



## EURO INDIA FRESH FOODS LIMITED

CIN: L15400GJ2009PLC057789

Regd. Off.: Plot No. A-22/1, G.I.D.C. Ichhapore, Surat-394510, Gujarat, India. Tel: +91 261- 2913041. Email address: [cs@euroindiafoods.com](mailto:cs@euroindiafoods.com)

Website: [www.euroindiafoods.com](http://www.euroindiafoods.com)

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### **POSTAL BALLOT NOTICE**

[Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provision(s), if any, of the Companies Act, 2013, ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), and subject to other applicable laws, rules and regulations, for seeking approval of the Members through Postal Ballot including voting through electronic means ("Remote E-voting").

The Board of Directors of the Company ("Board"), at its meeting held on **14<sup>th</sup> day of February, 2020**, has appointed Mr. Dhiren R. Dave, Practicing Company Secretary (Membership No. 4889) and (C.P. No.2496), having office at B-103, International Commerce Centre, Near Kadiwala School, Ring Road, Surat-395002, Gujarat, India as the Scrutinizer for conducting the Postal Ballot voting and Remote E-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through Remote E-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form annexed hereto and submit the Postal Ballot Form duly completed in the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer, at: B-103, International Commerce Centre, Near Kadiwala School, Ring Road, Surat-395002, Gujarat, India, before **20<sup>th</sup> day of March, 2020** till **5.00 P.M.** Kindly note that the Postal Ballot Form(s) received beyond the said time and date, shall be strictly treated as if reply from the Member(s) has not been received.

In compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and Section 108 of the Act, read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended from time to time, the Company is also providing Remote E-voting facility to its Members to exercise their votes by electronic voting system. Furthermore, the Company has engaged the services of KFin Technologies Private Limited, to provide the E-voting facility. Members desiring to exercise their vote by Remote E-voting are requested to carefully read the instructions for e-voting under the section "Voting through Remote E-voting" in the "Notes".

The Scrutinizer shall keep the duly completed Postal Ballot Form returned by the Shareholders of the Company in his safe custody and after the receipt of assent or dissent of the Shareholders in writing or by electronic means on or before **20<sup>th</sup> day of March, 2020**, the Scrutinizer shall, after the completion of his scrutiny, submit his report to the Chairman of the Company on **21<sup>st</sup> day of March, 2020**. The results of voting by means of Postal Ballot (including Remote E-voting) will be declared

by the Chairman of the Company on **Saturday, 21<sup>st</sup> day of March, 2020**, at Company's Registered Office situated at Plot No. A 22/1 G.I.D.C. Ichhapore Surat-394510.

The Resolution, if approved, will be taken as passed effectively on the date of the declaration of result i.e. **21<sup>st</sup> day of March, 2020** and it will be placed on the website of the Company: [www.euroindiafoods.com](http://www.euroindiafoods.com) and on the website of the Emerge Platform of National Stock Exchange [www1.nseindia.com/emerge/](http://www1.nseindia.com/emerge/) along with the Scrutinizer's Report.

The Notice along with Postal ballot Form has also been placed on the website of the Company i.e. [www.euroindiafoods.com](http://www.euroindiafoods.com), on the website of the Emerge Platform of National Stock Exchange i.e. [www1.nseindia.com/emerge/](http://www1.nseindia.com/emerge/) and on KFin Technologies Private Limited e-voting system link i.e. <https://evoting.karvy.com>.

## **ITEM OF BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGH POSTAL BALLOT:**

### **RESOLUTION NO.1:**

#### **MIGRATION FROM EMERGE PLATFORM OF NSE LIMITED TO MAIN BOARD OF NSE LIMITED:**

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

**"RESOLVED THAT** pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations and other SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, consent of the members of the Company be and is hereby accorded for the purpose of migration of the Company's present listing from Emerge Platform of NSE Limited to Main Board of NSE Limited.

**RESOLVED FURTHER THAT** all the Directors and/or the Company Secretary of the Company be and are hereby authorised jointly and/or severally to deal with any Government or Semi-government authorities or any other concerned intermediaries including but not limited to NSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from Emerge Platform of NSE Limited to Main Board of NSE Limited.

**RESOLVED FURTHER THAT** all the Directors and/or the Company Secretary of the Company be and are hereby authorized jointly and severally to all such acts, deeds and things as may be necessary to give effect to the above resolution."

**By order of the Board  
For Euro India Fresh Foods Limited**

**Place: Surat  
Date: 14/02/2020.**

**Sd/-  
Jay Pansuria  
Company Secretary and Compliance Officer  
Membership No: A52641**

## NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice.
2. Shareholders who have registered their e-mail IDs with Depository Participants (DPs) are being sent notice of Postal Ballot by e-mail and shareholders who have not registered their e-mail IDs will receive physical notice of Postal Ballot along with Postal Ballot Form.
3. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at the General Meeting of Members.
4. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
5. Members who haven’t received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to [cs@euroindiafoods.com](mailto:cs@euroindiafoods.com). The Company shall forward the same along with postage prepaid self-addressed Business reply Envelope to the Member.
6. A Member cannot exercise his / her vote through proxy on postal ballot.
7. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date of 14<sup>th</sup> day of February, 2020** only shall be entitled to avail the facility of remote e-voting as well as voting through Postal Ballot. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.
8. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till **20<sup>th</sup> day of March, 2020**.
9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than **5:00 P.M. on 20<sup>th</sup> day of March, 2020**. Postal Ballot forms received after this date and time will be treated as if the reply from the shareholder has not been received and the same will not be considered for the purpose of Postal Ballot.
10. E-Voting will commence on **22<sup>nd</sup> day of February, 2020 at 9:00 A.M.** and will end on **20<sup>th</sup> day of March, 2020 at 5:00 P.M.** E-Voting shall not be allowed beyond the said time and date.

11. Mr. Dhiren R. Dave, Practicing Company Secretary (Membership No. 4889) and (C.P. No. 2496), has been appointed as Scrutinizer for conducting the Postal Ballot and E-Voting in accordance with the law in a fair and transparent manner.
12. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper, where the Registered office of the Company is situated.
13. In case of any query or grievance, members may contact the following:

**MR. JAY PANSURIA.**

Company Secretary and Compliance Officer,  
**EURO INDIA FRESH FOODS LIMITED,**  
Plot No. A 22/1 G.I.D.C. Ichhapore,  
Surat -394510.

**Telephone No.:** +91 261 291 3041 or at **E-mail:** [cs@euroindiafoods.com](mailto:cs@euroindiafoods.com)

**VOTING THROUGH ELECTRONIC MEANS**

The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. If a member has opted for e-voting, then he/she should not vote through Postal Ballot and vice-a-versa.

**The instructions for members for voting electronically are as under: -**

**A. Procedure and instructions for e-voting**

1. Open your web browser during the voting period and navigate to '<https://evoting.karvy.com/>'
2. Enter the login credentials (i.e., user-id & password). Your folio/DP and Client ID will be your User-ID.

User ID for Members holding shares in Demat Form:

- For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- For CDSL: 16 digits beneficiary ID.

For Members holding shares in Physical Form:

- EVENT No. followed by Folio Number registered with the Company.
- Password: Your unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.
- Enter the verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

3. Please contact toll free No. [1800 3454 001] for any further clarifications.
4. Members can cast their vote online from **9.00 A.M. (IST) on 22<sup>nd</sup> day of February, 2020 to 5.00 P.M. (IST) on 20<sup>th</sup> day of March, 2020**. Please note that the voting beyond **5.00 P.M. on 20<sup>th</sup> day of March, 2020** will not be permitted.
5. After entering these details appropriately, click on LOGIN".
6. Members will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-voting through KFin Technologies Private Limited E-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1<sup>st</sup> login You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. You need to login again with the new credentials.
8. On successful login, system will prompt to select the 'Event' i.e. ' (name of the Company)'.
9. If you are holding equity shares in Demat form and had logged on to <https://evoting.karvy.com>" and casted your vote earlier for any company where the System Provider was Kfin Technologies Private Limited, then your existing login id and password given earlier are to be used.
10. On the voting page, you will see Resolution description and against the same the option FOR/AGAINST/ ABSTAIN for voting.  
  
Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the Member does not want to cast, select 'ABSTAIN' After selecting the resolution you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
11. Once you 'CONFIRM' your vote on the Resolution, you will not be allowed to modify your vote.
12. Members are requested to carefully read the instructions printed on the Postal Ballot Forms before exercising their vote on the resolution.

**By order of the Board  
For Euro India Fresh Foods Limited**

**Place: Surat  
Date: 14/02/2020**

**Sd/-  
Jay Pansuria  
Company Secretary and Compliance Officer  
Membership No: A52641**

## **EXPLANATORY STATEMENT**

(Pursuant to the Section 102 and 110 of the Companies Act, 2013)

### **ITEM NO.1**

Our Company is currently listed on Emerge Platform of NSE Ltd with post issue paid-up capital of Rs. 24.80 Crores. Our Company was listed on Emerge Platform of NSE Ltd on **31<sup>st</sup> day of March 2017**. As per the requirement of NSE Circular dated **10<sup>th</sup> day of March 2014**, the Company complies the requirement of Equity Share capital of more than Rs. 10 Crores and continued listing of 2 years on Emerge Platform of NSE Ltd for migration purpose.

The Board of Directors are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the Shareholders of the Company to enjoy sufficient returns from on their investments. Hence, the Board of Directors of the Company in their meeting held on **14<sup>th</sup> day of February, 2020** decided to migrate from Emerge Platform to Main Board of NSE Ltd.

Please note that the proposed special resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal amounts to at least 2 times, the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Share of the company on the Main Board of NSE and hence the management recommends the passing of said resolution and seeks your approval.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**By order of the Board  
For Euro India Fresh Foods Limited**

**Place: Surat  
Date: 14/02/2020**

**Sd/-  
Jay Pansuria  
Company Secretary and Compliance Officer  
Membership No: A52641**