



Manufacturer of Potato Chips, Extruded Products,
Namkeen, Juices & Mineral Water

Fresh Khao Healthy Raita

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the 8th Annual General Meeting of the members of Euro India Fresh Foods Limited will be held on Monday, the 25th day of September, 2017 at the Registered office of the Company situated at Plot No. A-22/1, Ichchhapore G.I.D.C., Hazira- Magdalla Road, Surat- 394510, Gujarat at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2017, together with the reports of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of Mr. Dinesh Jivanbhai Sanspara, Joint Managing Director (Holding DIN- 02623367), who being a director liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.
3. To appoint Statutory Auditor and fix their remuneration and in this regards, to consider and if through fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder M/s JN Shah & Co., Chartered Accountants, having firm registration No. 118020W, be and are hereby appointed as Statutory Auditor for the period of five years from the conclusion of 8th Annual General Meeting till the conclusion of 13th Annual General Meeting subject to ratification at every annual general meeting at such remuneration as may be determined by the Board of Directors of Company.”

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 149, 152, 161 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. Maya Dinesh Sanspara (DIN: 07601393), who was appointed as the Additional Director of the company with the effect of 9th September, 2016 by the Board of Directors pursuant to section 161 of the Act and who holds office only upto the date of the ensuring Annual General Meeting of the company and in respect of whom the company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lakh only) from a member under Section 160 of the Act proposing the candidature of Mrs. Maya Dinesh Sanspara for the office of Director be and is hereby appointed as a Non- Executive Director of the Company and she is liable for retire by rotation.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special 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, Mr. Ghanshyam Arjan Patel (DIN: 07583294), who was appointed as the Additional Director of the company with the effect of 9th September, 2016 by the Board of Directors pursuant to section 160 of the Act and who holds office only upto the date of the ensuring Annual General Meeting of the company and in respect of whom the company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lakh only) from a member under section 160 of the Act proposing the Candidature of Mr. Ghanshyam Arjan Patel for the office of Director be and is hereby appointed as a Independent Director



Euro
INDIA FRESH FOODS LIMITED

An ISO 22000 : 2005 Certified Company

CIN: 115400GJ2009PLC057789

Corporate Office : 501, 5th Floor, The Summit Business Bay, AndhriKurla Road, Near Cinemax Theater, Andhri (E)

Mumbai - 400 059 Tel No.: 022-26841800, 26841900

Factory: A-22/1, Ichchhapore G.I.D.C., Bhatpore, Hazira Magdalla Road, Surat - 394 510. Tel No.: (0261) 291 3021, 291 3041

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of the Company for the period of 5 years upto the conclusion of 13th Annual General Meeting and he is not liable for 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.”

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special 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, Mr. Parth Vallabhbhai Saspara (DIN: 07584098), who was appointed as the Additional Director of the company with the effect of 9th September, 2016 by the Board of Directors pursuant to section 161 of the Act and who holds office only upto the date of the ensuring Annual General Meeting of the company and in respect of whom the company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lakh only) from a member under section 160 of the Act proposing the Candidature of Mr. Parth Vallabhbhai Saspara for the office of Director be and is hereby appointed as a Independent Director of the Company for the period of 5 years upto the conclusion of 13th Annual General Meeting and he is not liable for 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.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special 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, Mr. Snehal Manjibhai Patel (DIN: 07584295), who was appointed as the Additional Director of the company with the effect of 9th September, 2016 by the Board of Directors pursuant to section 161 of the Act and who holds office only upto the date of the ensuring Annual General Meeting of the company and in respect of whom the company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lakh only) from a member under section 160 of the Act proposing the Candidature of Mr. Snehal Manjibhai Patel for the office of Director be and is hereby appointed as a Independent Director of the Company for the period of 5 years upto the conclusion of 13th Annual General Meeting and he is not liable for 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.”

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special 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, Mr. Paresh Bhupatbhai Lathiya (DIN: 07595049), who was appointed as the Additional Director of the company with the effect of 9th September, 2016 by the Board of Directors pursuant to section 161 of the Act and who holds office only upto the date of the ensuring Annual General Meeting of the company and in respect of whom the company has received notice in writing along with a deposit of Rs. 1,00,000 (Rupees One Lakh only) from a member under section 160 of the Act proposing the Candidature of Mr. Paresh Bhupatbhai Lathiya for the office of Director be and is hereby appointed as a Independent Director



of the Company for the period of 5 years upto the conclusion of 13th Annual General Meeting and he is not liable for 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.”

Place: Surat
Date: 24.08.2017



By Order of the Board
For Euro India Fresh Foods Limited

Nikki Ketan Shah
Company Secretary and Compliance Officer

Notes:

1. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 for item no. 4, 5, 6, 7 & 8 are annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT APROXY 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 fifty members (50) 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 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.
3. Corporate Members Intending to send their authorized representative to attend the Annual 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.
4. Register of Members and Share Transfer Books of the company shall remain closed from **Tuesday, 19th September 2017 to Monday 25th September 2017(both days inclusive)**.
5. The members whose names are appear as on **Monday, the 18th day of September, 2017** in the Register of Members are entitled for the voting on poll 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 Sunday & Public Holidays between 11:00 to 5:00 P.M upto the date of Annual General Meeting.
7. Kindly bring Hard Copy of Annual Report at the Annual General Meeting of the Company.
8. Members are willing to require information about financials to be explained at the meeting are requested to write a request letter to the company at least ten (10) day in advance of the Annual General Meeting.
9. 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.
10. 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.
11. The details of directors appointment as required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) regulation, 2015 is as below:

DETAILS OF JOINT MANAGING DIRECTOR AND NON- EXECUTIVE DIRECTOR RETIRING BY ROATATION AND RE-APPOINTMENT RESPECTIVELY:

Name of Director (Designation)	Dinesh Jivanbhai Sanspara (Joint Managing Director)	Maya Dinesh Sanspara (Non-Executive Director)
DIN	02623367	07601393
Date of Birth	04/06/1969	22/07/1972
Breif Resume	Dinesh Sanspara aged 47 years is currently Joint Managing director of our company. He has been Director of our Company since Incorporation.	Maya Sanspara, aged 44 years is appointed as Additional Director of our Company with effect from September 9,2016.
Nature of his Expertise in Specific Functional areas	His area of work includes handling overall sales and marketing, advertising planning, product, promotion, sales teams handling and development, distribution of sales target, funds arrangement through sales	Her area of work includes management of "Euro Foods"
Disclosure of Relationship	Promoter	Promoter's Group (Wife of Mr. Dinesh Sanspara)
Name of other Entities in which person holds the Directorship as on 31st March, 2017	1. Euro Nextech Private Limited. 2. JMDC Foods and Beverages LLP	NIL
Name of other Entities in which person holds membership of committees of the Board as on 31st March, 2017	NIL	NIL
Shareholding as on 31st March, 2017.	8217700	25000

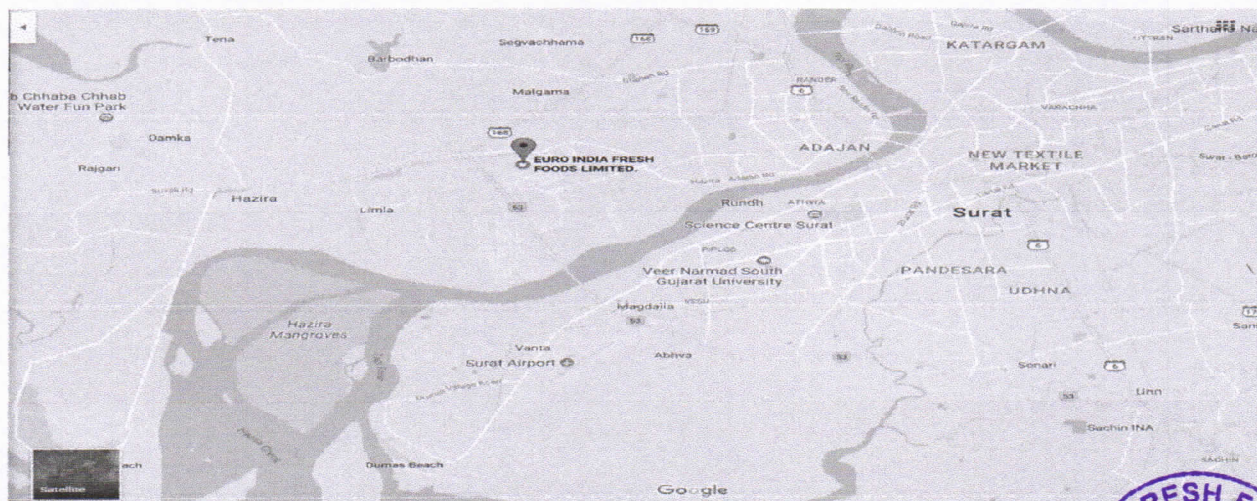
DETAILS OF NON-EXECUTIVE INDEPENDENT DIRECTORS RE-APPOINTMENT:

Name of Director	Ghanshyam Arjan Patel	Parth Vallabhbai Saspara	Snehal Manjibhai Patel	Paresh Bhupatbhai Lathiya
DIN	07583294	07584098	07584295	07595049
Date of Birth	01/06/1952	03/08/1992	22/10/1977	04/02/1984
Breif Resume	Ghanshyam bhai Patel aged 64 years was appointed as an Additional Director of our Company with effect from September 9, 2016.	Parth Sanspara aged 24 years was appointed as an Additional Director of our Company with effect from September 9, 2016.	Snehal Patel aged 39 years was appointed as an Additional Director of our Company with effect from September 9, 2016. He has been awarded with qualification in General Medicine from Rostov Medical University. He has also completed his Post Graduate Diploma in Hospital & health care Management	Paresh Lathiya aged 33 years was appointed as an Additional Director of our Company with effect from September 9, 2016. He has Completed his Bachelor of Science from Veer Narmad South Gujarat University.



			as well as Post Graduate Diploma n Medical Legal System from Symbiosis Centre of Health Care.	
Nature of his Expertise in Specific Functional areas	Manufacturing of Pesticides	He is a Chartered Accountant by Profession	He is a Doctor by Profession. He was CEO (Chief Administer) at P.P. Savani Heart Institute & Multispecialty Hospital, Surat.	He has been an Assistant Physics Teacher as well as Principal of P.P. Savani Chaitanya Vidya Sankul.
Disclosure of Relationship	None	None	None	None
Name of other Entities in which person holds the Directorship as on 31st March, 2017	NIL	NIL	NIL	NIL
Name of other Entities in which person holds membership of committees of the Board as on 31st March, 2017	NIL	NIL	NIL	NIL
Shareholding as on 31st March, 2017.	NIL	NIL	NIL	NIL

12. The Prominent land mark near Plot No. A-22/1 Ichhapore, G.I.D.C., Hazira Magdalla Road, Surat Map and Venue of AGM is as follows:





Fresh Khao Healthy Raho



Manufacturer of Potato Chips, Extruded Products,
Namkeen, Juices & Mineral Water

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION
102 OF THE COMPANIES ACT, 2013.**

ITEM 4:

Mrs. Maya Dinesh Sanspara was appointed as an Additional Director of the Company with effect from the 9th September, 2016 in accordance with the provision of section 161 of the companies Act, 2013 and as per the said provision Mrs. Maya Dinesh Sanspara holds the office of Director upto the date of next Annual General Meeting of the Company. The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing the candidature of Mrs. Maya Dinesh Sanspara as a Non-Executive Director for the term of five years at the ensuing AGM of the Company. She is liable to retire by rotation.

Consent to act as a director of the Company as well as a disclosure for non-disqualification in form DIR-8 as per section 164(2) of the Companies Act, 2013 and Disclosure of independence under section 149(6) have been already received from Mrs. Maya Dinesh Sanspara.

Mrs. May Dinesh Sanspara is concerned or interested in the resolution of the accompanying notice relating to his concerned appointment. None of the other Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at item No. 4 of the accompanying Notice.

Brief Profile:

Maya Sanspara, aged 44 years is appointed as Additional Director of our Company with effect from September 9, 2016. Her area of work includes management of "Euro Foods". She holds 25,000 equity shares of the company. She is a wife of the promoter Mr. Dinesh Sanspara.

ITEM 5:

Mr. Ghanshyam Arjan Patel was appointed as an Additional Independent Director of the Company with effect from the 9th September, 2016 in accordance with the provision of section 161 of the companies Act, 2013 and as per the said provision Mr. Ghanshyam Arjan Patel holds the office of Director upto the date of next Annual General Meeting of the Company. The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing the candidature of Mr. Ghanshyam Arjan Patel as a Non-Executive Independent Director for the term of five years at the ensuing AGM of the Company. He is not liable for retire by rotation.

Consent to act as a director of the Company as well as a disclosure for non-disqualification in form DIR-8 as per section 164(2) of the Companies Act, 2013 and Disclosure of independence under section 149(6) have been already received from Mr. Ghanshyam Arjan Patel.

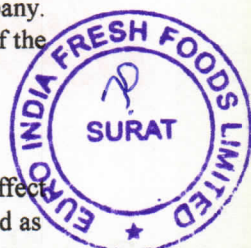
Mr. Ghanshyam Arjan Patel is concerned or interested in the resolution of the accompanying notice relating to his concerned appointment. None of the other Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at item No. 5 of the accompanying Notice.

Brief Profile:

Ghanshyam bhai Patel aged 64 years was appointed as an Additional Director of our Company with effect from September 9, 2016. He has a business of Manufacturing of Pesticides. He does not hold any shares in the company. By looking his experience in his business, the company decided to appoint him as an Independent director of the company.

ITEM 6:

Mr. Parth Vallabhbbhai Saspara was appointed as an Additional Independent Director of the Company with effect from the 9th September, 2016 in accordance with the provision of section 161 of the companies Act, 2013 and as



Corporate Office : 501, 5th Floor, The Summit Business Bay, AndhriKurla Road, Near Cinemax Theater, Andheri (E),

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per the said provision Mr. Parth Vallabhbhai Saspara holds the office of Director upto the date of next Annual General Meeting of the Company. The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing the candidature of Mr. Parth Vallabhbhai Saspara as a Non-Executive Independent Director for the term of five years at the ensuing AGM of the Company. He is not liable for retire by rotation.

Consent to act as a director of the Company as well as a disclosure for non-disqualification in form DIR-8 as per section 164(2) of the Companies Act, 2013 and Disclosure of independence under section 149(6) have been already received from Mr. Parth Vallabhbhai Saspara.

Mr. Parth Vallabhbhai Saspara is concerned or interested in the resolution of the accompanying notice relating to his concerned appointment. None of the other Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at item No. 6 of the accompanying Notice.

Brief Profile:

Parth Sanspara aged 24 years was appointed as an Additional Director of our Company with effect from September 9, 2016. He is a Chartered Accountant by Profession. He does not hold any shares in the company. By looking his experience in his Practice in Chartered accountant, the company decided to appoint him as an Independent director of the company.

ITEM 7:

Mr. Snehal Manjibhai Patel was appointed as an Additional Independent Director of the Company with effect from the 9th September, 2016 in accordance with the provision of section 161 of the companies Act, 2013 and as per the said provision Mr. Snehal Manjibhai Patel holds the office of Director upto the date of next Annual General Meeting of the Company. The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing the candidature of Mr. Snehal Manjibhai Patel as a Non-Executive Independent Director for the term of five years at the ensuing AGM of the Company. He is not liable for retire by rotation.

Consent to act as a director of the Company as well as a disclosure for non-disqualification in form DIR-8 as per section 164(2) of the Companies Act, 2013 and Disclosure of independence under section 149(6) have been already received from Mr. Snehal Manjibhai Patel.

Mr. Snehal Manjibhai Patel is concerned or interested in the resolution of the accompanying notice relating to his concerned appointment. None of the other Directors, and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at item No. 7 of the accompanying Notice.

Brief Profile:

Snehal Patel aged 39 years was appointed as an Additional Director of our Company with effect from September 9, 2016. He has been awarded with qualification in General Medicine from Rostov Medical University. He has also completed his Post Graduate Diploma in Hospital & health care Management as well as Post Graduate Diploma n Medical Legal System from Symbiosis Centre of Health Care. He is a Doctor by Profession. He was CEO (Chief Administer) at P.P. Savani Heart Institute & Multispecialty Hospital, Surat. He does not hold any shares in the company. By looking his experience in his Practice as a Doctor, the company decided to appoint him as an Independent director of the company.

ITEM 8:

Mr. Paresh Bhupat Lathiya was appointed as an Additional Independent Director of the Company with effect from the 9th September, 2016 in accordance with the provision of section 161 of the companies Act, 2013 and as per the said provision Mr. Paresh Bhupat Lathiya holds the office of Director upto the date of next Annual General Meeting of the Company. The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 along with requisite deposit of Rs. 1,00,000 from a member proposing the candidature of Mr. Paresh Bhupat Lathiya as a Non-Executive Independent Director for the term of five years at the ensuing AGM of the Company. He is not liable for retire by rotation.

Consent to act as a director of the Company as well as a disclosure for non-disqualification in form DIR-8 as per section 164(2) of the Companies Act, 2013 and Disclosure of independence under section 149(6) have been already received from Mr. Paresh Bhupat Lathiya.

