



EURO INDIA FRESH FOODS LIMITED

(Formally known as Euro India Fresh Foods Private Limited)

CIN: L15400GJ2009PLC057789

Registered office: Plot No. A-22/1, Ichhapore GIDC, Hazira-Magdala Road, Surat-394510, Gujarat, India. Email: info@euroindiafoods.com

Web: www.euroindiafoods.com Tel No.: (0261) 2931021/41.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that **Extra Ordinary General Meeting** of the members of **EURO INDIA FRESH FOODS LIMITED** will be held on **Wednesday, November 04, 2020** at Plot No. A-22/1, Ichhapore G.I.D.C., Hazira- Magdala Road, Surat- 394510, Gujarat, India at 10:00 a.m. to transact the following business:

SPECIAL BUSINESS:

(1) To consider and approve the appointment (Regularization) of Mrs. Geeta D. Tejani (DIN:08897615) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of section 149, 152, 161 read with Schedule IV of the companies Act, 2013 and all other applicable provisions of the companies act, 2013(“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force and any other applicable laws, if any, Mrs. Geeta Dinesh Tejani (DIN: 08897615), who was appointed as the Additional Director of the Company on 12th October, 2020 by the Board of Directors pursuant to section 161 of the Act consent of the Members be and is hereby accorded for the Regularization of Mrs. Geeta Dinesh Tejani (DIN: 08897615) further she has been recommended by Nomination and Remuneration Committee for the office of Director by regularizing her appointment as an Independent Director of the Company for the period of 5(five) years from the date of his appointment in the Company and she is not liable for retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and the matter connected therewith or incidental thereto.”

(2) To consider and approve the Loan, Gurantee, Security in accordance with the provision of Section 185 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the companies act, 2013(“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force and any other applicable laws, and Rules made thereunder as amended from time to time, the consent of the Members be and is hereby accorded to provide Loan/ Corporate Gurantee/Security to J R Roadways LLP (LLPIN: AAU-1966) to secure the credit facilities granted to J R Roadways LLP (LLPIN: AAU-1966) in which Directors of the Company are Interested under section 185 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and the matter connected therewith or incidental thereto.”



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(3) To consider and approve the Loan and Investment by the Company in accordance with the provision of Section 186 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions of the companies act, 2013(“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force and any other applicable laws, and Rules made thereunder as amended from time to time, the consent of the Members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to the Board of Directors of the Company to exercise its power to: -

- (i) Give any Loan to any person or other body corporate; and/or
- (ii) to give Gurantee and/or to provide security in connection with the loan to any other body corporate or person; and/or
- (iii) to make investment and acquire by way of subscription, purchase or otherwise the securities of any other body corporate

In one or more tranches and from time to time, up to the maximum amount of Rs. 1000 Crores (Rupees One Thousand Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/securities/investment so far made together with the proposed loans/guarantees/security/investment to be made, exceeds the limit prescribed under section 186 of the Companies act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and the matter connected therewith or incidental thereto.”

Surat, October 12, 2020.

For, EURO INDIA FRESH FOODS LIMITED

Registered Office:

A-22/1, Ichhapore, GIDC, Hazira-Magdala Road, Surat-394510, Gujarat, India.

**SD/-
JAY B. PANSURIA
COMPANY SECRETARY
M.SHIP: A52641.**



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Notes:

An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 is as: -

1. A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy to attend and vote on poll on his/her behalf. And the proxy need not be a member of the company.

Pursuant to section 105 of Companies Act, 2013, a person can act as proxy on behalf of not more than 50(Fifty) members holding in aggregate, not more than ten percent of the total share capital of the company. Members holding more than ten percent of the total share capital of the company may appoint a single person as a proxy for any other member. The instrument in proxy, in order to be effective, should be deposited at the registered office of the company duly completed and signed, not later than 48 (forty-eight) hours before the commencement of the meeting. A Proxy form is annexed to this report. Proxies submitted on behalf of limited Companies, Societies, etc. Must be supported by an appropriate resolution/ Authority, as applicable.

2. Corporate Members Intending to send their authorized representative to attend the Extra Ordinary General Meeting, pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

3. The Register of Directors and Key Managerial Personnel and their Shareholding, Register of Charge, maintained under Companies Act, 2013 will be available for inspection by the members at the Extra Ordinary General Meeting.

4. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

5. The members whose names appears as on Wednesday, October 28, 2020 in the Register of Members are entitled for voting in the meeting.

6. All documents referred in the notice and accompany explanatory statements are open for inspection at the Registered office of the Company during office hours on all days except Saturday-Sunday & Public Holidays between 11.00 a.m. to 5.00 p.m. up to the date of Extra Ordinary General Meeting.

7. The Company has appointed Kfin Technologies Private Limited, Hyderabad as its Registrar and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfer, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be address to Registrar directly quoting folio no., full name and name of Company as Euro India Fresh Foods Limited.

8. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's record which will help the Company to Provide Efficient and Better Service to the members.

9. Members holding shares in physical form are requested to intimate all change with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company/ RTA.



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10. SEBI has issued a circular dated June 8, 2018 that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
11. Notice of EGM along with attendance slip, proxy form is being sent to all the members whose name appears in the Register of Members as on 09/10/2020 at the Email Ids registered with the Company/Depository Participate(s). Due to Covid-19, pandemic situation and as per circular by MCA/SEBI, physical copies of the EGM Notice shall not be sent to the shareholders who's email id are not registered, in case any share holder required hard copy may write to Company, further the copy of Notice of EGM is available on the Company website-www.euroindiafoods.com
12. **Instructions for e-voting:** A separate sheet containing the complete details of the instructions for e-voting is being sent to all the shareholders along with the EGM Notice to enable them to cast their votes through e-voting.
13. The detail agenda notes are as under: -

Item No. (1): -

Name of Director (Designation)	Mrs. Geeta Dinesh Tejani (Independent Director)
DIN	08897615
Date of Birth	29/11/1973
Brief Resume	Mrs. Geeta Dinesh Tejani aged 47 years is shall be Independent Director of the Company. She is having experience in the field of General Management.
Nature of his Expertise in Specific Functional areas	Her area of work includes management of "Euro Foods"
Disclosure of Relationship	No Relation
Name of other Entities in which person holds the Directorship.	NIL
Name of other Entities in which person holds membership of committees of the Board	NIL
Shareholding in Company	20800.

Item No. (2)

Company has received a request from J R Roadways LLP (LLPIN: AAU-1966) to provide Loan/ Corporate Gurantee/Security. As per amendments provision of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution to give such loan/Gurantee/security.

Particulars of loan/guarantee/mortgage of property are as stated below:

1.	Full Particulars of the loan/guarantee/ mortgage of property	Company has received request from J R Roadways LLP to give Corporate Guarantee and Company agreed to provide the Corporate Guarantee in favor of the Bank/Financial Institution as may be decided by J R Roadways LLP.
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2.	Purpose of loan/guarantee/mortgage of property	Corporate Guarantee is being provided to secure credit facilities to be granted from Bank/Financial Institution as may be decided by J R Roadways LLP.
3.	Other relevant facts	NIL

The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise.

Item No. (3)

Pursuant to the provisions of Section 186 of the Companies Act, 2013 and rules made there under, the company is required to obtain prior approval of the members by way of special

resolution passed in the general meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

As a measure of achieving business objective, permission of members is sought pursuant to the provisions of section 186 of the Companies Act, 2013 to give powers to the Board of Directors for acquiring by way of subscription, purchase or otherwise securities of any body corporate and/or to give loan to any body corporate or person in one or more tranches and from time to time, upto the maximum of Rs. 1000 crores outstanding at any point of time notwithstanding that the aggregate amount of all the loans/guarantees/securities/investment so far made together with the proposed loans/guarantees/security/investment to be made, exceeds the limit prescribed under section 186 of the Companies act, 2013.

The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise

14. The link for the venue of the Extra Ordinary General Meeting is as:

<https://www.google.com/maps/place/Euro+India+Fresh+Foods+Limited/@21.1874379,72.7323357,16.25z/data=!4m2!1m6!3m5!1s0x3be1b3b000000057:0xa9c903c342e6ab57!2sEuro+India+Fresh+Foods+Limited!8m2!3d21.187042!4d72.734031!3m4!1s0x3be1b3b000000057:0xa9c903c342e6ab57!8m2!3d21.187042!4d72.734031>

Surat, October 12, 2020.

For, EURO INDIA FRESH FOODS LIMITED

Registered Office:

A-22/1, Ichhapore, GIDC,
Hazira-Magdala Road,
Surat-394510, Gujarat, India.

SD/-

JAY B. PANSURIA
COMPANY SECRETARY
M.SHIP: A52641.



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ATTENDENCE SLIP

For Extra Ordinary General Meeting to be held on Wednesday, November 04, 2020.

Name of the Shareholder	
Registered Address of Shareholder	
No. of Shares held	
Folio No.	
D.P ID/ Client ID	

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Wednesday, November 04, 2020 at 10.00 a.m. at Plot No. A-22/1, Ichhapore G.I.D.C, Hazira-Magdala Road, Surat-394510.

Signature of Shareholder

*Note:

1. Kindly fill the attendance slip and hand it over at the entrance of venue.
2. Members Signature should be the same as mention in the Register of Members of the Company.



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FORM MGT-11

PROXY FORM

[Pursuant to section 105(6) if the Companies Act, 2013 and rule 19(3) if the Companies (Management and Administration Rules, 2014)]

Name of the Shareholder	
Registered Address of Shareholder	
No. of Shares held	
Folio No.	
D.P ID / Client ID	

I/We, being the member (s) of shares of the abovenamed company, hereby appoint

- Name:
Address:
E-mail Id:
Signature:, or failing him
- Name:
Address:
E-mail Id:
Signature:, or failing him
- Name:
Address:
E-mail Id:
Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, November 04, 2020 at 10.00 a.m. at A-22/1, Ichhapore G.I.D.C, Hazira-Magdala Road, Surat-394510 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(s)	For	Against
SPECIAL BUSINESS (Ordinary approval for Item no. 1) and Special approval for item no. 2 and 3)			
1.	To consider and approve the appointment (Regularization) of Mrs. Geeta D. Tejani (DIN:08897615) as an Independent Director of the Company.		
2.	To consider and approve the Loan, Gurantee, Security in accordance with the provision of Section 185 of the Companies Act, 2013.		
3.	To consider and approve the Loan and Investment by the Company in accordance with the provision of Section 186 of the Companies Act, 2013.		

Signed this day of 2020.

Signature of Shareholder

Signature of Proxy Holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.