



Manufacturer of Potato Chips, Extruded Products,
Namkeen, Juices & Packaged Drinking Water

Fresh Khao Healthy Raho

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that 9th (Ninth) Annual General Meeting of the members of EURO INDIA FRESH FOODS LIMITED will be held on Tuesday, 25th September, 2018 at Plot No. A-22/1, Ichhapore G.I.D.C., Hazira- Magdalla Road, Surat- 394510, Gujarat, India at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

- To, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2018, and the reports of the Board of Directors and Auditor thereon and in this regard pass the following resolution as Ordinary Resolution:

“RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2018 and the report of Board of Directors and Auditors thereon laid before this meeting, be and are hereby consider and adopted.”

- To appoint Mr. Manhar J. Sanspara, , who retire by rotation as a Director and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013 Mr. Manhar J. Sanspara (DIN: 02623366) who retires by rotation at this meeting be and is hereby appointed as a Managing Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- Regularization of Appointment of Director – Mr. Dipesh D. Sanspara**

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 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. Dipesh D. Sanspara (DIN: 07890494), who was appointed as the Additional Director of the company on 20th February, 2018 by the Board of Directors pursuant to section 161 of the Act and who holds office only upto the date of the ensuing Annual General Meeting of the company and he has been recommended by Nomination and Remuneration Committee for the office of Director by regularizing his appointment as an Executive Director for a period of 5(five) years from the date of his appointment in the Company and he is liable for retire by rotation.”

- Regularization of Appointment of Director – Mrs. Manjula K. Mehta**

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. Manjula K. Mehta (DIN: 08086052), who was appointed as the Additional Director of the company on 23rd March, 2018 by the Board of Directors pursuant to section 161 of the Act and who holds office only upto the date of the ensuing Annual General Meeting of the company and 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.”

Surat, 23rd August, 2018.

Registered Office:
A-22/1, Icchhapore, GIDC,
Hazira-Magdalla Road, Surat-394510,
Gujarat, India.



By Order of the Board of Directors

M. J. Sanspara

Manharbhai J. Sanspara
Managing Director
DIN: 02623366

Notes:

1. A statement pursuant to section 102 of the Companies Act, 2013 for item no. 3 and 4 are annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 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. In terms of Section 152 of the Companies Act, 2013 Mr. Manhar J. Sanspara retires by rotation at the meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommended his re-appointment.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 25th September, 2017.
6. Register of Members and Share Transfer Books of the company shall remain closed from **Wednesday, 19th September 2018 to Tuesday, 25th September 2018(both days inclusive).**
7. The members whose names appears as on **Tuesday, 18th September, 2018** in the Register of Members are entitled for voting in the meeting.
8. 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 up to the date of Annual General Meeting.
9. Kindly bring Hard Copy of Annual Report at the Annual General Meeting of the Company.
10. 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.
11. 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.
12. 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.
13. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
14. 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 MANAGING DIRECTOR AND NON- EXECUTIVE DIRECTOR RETIRING BY ROATATION AND RE-APPOINTMENT RESPECTIVELY:

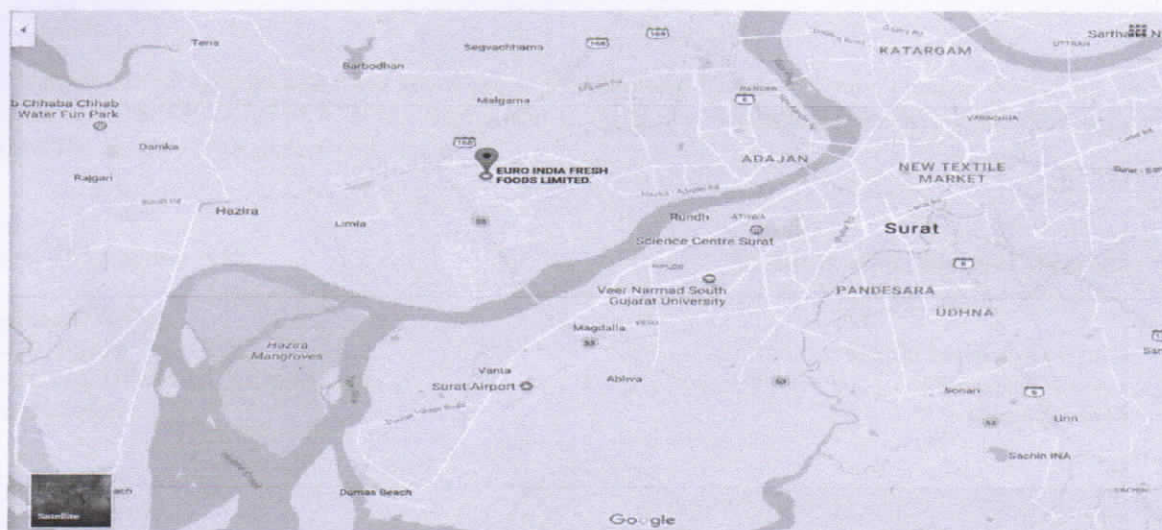
Name of Director (Designation)	Manhar J. Sanspara (Managing Director)	Dipesh D. Sanspara (Executive Director)
DIN	02623366	07890494
Date of Birth	07/10/1967	01/05/1992
Brief Resume	Manhar Sanspara aged 50 years is currently Managing Director of our company. He has been Director of our Company since Incorporation.	Dipesh Sanspara, aged 26years is appointed as Additional Director of our Company w.e.f 20.02.2018
Nature of his Expertise in Specific Functional areas	His are of work includes handling and procurement of plant and machinery, costing, developing new products, financial analysis, production planning and handling other affairs of the company.	His area of work includes management of "Euro Foods"
Disclosure of Relationship	Promoter	Son of the promoter Mr. Dinesh D. Sanspara and Director Mrs. Maya D. Sanspara
Name of other Entities in which person holds the Directorship as on 31 st March, 2018.	1. Euro Nextech Private Limited. 2. JMDC Foods and Beverages LLP	1. Euro Nextech Private Limited
Name of other Entities in which person holds membership of committees of the Board as on 31 st March, 2018	NIL	NIL
Shareholding as on 31 st March, 2018.	84,61,098	25,000

DETAILS OF NON-EXECUTIVE INDEPENDENT DIRECTORS RE-APPOINTMENT:

Name of Director	Manjulaben K. Mehta
DIN	08086052
Date of Birth	14/01/1951
Brief Resume	Mrs. Manjula Mehta aged 67 years was appointed as an Additional Director of our Company with effect from March 23, 2018. She is an M.A. B.ED degree holder.
Nature of his Expertise in Specific Functional areas	She has been For the 20 years of service in secondary high school and 10 years as a principal of secondary high school.
Disclosure of Relationship	None
Name of other Entities in which person holds the Directorship as on 31 st March, 2018	NIL
Name of other Entities in which person holds membership of committees of the Board as on 31 st March, 2018	NIL
Shareholding as on 31 st March, 2018.	NIL



15. The Map and Venue of AGM: Plot No. A-22/1 Ichhapore, G.I.D.C., Hazira Magdalla Road, Surat are as follows:



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

ITEM 3:

Mr. Dipesh D. Sanspara was appointed as an Additional Director of the Company on 20th February, 2018 in accordance with the provision of section 161 of the companies Act, 2013 and as per the said provision Mr. Dipesh D. Sanspara holds the office of Director up to the date ensuring Annual General Meeting of the Company. The Nomination and Remuneration Committee has nominated Mr. Dipesh D. Sanspara to be appointed as Executive Director of the Company for the term of five years at the AGM of the Company. He 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 have been already received from Mr. Dipesh D. Sanspara.

Mr. Dipesh D. Sanspara is concerned or interested in the resolution of the accompanying notice relating to his concerned appointment. Except Mr. Dinesh J. Sanspara, Mr. Manhar J. Sanspara and Mrs. Maya D. Dinesh Sanspara, 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. 3 of the accompanying Notice.

Brief Profile:

Dipesh D. Sanspara, aged 26 years is appointed as Additional Director of our Company with effect from February 20, 2018. His area of work includes management of “Euro Foods”. He holds 25,000 equity shares of the company. He is a son of the promoter Mr. Dinesh D. Sanspara and Director Mrs. Maya D. Sanspara

ITEM 4:

Mrs. Manjulaben K. Mehta was appointed as an Additional Independent Director of the Company on 23rd March, 2018 in accordance with the provision of section 149, 151,161 of the companies Act, 2013 and as per the said provision Mrs. Manjulaben K. Mehta holds the office of Director up to the ensuring Annual General Meeting of the Company. The Company appoints her as a Non-Executive Independent Director for the term of 5 (five) years at the AGM of the Company. She 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 Mrs. Manjulaben K. Mehta.





Mrs. Manjulaben K. Mehta 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:

Mrs. Manjula Mehta aged 67 years was appointed as an Additional Director of our Company with effect from 23rd March, 2018. She holds M.A. B.ED Degree and working in a Secondary high School for 20 years and principal for 10 years of secondary high school.

Surat, 23rd August, 2018.

Registered Office:
A-22/1, Icchhapore, GIDC,
Hazira-Magdalla Road, Surat-394510,
Gujarat, India.

By Order of the Board of Directors

M. J. Sanspara

Manharbhai J. Sanspara
Managing Director
Din: 02623366





Euro India Fresh Foods Limited

(Formally Known as Euro India Fresh Foods Private Limited)

CIN: L15400GJ2009PLC057789

Registered Office: Plot No. A-22/1, Ichhapore G.I.D.C, Hazira-Magdalla Road, Surat-394510.

Email: info@euroindiafoods.com, cs@euroindiafoods.com Website: www.euroindiafoods.com

Tel No: (0261) 2931021/41

ATTENDENCE SLIP

For 9th Annual General Meeting held on Tuesday, 25th September, 2018.

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 9th Annual General Meeting of the Company held on Monday, 25th September, 2018 at 11.00 A.M. at Plot No. A-22/1, Ichhapore G.I.D.C, Hazira-Magdalla 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.



Euro India Fresh Foods Limited
(Formally Known as Euro India Fresh Foods Private Limited)

CIN: L15400GJ2009PLC057789

Registered Office: Plot No. A-22/1, Ichhapore G.I.D.C, Hazira-Magdalla Road, Surat-394510.

Email: info@euroindiafoods.com, cs@euroindiafoods.com Website: www.euroindiafoods.com

Tel No: (0261) 2931021/41

**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 above named company, hereby appoint

1. Name: Address:
E-mail Id: Signature:, or failing him
2. Name: Address:
E-mail Id: Signature:, or failing him
3. 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 9th Annual General Meeting of the Company, to be held on Tuesday, the 25th day of September, 2018 at 11:00 a.m at A-22/1, Ichhapore G.I.D.C, Hazira-Magdalla Road, Surat-394510 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
Ordinary Business (Ordinary Resolution)			
1.	Adoption of Annual Accounts, Auditor's & Director's Report.		
2.	Re-appointment of Mr. Manhar J. Sanspara, as a Managing Director, retire by rotation.		
3.			
SPECIAL BUSIENSS (Ordinary Resolution)			
4.	Appoint Mr. Dipesh D. Sanspara as a Executive Director of the Company		
5.	Appoint Mrs. Manjula K. Mehta as a Non-Executive Independent Director of the Company		

Signature of Shareholder

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.

Affix
Re.1
Revenue
Stamp