Blower Policy, to provide a



formal vigil mechanism to the Directors and employees to report their concerns about unethical behaviour, including actual or suspected leak of unpublished price sensitive information, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in certain cases. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

**34. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

**A. Conservation of Energy**

The Company has not made any investment for (energy conservation) and taken any specific measures to reduce energy cost per unit. However, it intends to conserve energy for future generation.

**B. Technology Absorption**

There is no research and development activity carried out by the Company.

**35. FOREIGN EXCHANGE EARNINGS AND OUT GO**

There were no foreign exchange earnings and outgo during the year under review.

**36. EQUITY CAPITAL**

**a) BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

**b) SWEAT EQUITY**

The Company has not issued any Sweat Equity Shares during the year under review.

**c) BONUS SHARES**

No Bonus Shares were issued during the year under review.

**d) EMPLOYEES STOCK OPTION PLAN**

The Company has not provided any Stock Option Scheme to the Employees.



e) EQUITY SHARES WITH DIFFERENTIAL RIGHTS

The company has not issued equity shares with differential rights as to dividend, voting or otherwise.

SHARES IN SUSPENSE ACCOUNT

- Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the beginning of the year: **NIL**
- Number of shareholders who approached issuer for transfer of shares from Suspense Account during the year: **Not Applicable**
- Number of shareholders to whom, shares were transferred from Suspense Account during the year: **Not Applicable**
- Aggregate number of shareholders and the outstanding shares in the Suspense Account lying at the end of the year: **NIL**
- That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: **Not Applicable**

SHARES IN UNCLAIMED SUSPENSE ACCOUNT

- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account lying at the beginning of the year: **NIL**
- Number of shareholders who approached issuer for transfer of shares from the Unclaimed Suspense Account during the year: **Not Applicable**
- Number of shareholders to whom, shares were transferred from the Unclaimed Suspense Account during the year: **Not Applicable**
- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account lying at the end of the year: **NIL**



**37. ANY SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS**

Pursuant to the requirement of Section 134(3)(q) of the Act, read with Rule 8 (5)(vii) of the Companies (Accounts) Rules, 2014, it is confirmed that during FY 2022-23, there were no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

**38. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS**

During the year under review, the Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India as approved by the Central Government.

**39. INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**40. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place a Prevention of sexual harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Your Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made there under.



Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. number of complaints filed during the financial year: Nil
- b. number of complaints disposed of during the financial year: Nil
- c. number of complaints pending as on end of the financial year: Nil

**41. ACKNOWLEDGEMENT**

Your directors wish to express the continued co-operation received from all the Stakeholders.

**Date: 14.08.2023**

**Place: Ahmedabad**

**For, Shah Foods Limited**

**Sd/-**

**Mr. Nirav J. Shah**

**Managing Director**

**DIN: 01880069**



“ANNEXURE-A”

**MANAGEMENT DISCUSSION AND ANALYSIS**

Management Discussion and Analysis is given in a separate section forming part of the Director’s Report in this Annual Report.

**1. INDUSTRY STRUCTURE & DEVELOPMENT**

As mentioned at Sr. No. 2 of the Directors’ Report, the Management has disposed off the undertakings of the Company. In view of this, there is no comment on Industry Structure and Development.

**2. OPPORTUNITIES**

The factory was closed since 30<sup>th</sup> June, 2019 and there is no business transacted by the Company after 30<sup>th</sup> June, 2019. However, the Company is exploring new business lines.

**3. THREATS**

It is difficult to estimate the revival period of the Company.

**4. SEGMENT WISE PERFORMANCE**

The Company was engaged in job contract of Biscuits. The factory was closed on 30<sup>th</sup> June, 2019 and the management has disposed off the undertaking of the Company. After 30<sup>th</sup> June, 2019 there is no business transacted by the Company.

**5. OUTLOOK**

The outlook appears to be bleak.

**6. OTHERS**

For Risk and Concern, Inter Control System and their Adequacy, Financial Performance with respect to operation performance, Material Development in Human Resources/ Industrial Relations front, including number of people employed please refer to the Board Report.



“ANNEXURE - B”

**A. PARTICULARS OF REMUNERATION FOR THE FINANCIAL YEAR 2022-23**

As required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

**i. The ratio of the remuneration of each Director to the median remuneration of the employees**

| Name of Director | Designation       | Remuneration of the Directors for 2022-23 (Rs. in Lacs) | Median remuneration of the employees (Rs. in Lacs) | Ratio of remuneration of the directors to the median remuneration of the employees |
|------------------|-------------------|---|--|--|
| Mr. Nirav Shah   | Managing Director | 8.64  | N.A.   | N.A.   |

**ii. The percentage increase/ (decrease) in remuneration of each Director, CEO and CFO in the Financial year 2022-23**

| Name of Director | Designation       | Remuneration paid during 2022-23 | Remuneration paid during 2021-22 | % decrease/ increase in remuneration |
|------------------|-------------------|----------------------------------|----------------------------------|--------------------------------------|
| Mr. Nirav Shah   | Managing Director | 8.64                             | 6.48                             | 33.33                                |
| Mr. Pradip Shah  | CFO               | 1.58                             | 1.56                             | 1.28                                 |

**iii. The percentage increase in the median remuneration of employees in the financial year 2022-23: NIL**

**iv. No. of Permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2023**

**v. Company confirms that the remuneration is as per remuneration policy of the Company.**



**B. PARTICULARS OF EMPLOYEE**

Information in terms Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

**i. Particulars of top Five Employee in terms of remuneration drawn**

| Name & Designation of Employee | Remuneration Received (Rs. in Lakhs) | Nature of Employment | Qualifications | Experience | Date of Commencement of Employment | Age | No. of Equity Shares held |
|--------------------------------|--------------------------------------|----------------------|----------------|------------|------------------------------------|-----|---------------------------|
| Pradip R Shah (CFO)            | 1.58                                 | Permanent            | B. Com         | 39 years   | 01/08/1984                         | 63  | 100                       |

**ii. Employees who are employed throughout the year and in receipt of remuneration aggregating Rs. 1,02,00,000/- or more per year: Nil**

**iii. Employees who are employed part of the year and in receipt of remuneration aggregating Rs. 8,50,000/- per month: Nil**





"ANNEXURE-C"

Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
As on the financial year ended on 31/03/2023  
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I REGISTRATION AND OTHER DETAILS:**

|  |  |
|--|--|
| CIN  | L15419GJ1982PLC005071  |
| Registration Date  | 18/03/1982   |
| Name of the Company  | M/s. SHAH FOODS LIMITED  |
| Category / Sub-Category of the Company                                     | Category: Limited by Shares<br>Sub-Category: Indian Non-Government<br>Public Company   |
| Address of the Registered office and contact details                       | Block No. 453/1, Chhatral, Kalol- Mehsana Highway,<br>Taluka Kalol, Gandhinagar - 382729, Gujarat<br>Telephone: 2764 233931<br>Email: <a href="mailto:shahfood.ahmedabad@gmail.com">shahfood.ahmedabad@gmail.com</a>   |
| Whether listed company   | Yes  |
| Name, Address and Contact details of Registrar and Transfer Agent, if any. | M/s. Big Share Services Pvt. Ltd.<br>1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis,<br>Makwana Road<br>Marol, Andheri (E), Mumbai - 400059<br>Maharashtra<br>E-mail : <a href="mailto:bssahd@bigshareonline.com">bssahd@bigshareonline.com</a> |

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the Company |
|---------|--|-----------------------------------|------------------------------------|
| NIL     |  |                                   |                                    |



**PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL**

**SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):**

**A. Category wise Share Holding**

| Category of Shareholders   | No. of Shares held at the beginning of the year |           |               |                   | No. of Shares held at the end of the year |           |               |                   | % Change during the year |
|----------------------------|---|-----------|---------------|-------------------|---|-----------|---------------|-------------------|--------------------------|
|                            | Demat   | Physical  | Total         | % of Total Shares | Demat                                     | Physical  | Total         | % of Total Shares |                          |
| <b>A. Promoters</b>        |   |           |               |                   |   |           |               |                   |                          |
| (1) Indian                 |   |           |               |                   |   |           |               |                   |                          |
| a) Individual/HUF          | 281946  | 00        | 281946        | 47.19             | 281946                                    | 00        | 281946        | 47.19             | 0.00                     |
| b) Central Govt            |   |           |               |                   |   |           |               |                   |                          |
| c) State Govt (s)          |   |           |               |                   |   |           |               |                   |                          |
| d) Bodies Corp.            |   |           |               |                   |   |           |               |                   |                          |
| e) Banks / FI              |   |           |               |                   |   |           |               |                   |                          |
| f) Any Other....           |   |           |               |                   |   |           |               |                   |                          |
| <b>Sub-total (A) (1):-</b> | <b>281946</b>                                   | <b>00</b> | <b>281946</b> | <b>47.19</b>      | <b>281946</b>                             | <b>00</b> | <b>281946</b> | <b>47.19</b>      | <b>0.00</b>              |
| (2) Foreign                |   |           |               |                   |   |           |               |                   |                          |
| a) NRIs - Individuals      |   |           |               |                   |   |           |               |                   |                          |
| b) Other - Individuals     |   |           |               |                   |   |           |               |                   |                          |
| c) Bodies Corp.            |   |           |               |                   |   |           |               |                   |                          |
| d) Banks / FI              |   |           |               |                   |   |           |               |                   |                          |
| e) Any Other....           |   |           |               |                   |   |           |               |                   |                          |
| <b>Sub-total (A) (2):-</b> |   |           |               |                   |   |           |               |                   |                          |
| <b>Total</b>               | <b>281946</b>                                   | <b>00</b> | <b>281946</b> | <b>47.19</b>      | <b>281946</b>                             | <b>00</b> | <b>281946</b> | <b>47.19</b>      | <b>0.00</b>              |



**Shah Foods Limited**  
**41<sup>st</sup> Annual Report 2022-23**

|  |        |       |        |       |        |       |        |       |        |  |
|--|--------|-------|--------|-------|--------|-------|--------|-------|--------|--|
| <b>Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>                                |        |       |        |       |        |       |        |       |        |  |
| <b>B. Public Shareholding</b>  |        |       |        |       |        |       |        |       |        |  |
| 1. Institutions  |        |       |        |       |        |       |        |       |        |  |
| a) Mutual Funds  |        |       |        |       |        |       |        |       |        |  |
| b) Banks / FI  |        |       |        |       |        |       |        |       |        |  |
| c) Central Govt  |        |       |        |       |        |       |        |       |        |  |
| d) State Govt(s)   |        |       |        |       |        |       |        |       |        |  |
| e) Venture Capital Funds   |        |       |        |       |        |       |        |       |        |  |
| f) Insurance Companies   |        |       |        |       |        |       |        |       |        |  |
| g) FIIs  |        |       |        |       |        |       |        |       |        |  |
| h) Foreign Venture Capital Funds   |        |       |        |       |        |       |        |       |        |  |
| i) Others (specify)  |        |       |        |       |        |       |        |       |        |  |
| <b>Sub-total (B)(1):-</b>  |        |       |        |       |        |       |        |       |        |  |
| 2. Non-Institutions  |        |       |        |       |        |       |        |       |        |  |
| a) Bodies Corp.  | 10291  | 1200  | 11491  | 1.92  | 1051   | 1200  | 2251   | 0.38  | (1.55) |  |
| i) Indian  |        |       |        |       |        |       |        |       |        |  |
| ii) Overseas   |        |       |        |       |        |       |        |       |        |  |
| b) Individuals   |        |       |        |       |        |       |        |       |        |  |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh           | 119419 | 86915 | 206334 | 34.53 | 128619 | 86815 | 215434 | 36.06 | 1.52   |  |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh " | 92978  | 0     | 92978  | 15.56 | 92978  | 0     | 92978  | 15.56 | 0.00   |  |
| c) Others (specify)  |        |       |        |       |        |       |        |       |        |  |
| HUF  | 2097   | 00    | 2097   | 0.35  | 2337   | 00    | 2337   | 0.39  | 0.04   |  |



**Shah Foods Limited**  
**41<sup>st</sup> Annual Report 2022-23**

|  |               |              |               |               |               |              |               |               |             |
|--|---------------|--------------|---------------|---------------|---------------|--------------|---------------|---------------|-------------|
| CLEARING MEMBER NRI                                | 103           | 00           | 103           | 0.02          | 3             | 00           | 3             | 0.00          | (0.02)      |
|  | 2551          | 00           | 2551          | 0.00          | 2551          | 00           | 2551          | 0.43          | 0.00        |
| <b>Sub-total (B)(2):-</b>                          |               |              |               |               |               |              |               |               |             |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b> | <b>227439</b> | <b>88115</b> | <b>315554</b> | <b>52.81</b>  | <b>227539</b> | <b>88015</b> | <b>315554</b> | <b>52.81</b>  | <b>0.00</b> |
| C. Shares held by Custodian for GDRs & ADRs        | 0             | 0            | 0             | 0             | 0             | 0            | 0             | 0             | 0           |
| <b>Grand Total (A+B+C)</b>                         | <b>509385</b> | <b>88115</b> | <b>597500</b> | <b>100.00</b> | <b>509485</b> | <b>88015</b> | <b>597500</b> | <b>100.00</b> | <b>0.00</b> |

**B. Shareholding of Promoters**

| Sl No. | Shareholder's Name    | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % Change in share holding during the year |
|--------|-----------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
|        |                       | No. of Shares                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                       | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |   |
| 1      | Pradip P Shah         | 67955                                     | 11.37                            | 0.00   | 67955                               | 11.37                            | 0.00   | 0.00                                      |
| 2      | Virendra P Shah       | 29800                                     | 4.99                             | 0.00   | 29800                               | 4.99                             | 0.00   | 0.00                                      |
| 3      | Sushil Panalal Shah   | 31050                                     | 5.20                             | 0.00   | 31350                               | 5.25                             | 0.00   | 0.05                                      |
| 4      | Sudha Shah            | 25000                                     | 4.18                             | 0.00   | 25000                               | 4.18                             | 0.00   | 0.00                                      |
| 5      | Kalpana V Shah        | 11000                                     | 1.84                             | 0.00   | 11000                               | 1.84                             | 0.00   | 0.00                                      |
| 6      | Nirav Janak Shah      | 29921                                     | 5.01                             | 0.00   | 29921                               | 5.01                             | 0.00   | 0.00                                      |
| 7      | Dr. Pushpa Janak Shah | 53620                                     | 8.97                             | 0.00   | 53620                               | 8.97                             | 0.00   | 0.00                                      |
| 8      | Neha Kunal Vin        | 7900                                      | 1.32                             | 0.00   | 7900                                | 1.32                             | 0.00   | 0.00                                      |
| 9      | Bimal V Shah          | 5500                                      | 0.92                             | 0.00   | 5500                                | 0.92                             | 0.00   | 0.00                                      |
| 10     | Pradip Panalal Shah   | 4500                                      | 0.75                             | 0.00   | 4500                                | 0.75                             | 0.00   | 0.00                                      |



**Shah Foods Limited**  
**41<sup>st</sup> Annual Report 2022-23**

|    |                     |               |      |      |               |      |      |      |
|----|---------------------|---------------|------|------|---------------|------|------|------|
| 11 | Sushil Panalal Shah | 3000          | 0.50 | 0.00 | 3000          | 0.50 | 0.00 | 0.00 |
| 12 | Nayana Sushil Shah  | 300           | 0.05 | 0.00 | 0.00          | 0.00 | 0.00 | 0.00 |
| 13 | Shrichand R. Kahar  | 200           | 0.03 | 0.00 | 200           | 0.03 | 0.00 | 0.00 |
| 14 | Karan Pradip Shah   | 12200         | 2.04 | 0.00 | 12200         | 2.04 | 0.00 | 0.00 |
|    | <b>TOTAL</b>        | <b>281946</b> |      |      | <b>281946</b> |      |      |      |

**C. Change in Promoters' Shareholding (please specify, if there is no change) -**

|  | Name                | Particulars | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--|---------------------|-------------|---|----------------------------------|---|----------------------------------|
|  |                     |             | No. of Shares                             | % of total Shares of the Company | No. of Shares                           | % of total Shares of the Company |
|  | Sushil Panalal Shah | 31050       | 5.20                                      | 0.00                             | 31350                                   | 5.25                             |
|  | Nayana Sushil Shah  | 300         | 0.05                                      | 0.00                             | 0.00                                    | 0.00                             |

**D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

| Sl. No. | Name  | Particulars | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|---|-------------|---|----------------------------------|---|----------------------------------|
|         |   |             | No. of Shares                             | % of total Shares of the Company | No. of Shares                           | % of total Shares of the Company |
| 1       | Prem Chand Gupta  | Public      | 30482                                     | 5.10                             | 0.00                                    | 0.00                             |
| 2       | Paramjit Kumar Verma  | Public      | 20446                                     | 3.42                             | 20446                                   | 3.42                             |
| 3       | Pradeep Porwal  | Public      | 16895                                     | 2.83                             | 16895                                   | 2.83                             |
| 4       | Murtaza Jafferli Sevwala  | Public      | 11500                                     | 1.93                             | 11500                                   | 1.93                             |
| 5       | Suman Prakash Shah  | Public      | 7295                                      | 1.22                             | 7295                                    | 1.22                             |
| 6       | Pradip Amrutlal Panchal   | Public      | 13655                                     | 2.29                             | 13655                                   | 2.29                             |
| 7       | Kunjala S Shah  | Public      | 5600                                      | 0.94                             | 5600                                    | 0.94                             |
| 8       | Stephanotis Finance Limited (Previously named as Vora Construction Limited) | Public      | 9250                                      | 1.55                             | 0.00                                    | 0.00                             |



**Shah Foods Limited**  
**41<sup>st</sup> Annual Report 2022-23**

|    |                             |        |      |      |       |      |
|----|-----------------------------|--------|------|------|-------|------|
| 9  | Pankaj Arvind Shah          | Public | 6300 | 1.05 | 6300  | 1.05 |
| 10 | Ravjibhai Chhaganbhai Patel | Public | 2869 | 0.48 | 2869  | 0.48 |
| 11 | Prakash Shah                | Public | 2492 | 0.42 | 11742 | 1.97 |
| 12 | Hasmukh Parekh              | Public | 2500 | 0.42 | 2500  | 0.42 |

**E. Shareholding of Directors and Key Managerial Personnel**

| Sr. No. | Name              | Particulars       | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|---------|-------------------|-------------------|---|----------------------------------|---|----------------------------------|
|         |                   |                   | No. of Shares                             | % of total Shares of the Company | No. of Shares                           | % of total Shares of the company |
| 1       | Virendra Shah     | Director          | 29800                                     | 4.99                             | 29800                                   | 4.99                             |
| 2       | Nirav Janak Shah  | Managing Director | 29921                                     | 5.01                             | 29921                                   | 5.01                             |
| 3       | Pushpa Janak Shah | Director          | 53620                                     | 8.97                             | 53620                                   | 8.97                             |

**V. INDEBTEDNESS:**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment:**

|  | Secured Loans excluding deposits | Unsecured Loans  | Deposits | Total Indebtedness |
|--|----------------------------------|------------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                  |          |                    |
| i) Principal Amount  | -                                | 85,50,000        | -        | 85,50,000          |
| ii) Interest due but not paid                              | -                                | -                | -        | -                  |
| iii) Interest accrued but not due                          | -                                | -                | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | -                                | <b>85,50,000</b> | -        | <b>85,50,000</b>   |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                  |          |                    |
| Addition   | -                                | -                | -        | -                  |



|  |   |                  |   |                  |
|--|---|------------------|---|------------------|
| Reduction  | - | -                | - | -                |
| <b>Net Change</b>                                    | - | -                | - | -                |
| <b>Indebtedness at the end of the financial year</b> |   |                  |   |                  |
| i) Principal Amount                                  | - | 85,50,000        | - | 85,50,000        |
| ii) Interest due but not paid                        | - | -                | - | -                |
| iii) Interest accrued but not due                    | - | -                | - | -                |
| <b>Total (i+ii+iii)</b>                              | - | <b>85,50,000</b> | - | <b>85,50,000</b> |

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

**A Remuneration to Managing Director, Whole-time Directors and/or Manager**

| Sr. No.   | Particulars of Remuneration  | Name of MD/WTD/Manager            | Total Remuneration |
|-----------|--|-----------------------------------|--------------------|
| 1.        | Gross Salary   | Nirav Shah<br>(Managing Director) |                    |
|           | a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | 8.64 lakhs*                       | 8.64 lakhs         |
|           | b) Value in lieu of salary u/s 17(2) of Income Tax Act, 1961                       | -                                 |                    |
|           | c) Profits in lieu of salary u/s 17(3) of Income Tax Act, 1961                     | -                                 |                    |
| 2.        | Stock Option   | -                                 | -                  |
| 3.        | Sweat Equity   | -                                 | -                  |
| 4.        | Commission   | -                                 | -                  |
| <b>5.</b> | <b>Total (A)</b>   | <b>8.64 lakhs</b>                 | <b>8.64 lakhs</b>  |



**B Remuneration to other Directors: Nil**

**C Remuneration To Key Managerial Personnel Other Than MD/ Manager/ WTD**

| Sr. No. | Particulars of Remuneration  | Total Remuneration |                 |   |
|---------|--|--------------------|-----------------|---|
|         |  | CFO Pradip R. Shah | CEO* Nirav Shah |   |
| 1.      | Gross Salary   |                    |                 | - |
|         | a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | 1.58               | -               | - |
|         | b) Value in lieu of salary u/s 17(2) of Income Tax Act, 1961                       | -                  | -               | - |
|         | c) Profits in lieu of salary u/s 17(3) of Income Tax Act, 1961                     | -                  | -               | - |

\* Shri Nirav Shah is a Managing Director & CEO of the Company so the details of his remuneration have already been given under clause A Remuneration to Managing Director, Whole-Time Director etc.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

There were no material penalties/punishment/compounding of offences for the year ended on 31<sup>st</sup> March, 2023.





"ANNEXURE-D"

FORM NO. MR-3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON  
31<sup>ST</sup> MARCH, 2023**

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014)

To,  
The Members,  
**Shah Foods Limited**

We have conducted the Secretarial Audit pursuant to the applicable statutory provisions and the adherence to good corporate practices by **M/s. Shah Foods Limited** (hereinafter referred to as "the Company" or "Company"). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Book, Forms and Returns filed and other Records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the financial year ended on 31<sup>st</sup> March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in a manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes book, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions of

1. The Companies Act, 2013 (hereinafter referred to as "the Act") and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (hereinafter referred to as "SCRA") and the rules made there under;
3. The Depositories Act, 1996, the Regulations and Bye-laws framed there under;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (up to 14<sup>th</sup> May, 2015);
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15<sup>th</sup> May, 2015);
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 [SEBI (LODR)].
  - j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

Based on our verification, we have observed that the SEBI Regulations mentioned above at (c), (d), (e), (g), (h), and (i) are not applicable to the Company during the year as it has not:

- i. Issued further Share Capital;
  - ii. Listed Debt Capital;
  - iii. Proposed to Delist its Equity Shares;
  - iv. Proposed to Buy Back any of its Securities;
  - v. Issue and Listing of Non - Convertible and Redeemable Preference Shares
6. Specifically applicable Laws to the Company, as identified and confirmed by the Management:

- i. The Food Safety & Standards Act, 2006 and Rules 2011 with allied Rules & Regulations;
- ii. Legal Metrology Act, 2009 & Rules 2011;
- iii. Factories Act, 1948;
- iv. Food Adulteration Act, 1954;
- v. Standard Weights & Measures Act, 1985;
- vi. Essential Commodities Act, 1955

7. Labor Laws applicable to the Employees of the Company:

- i. Provident Fund Act, 1952;
- ii. Employees State Insurance Act, 1948;
- iii. Profession Tax Act, 1975;
- iv. The Payment of Gratuity Act, 1972

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS - 1) and General Meeting (SS - 2).
- b) Clauses of Listing Agreements (applicable till November 30, 2015) entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective from December 01, 2015).

**We further report that:**

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines etc. mentioned above except the following:

**i. Under the Companies Act, 2013**

| Sections under the Companies Act, 2013                   | Non-Compliances                                      |
|--|--|
| Non-Compliance of Section 138 of the Companies Act, 2013 | The Company does not have Internal Audit department. |

**ii. Under Listing Agreement/ SEBI (LODR) Regulations, 2015**

| Regulations under SEBI (LODR) Regulations, 2015 | Non-Compliances |
|---|-----------------|
|   |                 |



|                         |  |
|-------------------------|--|
| Regulation 46 - Website | Company's Website is nonfunctioning and not updated regularly. |
|-------------------------|--|

**We further report that:**

Compliances of applicable Financial Laws including, Direct & Indirect Tax Laws by the Company has not reviewed in this Audit Report; since the same has been subject to reviewed by the Statutory Auditor & other Designated Professionals.

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that:**

Based on our review of Compliance Mechanism established by the Company and on the basis of Compliance Certificate(s) issued by the Managing Director and taken on record by the Board of Directors at their meeting(s), we are of the opinion that, there are adequate systems and processes in place in the Company, which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed, the Company has responded appropriately to the notices received from various statutory/regulatory authorities including initiating action for corrective measures, wherever focused necessary.



**We further report that:**

During the audit period there are no events/actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines etc. referred above.

**Date: 11.08.2023**

**Place: Ahmedabad**

**GKV & ASSOCIATES**

**Sd/-**

**Gautam Virsadiya**

**Company Secretaries**

**Proprietor**

**ACS: 31820; COP: 19866**

**UDIN: F012366E000789428**

**Note: This report is to be read with our letter of even date which is "Annexure - A" forms an integral part of this report.**

**To,**

**The Members**

**Shah Foods Limited**

Our report of even date is to be read along with this letter.

**Management Responsibility:**

1. Maintenance of Secretarial Record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.

**Auditors Responsibility:**

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company or verified compliances of Laws other than those mentioned above. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.



4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.

**Disclaimer:**

5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date: 11.08.2023**

**Place: Ahmedabad**

**GKV & ASSOCIATES**

**Sd/-**

**Gautam Virsadiya**

**Company Secretaries**

**Proprietor**

**ACS: 31820; COP: 19866**

**UDIN: F012366E000789428**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,

The Members of

**SHAH FOODS LIMITED**

Chhatral, Kalol - Mehsana Highway,

Taluka - Kalol, Gandhinagar

Gujarat- 382729, India

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Shah Foods Limited** having CIN L15419GJ1982PLC005071 and having registered office at Chhatral, Kalol - Mehsana Highway, Taluka - Kalol Gandhinagar - 382729 Gujarat (hereinafter referred to as "the Company"), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me/ us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

| Sr. No. | Name of Director        | DIN      | Date of appointment in Company |
|---------|-------------------------|----------|--------------------------------|
| 1       | Malav Jashwantlal Shah  | 00066829 | 28/03/2019                     |
| 2       | Virendra Popatlal Shah  | 00643925 | 24/03/1986                     |
| 3       | Nirav Janak Shah        | 01880069 | 06/08/2005                     |
| 4       | Kunal Rajesh Asarpota   | 06779773 | 09/02/2018                     |
| 5       | Pushpa Janak Shah       | 07144650 | 25/03/2015                     |
| 6       | Sunil Gautambhai Parikh | 08403488 | 28/03/2019                     |



Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Ahmedabad**  
**Date: 10.08.2023**

**Sd/-**  
**Name: GKV & Associates**  
**Membership No.: 31820**  
**CP No.: 19866**  
**UDIN: F012366E000778274**





**MD / CEO & CFO CERTIFICATION**

Mr. Niravbhai J. Shah (MD), and Mr. Pradipbhai R. Shah (CFO) of the Company hereby certify to the Board that:

- a) We have reviewed the Financial Statements for the year ended March 31, 2023 and that to the best of our knowledge and belief, we state that:
  - i. The said statements do not contain any false, misleading or materially untrue statements or figures or omit any material fact, which may make the statements or figures contained therein misleading;
  - ii. The said statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
  - i. Significant changes in internal control over financial reporting during the year, if any;
  - ii. significant changes in accounting policies during the year if any and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place: Ahmedabad**  
**Date: 14.08.2023**

**Sd/-**  
**Nirav J. Shah**  
**Managing Director**

**Sd/-**  
**Pradip R. Shah**  
**Chief Financial Officer**



**INDEPENDENT AUDITOR'S REPORT**

To  
The Members of  
SHAH FOODS LIMITED

**Report on the Standalone Financial Statements**

**Opinion**

We have audited the accompanying standalone financial statements of **SHAH FOODS LIMITED** ("the Company"), which comprise the Balance Sheet as at **March 31, 2023**, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the standard on auditing specified u/s. 143(10) of the act (SAs). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of standalone financial statements section of our report. We are independent of the company in accordance with the code of ethics issued by ICAI together with Independence Requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide the basis for our audit opinion on the standalone financial statements.

**Emphasis of Matter**

We further draw attention to note no 2.1, 2.12 and 2.14 to the notes to financial statements regarding sale of the Plant and Machineries and Factory building and land used for the business. The said assets are classified as non-current assets held for sale. Even though the company could not able to sell the factory land during the year due to pandemic situation, the intention of the management is still same. Our opinion is not modified in respect of this matter.



### **Key Audit Matters**

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. There is no key audit matter with respect to standalone financial statements to be communicated in our report.

### **Information other than Standalone Financial Statements and Auditor's Report thereon**

The company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the management discussion and analysis, board's report including annexure to board's report, Business responsibility report, corporate governance and Shareholder's information but does not include the standalone financial statement and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report the fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended including the Companies (Indian Accounting Standards) Amendment Rules, 2019. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Those charged with governance are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional Scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the bank has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause a Company to cease to continue as a going concern.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the afore said standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Company as on **March 31, 2023** taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2023** from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the **internal financial controls over financial reporting** of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in



accordance with the requirements of Section 197(16) of the Act, as amend:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors during the year is in accordance with the provisions of Section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the **Companies (Audit and Auditors) Rules, 2014**, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.



- v. No dividend is proposed and hence reporting under this clause is not required.
2. As required by the **Companies (Auditor's Report) Order, 2020 ("the Order")** issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**Suresh R Shah & Associates**  
**Chartered Accountants**  
**FRN:110691W**

**Place: Ahmedabad**  
**Date: 12.05.2023**

**Mrugen K Shah**  
**(Partner)**  
**M. No.: 117412**  
**UDIN:23117412BGUDUW4016**



**ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **SHAH FOODS LIMITED** of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub- section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **SHAH FOODS LIMITED** (“the Company”) as of **March 31, 2023** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.





We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.



**Suresh R Shah & Associates**  
**Chartered Accountants**  
**FRN:110691W**

**Place: Ahmedabad**  
**Date: 12.05.2023**

**Mrugen K Shah**  
**(Partner)**  
**M. No.: 117412**  
**UDIN: 23117412BGUDUW4016**

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SHAH FOODS LIMITED of even date)**

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, and Plant and Equipment.  
(B) The Company does not have any intangible assets and hence records showing full particulars of intangible assets is not applicable.
  - (b) The Company has a program of verification to cover all the items of Property and Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property and Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
  - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.



ii. (a) The company does not have any inventory and hence reporting under the clause 3(ii)(a) of the order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company has not made investments in companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

(a) According to information and explanations given to us and on the basis of our examination of the records of the Company, The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) According to information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, no investments are made and hence reporting under clause 3(iii)(b) of the Order is not applicable.

(c) According to information and explanations given to us and on the basis of our examination of the records of the Company, no loans have been granted by the Company. Hence, reporting under clause 3(iii)(c) of the Order is not applicable.

(d) According to information and explanations given to us and on the basis of our examination of the records of the Company, no loans have been granted by the Company. Hence, reporting under clause 3(iii)(d) of the Order is not applicable.

(e) According to information and explanations given to us and on the basis of our examination of the records of the Company, no loans have been renewed by the Company during the year. Hence, reporting under clause 3(iii)(e) of the Order is not applicable.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) of the Order is not applicable.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in



respect of grant of loans, making investments and providing guarantees and securities, as applicable.

- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at **March 31, 2023** for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us dues that have not been paid by the company on account of dispute are as follows:

| Particulars | Financial Year | Authority with which case is pending | Amount        |
|-------------|----------------|--------------------------------------|---------------|
| Service Tax | 2012-13        | Tribunal                             | Rs.5,69,300/- |

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not taken loans or other borrowings from any financial institution and hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken term loan during the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.



- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) No complaints received by the Company from the whistle blower complaints during the year (and upto the date of this report).
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have not considered, the internal audit reports for the year under audit as the same was not provided to us.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.



- xvii. The Company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year. The cash loss during the year is Rs. 20.60 lacs
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**Suresh R Shah & Associates**  
**Chartered Accountants**  
**FRN:110691W**

**Place: Ahmedabad**  
**Date: 12.05.2023**

**Mrugen K Shah**  
**(Partner)**  
**M. No.: 117412**  
**UDIN: 23117412BGUDUW4016**



Balance Sheet as at 31<sup>st</sup> March 2023

|           | PARTICULARS                                | Note No. | As at 31 <sup>st</sup> March 2023 |                    | As at 31 <sup>st</sup> March 2022 |                    |
|-----------|--|----------|-----------------------------------|--------------------|-----------------------------------|--------------------|
|           |  |          | Rs.                               | Rs.                | Rs.                               | Rs.                |
| <b>I.</b> | <b>ASSETS</b>                              |          |                                   |                    |                                   |                    |
|           | <b>Non-current assets</b>                  |          |                                   |                    |                                   |                    |
|           | Property, Plant and Equipment              |          |                                   |                    |                                   |                    |
|           | (i) Tangible assets                        | 3        | -                                 | -                  |                                   |                    |
|           | (ii) Intangible assets                     |          | -                                 | -                  |                                   |                    |
|           | (iii) Capital work-in-progress             |          | -                                 | -                  |                                   |                    |
|           | (iv) Intangible assets under development   |          | -                                 | -                  |                                   |                    |
|           | Financial Assets                           |          |                                   |                    |                                   |                    |
|           | Investments                                |          | -                                 | -                  |                                   |                    |
|           | Long-term loans and advances               | 4        | -                                 | -                  |                                   |                    |
|           | Other non-current assets                   |          | -                                 | -                  | -                                 |                    |
|           | <b>Current assets</b>                      |          |                                   |                    |                                   |                    |
|           | Inventories                                |          | -                                 | -                  |                                   |                    |
|           | Financial Assets                           |          |                                   |                    |                                   |                    |
|           | Investments                                |          | -                                 | -                  |                                   |                    |
|           | Trade receivables                          |          | -                                 | -                  |                                   |                    |
|           | Cash and Cash equivalents                  | 5        | 3,76,868                          |                    | 25,23,602                         |                    |
|           | Loans and advances                         | 6        | 64,730                            |                    | 1,64,695                          |                    |
|           | Other current assets                       |          | 46,82,958                         | <b>51,24,556</b>   | 45,66,510                         | <b>72,54,807</b>   |
|           | <b>Assets Held for sale</b>                | 7        | 8,89,970                          | <b>8,89,970</b>    | 8,89,970                          | <b>8,89,970</b>    |
|           | <b>TOTAL</b>                               |          |                                   | <b>60,14,526</b>   |                                   | <b>81,44,777</b>   |
| <b>I.</b> | <b>EQUITY AND LIABILITIES</b>              |          |                                   |                    |                                   |                    |
|           | <b>Equity</b>                              |          |                                   |                    |                                   |                    |
|           | Equity Share Capital                       | 8        | 59,75,000                         |                    | 59,75,000                         |                    |
|           | Other Equity                               | 9        | -1,05,06,538                      | <b>(45,31,538)</b> | 84,45,625                         | <b>(24,70,625)</b> |
|           | <b>Liabilities (Non-current Liability)</b> |          |                                   |                    |                                   |                    |
|           | Long-term Borrowings                       | 10       | 85,50,000                         |                    | 85,50,000                         |                    |
|           | Deferred Tax liabilities (Net)             | 11       | 2,38,401                          |                    | 2,38,401                          |                    |
|           | Long-term Provisions                       |          | -                                 |                    | -                                 |                    |
|           | Other Non-Current Liabilities              |          | -                                 | <b>87,88,401</b>   | -                                 | <b>87,88,401</b>   |
|           | <b>Current Liabilities</b>                 |          |                                   |                    |                                   |                    |
|           | Short term borrowings                      |          |                                   |                    |                                   |                    |
|           | Trade payables                             | 12       | 63,168                            |                    | 7,26,656                          |                    |



|                           |    |           |                  |           |                  |
|---------------------------|----|-----------|------------------|-----------|------------------|
| Other current liabilities | 13 | 16,94,494 |                  | 11,00,344 |                  |
| Short term provisions     |    | -         | 17,57,662        | -         | 18,27,000        |
| <b>TOTAL</b>              |    |           | <b>60,14,526</b> |           | <b>81,44,777</b> |

**See significant accounting policies and accompanying notes forming part of the Financial Statements.**

|  |   |  |
|--|---|--|
| As per our report of even date<br><b>FOR SURESH R SHAH &amp;<br/>ASSOCIATES</b><br>Chartered Accountants<br>Firm registration no. 110691W<br>Sd/-<br><b>MRUGEN SHAH</b><br>Partner<br>Membership No. 117412<br>UDIN: 23117412BGUDUW4016<br>Place: Ahmedabad<br>Date:12-05-2023 | For and on behalf of the Board of Directors<br><b>SHAH FOODS<br/>LIMITED</b><br><br>Sd/-<br><b>PUSHPA J SHAH</b><br>Director<br>DIN: 07144650 | Sd/-<br><b>NIRAV J. SHAH</b><br>Managing Director<br>DIN: 01880069<br><br>Place: Ahmedabad<br>Date: 12-05-2023 |
|--|---|--|





**Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2023**

|      | PARTICULARS   | Note No. | For the year ended 31 <sup>st</sup> March 2023 |                    | For the year ended 31 <sup>st</sup> March 2022 |                    |
|------|---|----------|--|--------------------|--|--------------------|
|      |   |          | Rs.  | Rs.                | Rs.  | Rs.                |
| I    | Revenue from operations   |          |  |                    |  |                    |
|      | a Revenue from operations (net)-Job charge                                      |          | -  | -                  | -  | -                  |
| II   | Other Income  | 14       |  | 6,39,509           |  | 16,727             |
| III  | <b>Total (I + II)</b>   |          |  | <b>6,39,509</b>    |  | <b>16,727</b>      |
| IV   | <b>Expenses</b>   |          |  |                    |  |                    |
|      | a Cost of materials consumed (Deduction from Job charges)                       |          |  |                    |  |                    |
|      | b Purchases of Stock in Trade   |          |  |                    |  |                    |
|      | c Changes in inventories of finished goods, work in progress and Stock-in-trade |          |  |                    |  |                    |
|      | d Employee benefits expense   | 15       | 12,39,098                                      |                    | 12,15,748                                      |                    |
|      | e Finance Costs   | 16       | 1,683  |                    | 14,960   |                    |
|      | f Impairment Loss   |          | -  |                    | -  |                    |
|      | g Depreciation and amortization expense   | 3        | -  |                    | 4,000  |                    |
|      | h Other expense   | 18       | 14,59,641                                      |                    | 15,21,617                                      |                    |
|      | <b>Total Expenses</b>   |          |  | <b>27,00,422</b>   |  | <b>27,56,325</b>   |
| V    | <b>Profit before Exceptional Items and Tax (III-IV)</b>                         |          |  | <b>(20,60,913)</b> |  | <b>(27,39,598)</b> |
| VI   | Exceptional Items   |          |  | -                  |  | -                  |
| VII  | <b>Profit before Tax</b>  |          |  | <b>(20,60,913)</b> |  | <b>(27,39,598)</b> |
| VIII | <b>Tax expense:</b>   |          |  |                    |  |                    |
|      | 1 Current tax expenses for current year   |          | -  |                    | -  |                    |
|      | 2 Earlier Year tax adjustment   |          | -  |                    | -  |                    |
|      | 3 Deferred tax  |          | -  |                    | -  | -                  |
| IX   | <b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>       |          |  | <b>(20,60,913)</b> |  | <b>(27,39,598)</b> |
| X    | Profit/(Loss) of discontinuing operations                                       |          |  |                    |  |                    |
| XI   | Tax Expense of discontinued operations  |          |  |                    |  |                    |
| XII  | <b>Profit (Loss) from discontinuing operations (after tax) (X-XI)</b>           |          |  | -                  |  | -                  |
| XIII | <b>Profit (Loss) for the period (IX+XII)</b>                                    |          |  | <b>(20,60,913)</b> |  | <b>(27,39,598)</b> |



|     |  |  |  |                    |  |                    |
|-----|--|--|--|--------------------|--|--------------------|
| XIV | <b>Other Comprehensive Income</b>  |  |  |                    |  |                    |
|     | A (i) Items that will not be reclassified to p & l<br>(ii) Income tax relating to items that will not be reclassified to profit or loss<br>B (i) Items that will be reclassified to p & l<br>(ii) Income tax relating to items that will be reclassified to profit or loss |  |  |                    |  |                    |
| XV  | <b>Total Comprehensive Income for the Period (XIII+XIV)</b>  |  |  | <b>(20,60,913)</b> |  | <b>(27,39,598)</b> |
| XVI | <b>Earnings per equity share:</b>  |  |  |                    |  |                    |
|     | 1 Basic  |  |  | (3.45)             |  | (4.59)             |
|     | 2 Diluted  |  |  | (3.45)             |  | (4.59)             |

See significant accounting policies and accompanying notes forming part of the Financial Statements.

As per our report of even date  
FOR SURESH R SHAH &  
ASSOCIATES  
Chartered Accountants  
Firm registration no. 110691W  
Sd/-  
MRUGEN SHAH  
Partner  
Membership No. 117412  
UDIN: 23117412BGUDUW4016  
Place: Ahmedabad  
Date: 12-05-2023

For and on behalf of the Board of Directors  
SHAH FOODS LIMITED

Sd/-  
PUSHPA J  
SHAH  
Director  
DIN: 07144650

Sd/-  
NIRAV J  
SHAH  
Managing Director  
DIN:  
01880069

Place: Ahmedabad  
Date: 12-05-2023



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON MARCH 31, 2023

(A) EQUITY SHARE CAPITAL

| Particulars                              | As at 31st March,2023 | As at 31st March,2022 |
|--|-----------------------|-----------------------|
| Balance as at the beginning of the year  | 59,75,000             | 59,75,000             |
| Issued during the year                   | -                     | -                     |
| <b>Balance as at the end of the year</b> | <b>59,75,000</b>      | <b>59,75,000</b>      |

(B) OTHER EQUITY

| Particulars                          | Reserves & Surplus   |                  | Other Comprehensive Income | Total                |
|--------------------------------------|----------------------|------------------|----------------------------|----------------------|
|                                      | Retained Earnings    | General reserves |                            |                      |
| <b>Balance as on 01.04.2022</b>      | <b>(1,02,79,881)</b> | <b>18,34,256</b> | <b>-</b>                   | <b>(84,45,624)</b>   |
| Addition/(deduction) during the year |                      |                  |                            | -                    |
| Profit For the year                  | (20,60,913)          |                  | -                          | (20,60,913)          |
| Other Comprehensive Income           |                      |                  |                            | -                    |
| Prior Period Loss                    |                      |                  |                            | -                    |
| Dividend                             | -                    |                  |                            | -                    |
| Dividend Distribution Tax            | -                    |                  |                            | -                    |
| <b>Balance as on 31.03.2023</b>      | <b>(1,23,40,793)</b> | <b>18,34,256</b> | <b>-</b>                   | <b>(1,05,06,537)</b> |
| <b>Balance as on 01.04.2021</b>      | <b>(75,40,242)</b>   | <b>18,34,256</b> | <b>-</b>                   | <b>(57,06,026)</b>   |
| Addition/(deduction) during year     |                      |                  |                            | -                    |
| Profit For the year                  | (27,39,598)          |                  |                            | (27,39,598)          |
| Other Comprehensive Income           |                      |                  |                            | -                    |
| Dividend(17-18)                      |                      |                  |                            | -                    |
| Dividend Distribution Tax(17-18)     | -                    |                  |                            | -                    |
| <b>Balance as on 31.03.2022</b>      | <b>(1,02,79,881)</b> | <b>18,34,256</b> | <b>-</b>                   | <b>(84,45,624)</b>   |

As per our report of even date  
**For Suresh R Shah & Associates**  
Chartered Accountants  
Firm registration no. 110691W

Sd/-

**MRUGEN SHAH**

Partner

Membership No. 117412

UDIN: 23117412BGUDUW4016

Place: Ahmedabad

For and on behalf of the Board of Directors  
**SHAH FOODS LIMITED**

Sd/

-

**PUSHPA J SHAH**

DIRECTOR

DIN: 07144650

Sd/-

**NIRAV J. SHAH**

Managing Director

DIN: 01880069

Place: Ahmedabad



Date: 12-05-2023

Date: 12-05-2023

## **NOTES TO FINANCIAL STATEMENTS**

### **CORPORATE INFORMATION:**

SHAH FOODS LIMITED (“the company”) is engaged in Trading of shares and securities and was engaged in manufacturing of Biscuits for Britannia Industries Limited till F.Y 19-20. The company is now exploring new line of business.

### **STATEMENT OF COMPLIANCE:**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

## **1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

### **1.1 Basis of preparation and presentation**

These financial statements are in accordance with Indian Accounting Standards (IND AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provision of the Companies Act, 2013 (“the Act”) (to the extent notified) and guidelines issued by the Securities & Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of Companies (Indian Accounting Standard) Rules, 2015 and relevant rules issued thereafter.

Accounting policies have been consistently applied except where newly issued accounting standards are initially adopted or a revision to an existing standard requires a change in the accounting policy hitherto in used.

As the quarter and year figures are taken from the source and rounded to the nearest digit, the figures reported for the previous quarters might not always adopt to the year-end figures reported in these statements.

### **1.2 Functional and presentation currency**

The financial statements are presented in Indian Rupees, the currency of the primary economic environment in which the Company operates.

### **1.3 Use of Estimates**

The preparation of financial statements are in conformity with the recognition and measurement principles of Ind AS which requires management to make critical judgments, estimates and assumptions that affect the reporting of assets, liabilities, income and expenditure.



Estimates and underlying assumptions are reviewed on an ongoing basis and any revisions to the estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of financial statements, which may cause material adjustment to the carrying amount of assets and liabilities within the next financial year, is in respect of:

- Useful lives of property, plant and equipment (refer note no. 2.1)
- Valuation of deferred tax assets (refer note no. 2.8)
- Valuation of inventories (refer note no. 2.3)
- Provisions & contingent liabilities (refer note no. 2.6)

## **2. SIGNIFICANT ACCOUNTING POLICIES**

### **2.1. Property, plant and equipment**

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation and any accumulated impairment losses. The cost of fixed assets comprises of its purchase price, non-refundable taxes & levies, freight and other incidental expenses related to the acquisition and installation of the respective assets. Borrowing cost attributable to financing of acquisition or construction of the qualifying fixed assets is capitalized to respective assets when the time taken to put the assets to use is substantial.

When major items of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment. The cost of replacement of any property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefit associated with the item will flow to the Company and its cost can be measured reliably.

The Estimated Useful Lives of assets are in accordance with the Schedule II of the Companies Act, 2013.

The company has decided to sell its factory land, factory building and plant & machineries of the factories. The said assets are classified as Non Current assets held for sale. Even though the company could not able to sell the factory land during the year due to pandemic situation, the intention of the management is still same.

### **2.2. Financial Instruments**

#### **2.2.1. Cash and cash equivalents**

Cash and cash equivalents consists of cash on hand, short demand deposits and highly liquid investments, that are readily convertible into known amounts of



cash and which are subject to an insignificant risk of change in value. Short term means investments with original maturities / holding period of three months or less from the date of investments. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalent for the purpose of statement of cash flow.

#### **2.2.2. Trade Receivables**

Trade receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade receivables are initially recognized at its transaction price which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

#### **2.2.3. Borrowings**

Borrowings are initially recorded at fair value and subsequently measured at amortized costs using effective interest method. Transaction costs are charged to statement of profit and loss as financial expenses over the term of borrowing.

#### **2.2.4. Trade payables**

Trade payables are amounts due to vendors for purchase of goods or services acquired in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

#### **2.2.5. Other financial assets and liabilities**

Other non-derivative financial instruments are initially recognized at fair value and subsequently measured at amortized costs using the effective interest method.

#### **2.3. Inventories**

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any except inventory of shares and securities held for trading are valued at fair value through P&L. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, process, stores and spares, packing materials, trading and other products are determined on weighted average basis.

#### **2.4. Impairment of Assets**

##### **Financial assets**



At each balance sheet date, the Company assesses whether a financial asset is to be impaired. Ind AS 109 requires expected credit losses to be measured through loss allowance. The Company measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

### **Non-financial assets**

#### **Tangible and intangible assets**

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent.

### **2.5. Employee Benefit**

#### **Short term employee benefits**

Short term benefits payable before twelve months after the end of the reporting period in which the employees have rendered service are accounted as expense in statement of profit and loss.

#### **Long term employee benefits**

During the Financial year 19-20 the company has discontinued the job work of Britannia Industries limited. The company is exploring new line of business. Meanwhile the company has relived most of the employees and has paid all the dues to the employees. Further the company has surrendered the Employee Group Gratuity Scheme with LIC of India and also surrendered employee group super annuation scheme.

### **2.6. Provisions, contingent liabilities and contingent assets**

**Contingent liability:**

A possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company are disclosed as contingent liability and not provided for. Such liability is not disclosed if the possibility of outflow of resources is remote.

**Contingent assets:**

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised and disclosed only when an inflow of economic benefits is probable.

**Provisions:**

A provision is recognized when as a result of a past event, the Company has a present obligation whether legal or constructive that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. If the obligation is expected to be settled more than 12 months after the end of reporting date or has no definite settlement date, the provision is recorded as non-current liabilities after giving effect for time value of money, if material. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

**2.7. Revenue Recognition**

- a) Revenue from the sale of goods is recognised when significant risks and rewards in respect of ownership of the goods are transferred to the customer, as per the terms of the order. The company has shown separately in the expenses as the revenues from the operations are stated at gross amount as per the Requirement of Ind AS 115. Further, the amounts collected on behalf of third parties such as government authorities for VAT, Service Tax and GST are excluded from the revenue since the same do not result in increase in Equity.
- b) Interest Income is recognised on time proportion basis.

**2.8. Income taxes**

Income tax expense comprises current and deferred tax expense. Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively.

Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the



governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized.

## **2.9. Earnings Per Share**

- a) Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- b) For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares, if any.

## **2.10. Borrowing cost**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

## **2.11. Segment Reporting**



The company has only one preliminary reportable segment i.e. manufacturing of Biscuits for Britannia Industries Limited and Trading of shares and securities hence there is no separate reportable segments as required in Ind AS 108 issued by ICAI.

### **2.12. Depreciation**

Depreciation on tangible fixed assets is provided using the Straight-Line Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. In case of additions or deletions during the year, depreciation is computed from the month in which such assets are put to use and up to previous month of sale or disposal, as the case may be.

The company has decided to sell its factory land, factory building and plant & machineries of the factories. The management is not able to sale Factory land in this year due to the Covid-19 pandemic situation which is beyond its control. The intention of the management is however still the same to sale the assets. Hence, depreciation on such assets are not provided for the period.

### **2.13. Foreign currency Transactions**

Foreign currency transactions are recorded at the exchange rate prevailing at the date of transactions. Exchange difference arising on settlement of transactions is recognised as income or expense in the year in which they arise.

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are restated at the year-end rate and difference in translations and unrealised gains / (losses) on foreign currency transactions are recognised in the statement of profit & loss.

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

### **2.14. Non current assets held for sale**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable. A sale is considered as highly probable when decision has been made to sell, assets are available for immediate sale in its present condition, assets are being actively marketed and sale has been agreed or is expected to be concluded within 12 months of the date of classification.



Non-current assets held for sale are neither depreciated nor amortised. Assets and liabilities classified as held for sale are measured at the lower of their carrying amount and fair value less cost of sale and are presented separately in the Balance Sheet.

The management is not able to sale the factory land during the year due to the Covid 19 pandemic situation which is beyond its control. The intention of the management is however still the same to sale the assets.

19. a) In opinion of the directors, contingent liability not provided is Rs. Nil. (Nil)
- b) Estimated amount of contracts remaining to be executed on capital account and not provided for: Rs. Nil (Nil).
20. Balances of Trade Payables, Unsecured Loans, Trade Receivables, Long Term and Short-Term Loans & Advances, In-operative bank accounts, Other Current and Other Non-Current Assets and Provisions are subject to the confirmation of the parties concerned. Wherever confirmation of the parties for the amounts due to them / amounts due from them as per books of accounts are not received, necessary adjustments, if any, will be made when the accounts are reconciled / settled.
21. In the absence of information regarding outstanding dues of MICRO or Small-Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, the Company has not disclosed the same as required by Schedule III to the Companies Act.
22. Wherever no vouchers and documentary evidences were made available for our verification, we have relied on the authentication given by management of the company.
23. Figures have been rounded off to the nearest rupee wherever required.
- 24. RELATED PARTY DISCLOSURES UNDER ACCOUNTING STATNDARD 18**

• **RELATED PARTY**

A) Associate Company: Helios Greentech Pvt Ltd

B) **BOARD OF DIRECTORS**

| <b>Name</b>            | <b>Designation</b> | <b>DIN</b> |
|------------------------|--------------------|------------|
| • Mr. Nirav J. Shah    | Managing Director  | 01880069   |
| • Mr. Virendra P. Shah | Director           | 00643925   |
| • Mrs. Pushpa J. Shah  | Woman Director     | 07144650   |



- Mr. Kunal R. Asarpota Non-Executive Independent Director 06779773
- Mr. Sunil Gautambhai Parikh Non-Executive Director Independent Director 08403488
- Mr. Malav J. Shah Non-Executive Director Independent Director 00066829

• **RELATED PARTY TRANSACTIONS**

- A) Associate Companies: Nil  
B) Directors

| Particulars  | 2022-23           | 2021-22 |
|--|-------------------|---------|
|  | (Rupees in Lakhs) |         |
| Payments/Provision to Directors (Remuneration & Perquisites) |                   |         |
| Shri Nirav J Shah  | 8.64              | 6.48    |
|  |                   |         |
| Total  | 8.64              | 6.48    |

25. Payments to Auditors

| Particulars                      | 2022-23        | 2021-22        |
|----------------------------------|----------------|----------------|
|                                  | (Rupees)       |                |
| For Audit Fees                   | 57,000         | 57,000         |
| For Tax Audit Fees               | 14,000         | 14,000         |
| For Certification & Professional | 14,000         | 14,000         |
| For GST                          | 15,300         | 15,300         |
|                                  |                |                |
| <b>Total</b>                     | <b>100,300</b> | <b>100,300</b> |

26. Balance confirmations for debit/credit balances have been sought.

27. Additional information pursuant to Act, 2013 to the extent applicable. (As certified by the Directors).

A) Installed Capacity:

Biscuits: 7200 M.T.

(B) Production:

|                         |           |           |
|-------------------------|-----------|-----------|
| Biscuits (Job) (M.T.)   | 2022-23   | 2021-22   |
|                         | Nil       | Nil       |
| Job / Other Charges Rs. | Rs. NIL/- | Rs. NIL/- |



(C) Value of Imported and Indigenous raw materials (including components) consumed and their percentage:

|                  | 2022-23      | 2021-22      |
|------------------|--------------|--------------|
|                  | Rs. (Lacs) % | Rs. (Lacs) % |
| Stores & Spares: |              |              |
| Imported         | --           | --           |
| Indigenous       | --           | --           |

28. Expenditure in foreign currency during the year on account of royalty, know-how, professional consultancy fees, interest and other matters Rs. Nil (Previous Years Rs. Nil)
29. C.I.F. Value of Imports of raw materials, components and spares - Rs. Nil (Previous year Rs. Nil)
30. Earning in foreign exchange on account of export etc. - Rs. Nil
31. Remittance in foreign currency on account of dividend etc. - Rs. Nil (Previous year Rs. Nil)
32. In the opinion of Board of Directors, the current asset, loans & advances are approximately of the same value, if realized in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
33. DEFERRED TAX  
Major components of deferred tax are:

| Particulars                                 | 31 <sup>st</sup> March 2023 | 31 <sup>st</sup> March 2022 |
|---|-----------------------------|-----------------------------|
|   |                             |                             |
| <b>Deferred Tax Liability</b>               |                             |                             |
| Depreciation                                | NIL                         | NIL                         |
| Deferred Tax Assets                         |                             |                             |
| Disallowance under the Income Tax Act, 1961 |                             |                             |
| <b>Deferred Tax Liability (Net)</b>         | <b>(238401)</b>             | <b>(238401)</b>             |



**Shah Foods Limited**  
**41<sup>st</sup> Annual Report 2022-23**

As per our report of even date  
For, Suresh R Shah & Associates  
Chartered Accountants  
Firm Reg. No: 110691W

For and on behalf of the Board of Directors of  
**SHAH FOODS LIMITED**

Sd/-  
Mrugen K Shah  
Partner  
M.No. 117412  
UDIN : 23117412BGUDUW4016  
Place: - Ahmedabad  
Date:- 12-05-2023

Sd/-  
Pushpa J Shah  
Director  
DIN : 07144650

Sd/-  
Nirav J Shah  
Managing Director  
DIN : 01880069

Place: - Ahmedabad  
Date: - 12-05-2023

| In Rupees |                       |             |          |            |           |              |       |          |           |           |           |
|-----------|-----------------------|-------------|----------|------------|-----------|--------------|-------|----------|-----------|-----------|-----------|
| 3         | FIXED ASSETS          | GROSS BLOCK |          |            |           | DEPRECIATION |       |          | NET BLOCK |           |           |
|           |                       | Particulars | As on    | Addition / | Deduction | As at        | As on | Addition | Deduction | As at     | As at     |
|           |                       |             |          |            |           |              |       |          |           |           |           |
|           | Tangible Assets       | 1-Apr-22    | Transfer |            | 31-Mar-23 | 01-Apr-22    |       |          | 31-Mar-23 | 31-Mar-23 | 31-Mar-22 |
| a         | Computer              | -           | -        | -          | -         | -            | -     | -        | -         | -         | -         |
| b         | Furniture and Fixture | -           | -        | -          | -         | -            | -     | -        | -         | -         | -         |
| c         | Office Equipments     | -           | -        | -          | -         | -            | -     | -        | -         | -         | -         |
| d         | Vehicle               | -           | -        | -          | -         | -            | -     | -        | -         | -         | -         |
|           | <b>Total</b>          | -           | -        | -          | -         | -            | -     | -        | -         | -         | -         |

|   |                                  |  |  | As at 31st March 2023 |        | As at 31st March 2022 |        |
|---|----------------------------------|--|--|-----------------------|--------|-----------------------|--------|
| 4 | NON-CURRENT LOANS AND ADVANCES   |  |  | Rupees                | Rupees | Rupees                | Rupees |
| a | Balance with Revenue Authorities |  |  | -                     |        | -                     |        |
| b | UGVCL Deposit                    |  |  | -                     |        | -                     |        |
|   | <b>TOTAL</b>                     |  |  |                       | -      |                       | -      |



|   |  | As at 31st March 2023 |                 | As at 31st March 2022 |                  |
|---|--|-----------------------|-----------------|-----------------------|------------------|
| 5 | CASH & CASH EQUIVALENTS                    | Rupees                | Rupees          | Rupees                | Rupees           |
|   | a Cash on Hand                             |                       | 42,438          |                       | 42,838           |
|   | b Balance with Scheduled Banks             |                       |                 |                       |                  |
|   | i In Current Accounts                      | 2,34,458              |                 | 23,80,792             |                  |
|   | ii Fixed Deposit with Bank                 | 99,972                |                 | 99,972                |                  |
|   | iii Accrued Interest on Bank Fixed Deposit | -                     |                 | -                     |                  |
|   |  |                       | 3,34,030        |                       | 24,80,764        |
|   | <b>TOTAL</b>                               |                       | <b>3,76,868</b> |                       | <b>25,23,602</b> |

|   |  | As at 31st March 2023 |               | As at 31st March 2022 |                 |
|---|--|-----------------------|---------------|-----------------------|-----------------|
| 6 | CURRENT LOANS AND ADVANCES                                     | Rupees                | Rupees        | Rupees                | Rupees          |
|   | Unsecured & considered good and recoverable in cash or in Kind | 64,730                |               | 1,64,695              |                 |
|   | Income Tax refund receivable                                   |                       | -             |                       | -               |
|   | Innovative Motors Pvt. Ltd. - Activa advance                   |                       | -             |                       | -               |
|   | interest on UGVCL Deposit                                      |                       | -             |                       | -               |
|   | <b>TOTAL</b>   |                       | <b>64,730</b> |                       | <b>1,64,695</b> |

|   |                      | As at 31st March 2023 |                 | As at 31st March 2022 |                 |
|---|----------------------|-----------------------|-----------------|-----------------------|-----------------|
| 7 | ASSETS HELD FOR SALE | Rupees                | Rupees          | Rupees                | Rupees          |
|   | Factory building     | 6,50,000              |                 | 6,50,000              |                 |
|   | Free hold land       | 2,08,914              |                 | 2,08,914              |                 |
|   | Plant & Machinery    | -                     |                 | -                     |                 |
|   | Tubewell             | 31,056                |                 | 31,056                |                 |
|   | <b>TOTAL</b>         |                       | <b>8,89,970</b> |                       | <b>8,89,970</b> |

|   |  | As at 31st March 2023 |                  | As at 31st March 2022 |                  |
|---|--|-----------------------|------------------|-----------------------|------------------|
| 8 | EQUITY SHARE CAPITAL   | Rupees                | Rupees           | No. of Shares         | Rupees           |
|   | <b>a AUTHORISED</b>  |                       |                  |                       |                  |
|   | Equity Share Capital of Rs. 10 each (with voting rights)               | 10,00,000             | 1,00,00,000      | 10,00,000             | 1,00,00,000      |
|   | <b>b ISSUED, SUBSCRIBED &amp; FULLY PAID-UP SHARES</b>                 |                       |                  |                       |                  |
|   | Equity Share Capital of Rs. 10 each fully paid (with voting rights)    | 5,97,500              | 59,75,000        | 5,97,500              | 59,75,000        |
|   | <b>TOTAL</b>   |                       | <b>59,75,000</b> |                       | <b>59,75,000</b> |
|   | <b>c Reconciliation of the shares (with voting rights) outstanding</b> |                       |                  |                       |                  |



**Shah Foods Limited**  
**41<sup>st</sup> Annual Report 2022-23**

|          |   | As at 31st March 2023 |              | As at 31st March 2022 |              |
|----------|---|-----------------------|--------------|-----------------------|--------------|
|          |   | Rupees                | Rupees       | No. of Shares         | Rupees       |
|          | At the beginning of the year  | 5,97,500              | 59,75,000    | 5,97,500              | 59,75,000    |
|          | Issued during the year  | -                     | -            | -                     | -            |
|          | Outstanding at the end of the year  | 5,97,500              | 59,75,000    | 5,97,500              | 59,75,000    |
| <b>d</b> | <b>Details of shareholders holding more than 5% shares in the Company</b>   |                       |              |                       |              |
|          |   | As at 31st March 2023 |              | As at 31st March 2022 |              |
|          | Name of Share Holder  | No. of Shares         | Rupees       | No. of Shares         | Rupees       |
|          | PRADIP P SHAH   | 67955                 | 11.37%       | 67955                 | 11.37%       |
|          | PUSHPA J SHAH   | 53620                 | 8.97%        | 53620                 | 8.97%        |
|          | NIRAV JANAK SHAH  | 29921                 | 5.01%        | 29921                 | 5.01%        |
|          | PREM CHAND GUPTA  | 30482                 | 5.10%        | 30482                 | 5.10%        |
|          | As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.  |                       |              |                       |              |
| <b>e</b> | <b>Details of shares held by the promoters</b>  |                       |              |                       |              |
|          |   | As at 31st March 2023 |              | As at 31st March 2022 |              |
|          |   | No. of Shares         | % of holding | No. of Shares         | % of holding |
|          | Pradip P Shah   | 67955                 | 11.37        | 67955                 | 11.37        |
|          | Pushpa Janak Shah   | 53620                 | 8.97         | 53620                 | 8.97         |
|          | Nirav Janak Shah  | 29921                 | 5.01         | 29921                 | 5.01         |
|          | Virendra Popatlal Shah  | 29800                 | 4.99         | 29800                 | 4.99         |
|          | Sushil Panalal Shah   | 31350                 | 5.25         | 31050                 | 5.20         |
|          | Sudha Shah  | 25000                 | 4.18         | 25000                 | 4.18         |
|          | Karan Pradip Shah   | 12200                 | 2.04         | 12200                 | 2.04         |
|          | Kalpana Virendra Shah   | 11000                 | 1.84         | 11000                 | 1.84         |
|          | Neha Kunal Vin  | 7900                  | 1.32         | 7900                  | 1.32         |
|          | Bimal Virendra Shah   | 5500                  | 0.92         | 5500                  | 0.92         |
|          | Pradip Shah   | 4500                  | 0.75         | 4500                  | 0.75         |
|          | Sushil Panalal Shah HUF   | 3000                  | 0.50         | 3000                  | 0.50         |
|          | Nayana Sushil Shah  | 300                   | 0.05         | 300                   | 0.05         |
|          | Shrichand R. Kahar  | 200                   | 0.03         | 200                   | 0.03         |
| <b>f</b> | <b>Rights &amp; Restriction attached to shares</b>  |                       |              |                       |              |
|          | <b>Equity shares</b>  |                       |              |                       |              |
|          | The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are |                       |              |                       |              |





**Shah Foods Limited**  
**41<sup>st</sup> Annual Report 2022-23**

|  |  |  |
|--|--|--|
|  |  | eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their Shareholding. |
|--|--|--|

|   |              |  | As at 31st March 2023 |                      | As at 31st March 2022 |                    |
|---|--------------|--|-----------------------|----------------------|-----------------------|--------------------|
| 9 | OTHER EQUITY |  | Rupees                | Rupees               | Rupees                | Rupees             |
|   | a            | General Reserve  |                       |                      |                       |                    |
|   |              | Opening Balance  | 18,34,256             | 18,34,256            | 18,34,256             | 18,34,256          |
|   |              | Additions / Reduction during the year                  | -                     | -                    | -                     | -                  |
|   |              | Adjusted Against Opening Profit & Loss (Debit Balance) | -                     | -                    | -                     | -                  |
|   |              | Closing Balance  |                       |                      |                       |                    |
|   | b            | Surplus/ (deficit) in the statement of P&L             |                       |                      |                       |                    |
|   |              | Balance as per last financial statements               | (1,02,79,880)         |                      | (75,40,282)           |                    |
|   |              | Add: Profit during the Year                            | (20,60,913)           |                      | (27,39,598)           |                    |
|   |              | Less: Proposed Equity Dividend                         | -                     | -                    | -                     | -                  |
|   |              | Less: Tax on Equity Dividend                           | -                     | -                    | -                     | -                  |
|   |              | Net surplus in the statement of profit & loss          |                       | (1,23,40,793)        |                       | (1,02,79,880)      |
|   |              | <b>Total</b>   |                       | <b>(1,05,06,538)</b> |                       | <b>(84,45,625)</b> |

|    |                      |                      | As at 31st March 2023 |                  | As at 31st March 2022 |                  |
|----|----------------------|----------------------|-----------------------|------------------|-----------------------|------------------|
| 10 | Long Term Borrowings |                      | Rupees                | Rupees           | Rupees                | Rupees           |
|    | a                    | Loans from Directors | 85,50,000             |                  | 85,50,000             |                  |
|    |                      | <b>TOTAL</b>         |                       | <b>85,50,000</b> |                       | <b>85,50,000</b> |

|    |                               |  | As at 31st March 2023 |                 | As at 31st March 2022 |                 |
|----|-------------------------------|--|-----------------------|-----------------|-----------------------|-----------------|
| 11 | DEFERRED TAX LIABILITES (NET) |  | Rupees                | Rupees          | Rupees                | Rupees          |
|    | a                             | Difference between book and tax written down of fixed assets |                       |                 |                       |                 |
|    |                               | Gross deferred tax liability                                 | 7,01,128              |                 | 7,01,128              |                 |
|    | b                             | Less Deferred tax assets                                     |                       |                 |                       |                 |
|    |                               | Difference in provision disallowance                         |                       |                 |                       |                 |
|    |                               | Adjustments to the carrying amount of investment             |                       |                 |                       |                 |
|    |                               | Gross deferred tax assets                                    | 4,62,727              |                 | 4,62,727              |                 |
|    |                               | Net deferred tax liability                                   |                       | 2,38,401        |                       | 2,38,401        |
|    |                               | <b>TOTAL</b>   |                       | <b>2,38,401</b> |                       | <b>2,38,401</b> |



|  |   | As at 31st March 2023 |        | As at 31st March 2022 |          |
|--|---|-----------------------|--------|-----------------------|----------|
|  | <b>TRADE PAYABLES</b>   | Rupees                | Rupees | Rupees                | Rupees   |
|  | Total outstanding dues of micro enterprises and small enterprises   |                       | -      |                       | -        |
|  | Total outstanding dues of creditors other than micro enterprises and small enterprises  |                       | 63,168 |                       | 7,26,656 |
|  | <b>Note: The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises development Act, 2006 and hence disclosure relating to amounts unpaid at the year end has not been given.</b> |                       |        |                       |          |

**12.1 Ageing Schedule of Trade Payables are as under:**

|  | Particulars     | Less than one year | 1-2 year | 2-3 year | More than 3 year | Total  |
|--|-----------------|--------------------|----------|----------|------------------|--------|
|  | MSME            | -                  | -        | -        | -                | -      |
|  | Others          | 63,168             | -        | -        | -                | 63,168 |
|  | Disputed MSME   | -                  | -        | -        | -                | -      |
|  | Disputed Others | -                  | -        | -        | -                | -      |

|   |  | As at 31st March 2023 |                  | As at 31st March 2022 |                  |
|---|--|-----------------------|------------------|-----------------------|------------------|
|   | <b>OTHER CURRENT LIABILITIES</b>         | Rupees                | Rupees           | Rupees                | Rupees           |
| a | Other payable                            | 16,40,580             |                  | 11,00,344             |                  |
| b | Statutory dues                           | 53,914                |                  |                       |                  |
| c | BOB-Group Gratuity & Super Annuation a/c |                       |                  |                       |                  |
|   | <b>TOTAL</b>                             |                       | <b>16,94,494</b> |                       | <b>11,00,344</b> |

|   |  | F.Y.2022-23 |                 | F.Y.2021-22 |               |
|---|--|-------------|-----------------|-------------|---------------|
|   | <b>OTHER INCOME</b>                          | Rupees      | Rupees          | Rupees      | Rupees        |
| a | Interest on Bank Fixed Deposit               | 5,098       |                 | 5,924       |               |
| b | Other Income                                 | 6,34,411    |                 | -           |               |
| c | Interest on I T Refund order                 | -           |                 | -           |               |
| d | Profit / Loss from share trading activities: |             |                 |             |               |
|   | Closing Stock                                |             |                 |             |               |
|   | Opening stock                                |             |                 |             |               |
|   | Purchase + Coverion and Demat Charges        | -           |                 | -           |               |
|   | Income from Share Trading activities         | -           |                 | 10,803      |               |
|   | <b>TOTAL</b>                                 |             | <b>6,39,509</b> |             | <b>16,727</b> |

|  |             |             |
|--|-------------|-------------|
|  | F.Y.2022-23 | F.Y.2021-22 |
|--|-------------|-------------|



| 15 | Employee benefits expense                | Rupees   | Rupees           | Rupees   | Rupees           |
|----|--|----------|------------------|----------|------------------|
| a  | Staff Salaries, Wages and other benefits | 3,52,400 |                  | 4,31,200 |                  |
| b  | Directors Remuneration & other benefits  | 8,86,698 |                  | 7,84,548 |                  |
|    | <b>TOTAL</b>                             |          | <b>12,39,098</b> |          | <b>12,15,748</b> |

|    |                            | F.Y.2022-23 |             | F.Y.2021-22 |               |
|----|----------------------------|-------------|-------------|-------------|---------------|
| 16 | Finance Costs              | Rupees      | Rupees      | Rupees      | Rupees        |
| a  | Bank + Credit Card Charges | 355         |             | 490         |               |
| b  | Interest -Bank             | -           |             | 237         |               |
| c  | Interest -Others           | 1328        |             | 14,233      |               |
|    | <b>TOTAL</b>               |             | <b>1683</b> |             | <b>14,960</b> |

|    |  | F.Y.2022-23 |        | F.Y.2021-22 |        |
|----|--|-------------|--------|-------------|--------|
| 17 | OTHER EXPENSES   | Rupees      | Rupees | Rupees      | Rupees |
| a  | Power, Light and Fuel                                  | 17,565      |        | 9,423       |        |
| b  | Repairs to Plant and Machineries                       | -           |        | -           |        |
| c  | Repairs to Factory Building, Tubewell & FF             | -           |        | -           |        |
| d  | Repairs to Electric and others                         | -           |        | -           |        |
| e  | Labour & Other Charges-Net after Reimb. from BIL       | -           |        | -           |        |
| f  | Factory Expenses                                       | -           |        | -           |        |
| g  | Laboratory Expenses                                    | -           |        | -           |        |
| h  | Security Expenses                                      | 1,26,000    |        | 2,31,000    |        |
| i  | Adverstiment Expenses                                  | 72,912      |        | 53,865      |        |
| j  | Audit Fees   | 85,000      |        | 85,000      |        |
| k  | Conveyance   | -           |        | -           |        |
| l  | Electricity  | -           |        | -           |        |
| m  | ROC Filling Fees                                       | 10,500      |        | 25,680      |        |
| n  | E-TDS return Filling Fees                              | 400         |        | 400         |        |
| o  | Insurance  | -           |        | -           |        |
| p  | Professional Fees                                      | 4,77,750    |        | 4,62,800    |        |
| q  | License Fees   | 7,800       |        | 7,800       |        |
| s  | Listing and Depository Fees (incl. Non-compliance Fee) | 3,74,113    |        | 3,22,200    |        |
| t  | Miscellaneous Expenses                                 | 1,42,820    |        | 84,609      |        |
| u  | Communication Expenses                                 | 14,417      |        | 38,194      |        |
| v  | Printing and Stationery                                | -           |        | 2,448       |        |
| w  | Professional Tax                                       | -           |        | -           |        |
| x  | Rent, Rate and Taxes                                   | 1,12,028    |        | 55,560      |        |
| y  | Share Transfer Agent Charges                           | 18,336      |        | 65,080      |        |
| z  | Vehicle Expenses                                       | -           |        | 23,600      |        |
| aa | Travelling & Business Support                          | -           |        | -           |        |
| ab | Income Tax Expenses                                    | -           |        | -           |        |



|  |    |                                |   |  |                  |
|--|----|--------------------------------|---|--|------------------|
|  | ac | Raw Material stock written off | - |  | -                |
|  | ae | Loss on Assets sold            | - |  | 53,958           |
|  |    | <b>TOTAL</b>                   |   |  | <b>15,21,617</b> |

**CASH FLOW STATEMENT FOR THE YEAR MARCH 31, 2023**

|  |          | 31-03-2023  | 31-03-2022         |
|--|----------|---|--------------------|
|  | <b>A</b> | <b>Cash flow from operating activities</b>                  |                    |
|  |          | (27,39,598)   | (27,39,598)        |
|  |          | <u>Adjustment For:</u>                                      |                    |
|  |          | 4,000   | 4,000              |
|  |          | -   | -                  |
|  |          | 53,958  | 53,958             |
|  |          | 14,960  | 14,960             |
|  |          | -   | -                  |
|  |          | (5,924)   | (5,924)            |
|  |          | -   | -                  |
|  |          | <b>(26,72,604)</b>  | <b>(26,72,604)</b> |
|  |          | <b>Operating profit before working capital changes</b>      |                    |
|  |          | <b>Movements in fund/ capital:</b>                          |                    |
|  |          | (6,09,740)  | (6,09,740)         |
|  |          | -   | -                  |
|  |          | (91,866)  | (91,866)           |
|  |          | -   | -                  |
|  |          | -   | -                  |
|  |          | (13,500)  | (13,500)           |
|  |          | 6,90,003  | 6,90,003           |
|  |          | (26,97,707)   | (26,97,707)        |
|  |          | 0   | 0                  |
|  |          | <b>(26,97,707)</b>  | <b>(26,97,707)</b> |
|  |          | <b>Net cash flow from/ (used in) operating activities A</b> |                    |
|  | <b>B</b> | <b>Cash flows from investing activities</b>                 |                    |
|  |          | -   | -                  |
|  |          | -   | 46,11,000          |
|  |          | 46,11,000   | -                  |
|  |          | 5,924   | 5,924              |
|  |          | -   | -                  |
|  |          | -   | -                  |
|  |          | <b>46,16,924</b>  | <b>46,16,924</b>   |
|  |          | <b>Net cash flow from/ (used in) investing activities B</b> |                    |
|  | <b>C</b> | <b>Cash flows from financing activities</b>                 |                    |
|  |          | 50,000  | 5,00,000           |
|  |          | 56,930  | -                  |



|  |   |                  |                  |
|--|---|------------------|------------------|
|  | Interest paid   | (14,960)         | (14,960)         |
|  | Unclaim dividend payment  | -                | -                |
|  | <b>Net cash flow from/ (used in) in financing activities C</b>        | <b>91,970</b>    | <b>91,970</b>    |
|  | <b>Net increase/(decrease) in cash and cash equivalents A + B + C</b> | <b>20,11,187</b> | <b>20,11,187</b> |
|  | Cash and cash equivalents at the beginning of the year                | 5,12,415         | 5,12,415         |
|  | <b>Cash and cash equivalents at the end of the year</b>               | <b>25,23,602</b> | <b>25,23,602</b> |
|  |   |                  |                  |
|  | <b>Components of cash and cash equivalents</b>                        |                  |                  |
|  | Cash in hand  | 42,838           | 42,838           |
|  | With banks- in current account  |                  | 23,80,792        |
|  |   | 23,80,792        |                  |
|  | Fixed Deposits plus accrued interest                                  | 99,972           | 99,972           |
|  | <b>Total cash and cash equivalents</b>                                | <b>25,23,602</b> | <b>25,23,602</b> |
|  | Summary of significant accounting policies 2                          |                  |                  |

**Notes:**

- 1 The above Cash flow statement has been prepared under the indirect method set out in AS-3 as notified under section 133 of the Companies Act, 2013
- 2 Figures in brackets indicate cash outflow.
- 3 Following non cash transactions have not been considered in the cash flow statement:  
- Tax deducted at source (on income)
- 4 Previous year's figures have been regrouped or reclassified wherever necessary to conform to current year's grouping and classification.

As per our report of even date  
**FOR SURESH R SHAH &  
ASSOCIATES**  
Chartered Accountants  
Firm registration no. 110691W  
Sd/-  
MRUGEN SHAH  
Partner  
Membership No. 117412  
UDIN: 22117412AJDVQN8591  
Place: Ahmedabad  
Date: 12-05-2023

For and on behalf of the Board of Directors  
**SHAH FOODS LIMITED**

Sd/-  
PUSHPA J SHAH  
Director  
DIN: 07144650

Sd/-  
NIRAV J. SHAH  
Managing Director  
DIN: 01880069

Place: Ahmedabad  
Date: 12-05-2023

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**SHAH FOODS LIMITED**

Corporate Office :  
"SARAYU"  
16/1, Kalyan Society,  
Mithakhali, Ellisbridge,  
AHMEDABAD-380 006

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