



Best Quality Best Taste



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

September 7, 2021.

To
The Manager- Listing Department.
THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, -Bandra (E),
Mumbai- 400051.

Scrip Code/Symbol: EIFFL

Subject : Notice of 13th Annual General Meeting of the Company

Reference No. : Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Respected Sir/ Madam

With reference to above captioned subject, please find enclosed herewith the notice of 13th Annual General Meeting of the members of the Company scheduled to be held on 30th September, 2022 at 11.00 a.m. at the registered office of the company at Plot No. A-22/1, G.I.D.C. Ichhapore, Surat-394510, Gujarat, India, in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India. The company has completed dispatching the same along with the Annual Report for the financial year 2021-22 to its shareholders latest by September 7, 2022.

The Notice of the AGM is also available on the website of the Company at www.euroindiafoods.com.

A schedule of events relating to the AGM is set out below:

| Event | Date | Time |
|---|--------------------|------------|
| Cut-off date to vote on AGM Resolutions | September 23, 2022 | N.A. |
| Commencement of e-Voting | September 27, 2022 | 10.00 A.M. |
| End of e-Voting | September 29, 2022 | 5:00 P.M. |
| AGM | September 30, 2022 | 11.00 A.M. |

Kindly take the above information on your records.

Thank You!

You're faithfully,

For **EURO INDIA FRESH FOODS LIMITED**

JAVANIKA N. GANDHARVA
(Company Secretary & Compliance Officer)

Place: Surat, Gujarat.



Annexure: Notice of 13th Annual General Meeting of the Company.



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **13TH (Thirteenth)** Annual General Meeting of the Members of **EURO INDIA FRESH FOODS LIMITED** will be held on **Friday, September 30, 2022** at 11:00 a.m. at the Registered Office of the Company at **Plot No. A-22/1, G.I.D.C. Ichhapore, Surat- 394510, Gujarat, India** to transact the following businesses: -

ORDINARY BUSINESS:

1. Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2022 including the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Balance Sheet and Profit and loss account for the year ended 31st March, 2022 along with the Director's Report, be and are hereby considered, Adopted and Approved"

2. Item No. 2 – Re-appointment of Director(s) retiring by rotation

To appoint a Director in place of Mr. Dinesh Jivanbhai Sanspara (DIN: 02623367), Executive Director, and Mr. Manhar Jivanbhai Sanspara (DIN: 02623366), Executive Director, liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible seeks re-appointment in the Company.

"RESOLVED THAT pursuant to Sub-Section 6 of Section 152 of the Companies Act, 2013 and other relevant Sections of the said Act, if any, Mr. Dinesh Jivanbhai Sanspara (DIN: 02623367), an Executive Director, and Mr. Manhar Jivanbhai Sanspara (DIN: 02623366), Executive Director, be and are hereby re-appointed as Directors of the Company liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3 – Re-appointment of Mr. Manhar Jivanbhai Sanspara (DIN:02623366), as a Chairman and Managing Director for a further period of 3 (Three) years:

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Manhar Jivanbhai Sanspara (DIN : 02623366), as a Chairman and Managing Director of the Company for a period of 3 Years commencing from September 01, 2022 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Manhar Jivanbhai Sanspara (DIN: 02623366), Chairman and Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Item No. 4 – Re-appointment of Mr. Dinesh Jivanbhai Sanspara (DIN:02623367), as a Joint Managing Director for a further period of 3 (Three) years:

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Dinesh Jivanbhai Sanspara (DIN : 02623367), as a Joint Managing Director of the Company for a period of 3 Years commencing from September 01, 2022 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. Dinesh Jivanbhai Sanspara (DIN: 02623367), Joint Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Item No. 5 – Appointment of Mr. Rahil Vinodbhai Dhameliya (DIN:09282034) as an Independent Director of the Company for term of 5 (Five) consecutive years:

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other rules made thereunder and regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Article of Association of the Company, Mr. Rahil Vinodbhai Dhameliya (DIN:09282034) who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director) of the Company by the Board of Directors at its meeting held on August 13, 2022 pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee in respect of whom Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years w.e.f. September 30, 2022 to September 29, 2027, not liable to retire by rotation."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6 – Re-appointment of Mr. Paresh Bhupatbhai Lathiya (DIN:07595049) as an Independent Director of the Company for the second term of 5 (Five) consecutive years:

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 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Paresh Bhupatbhai Lathiya (DIN:07595049), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from September 30, 2022 to September 29, 2027, and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 7 – Re-appointment of Mr. Parth Vallabhbhai Saspara (DIN:07584098) as an Independent Director of the Company for the second term of 5 (Five) consecutive years:

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 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Parth Vallabhbhai Saspara (DIN:07584098), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from September 30, 2022 to September 29, 2027, and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 8 – Re-appointment of Mr. Snehal Manjibhai Patel (DIN:07584295) as an Independent Director of the Company for the second term of 5 (Five) consecutive years:

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 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded for the proposed re-appointment of Mr. Snehal Manjibhai Patel (DIN:07584295), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 for a further period of 5 (Five) years commencing from September 30, 2022 to September 29, 2027, and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be required to give effect to the above resolution.”

Item No. 9 – Appointment of M/s. R P Vidani & Co., Chartered Accountant, as a Statutory Auditor of the Company for the term of 5 (Five) consecutive years:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any amendment(s), modification(s) or variation(s) thereto) and the recommendations of the Audit Committee and Board of Directors, the appointment of M/s. R P Vidani & Co., Chartered Accountant (Firm Registration No. 137610W), as Statutory Auditor of the Company, in place of M/s. J N Shah & Co., Chartered Accountant (Firm Registration No. 118020W) whose tenure expires at the Thirteenth Annual General Meeting, to hold office for a term of 5 (five) years, commencing from the conclusion of this Annual General Meeting until the conclusion of the Eighteenth Annual General Meeting of the Company, on such remuneration plus reimbursement of out of pocket expenses as may be incurred by them in connection with the audit of accounts of the Company, as may be mutually agreed between the Board of Directors of the Company and the said Auditor (based on the recommendation of the Audit Committee) be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such actions and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution."

Date : 13th August, 2022
Place : Surat



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

M. J. Sanspara

MANHAR J. SANSPARA
Managing Director
DIN: 02623366

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("MEETING/AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO SECTION 105 OF COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN 10%, OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED / DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE OF THE COMPANY NOT LESS 48 (FORTY EIGHT) HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 13TH ANNUAL GENERAL MEETING. BLANK PROXY FORM IS ANNEXED HERETO. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.
2. In terms of the provisions of Section 107 of the Companies Act, 2013, the business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e- voting are given in the notice under Note No. 23. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately. The said resolutions will not be decided on a show of hands at the Annual General Meeting.
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. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 4.00 p.m. up to the date of the Annual General Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. **Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from Saturday, the 24th September, 2022 till Friday, the 30th September, 2022 (both days inclusive) for the purpose of 13th Annual General Meeting.**
7. Members/proxies/authorized representatives should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.
8. 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. Equity Shares of the Company are under compulsory demat trading by all Investor.
9. 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.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
11. Members/proxies/authorized representatives should bring their copy of the Annual Reports and Accounts along with Attendance Slip (duly completed) when attending the Meeting.

12. Members who hold shares in dematerialized form are requested to write their DP – ID and Client – ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
13. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
14. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:

M/s. Kfin Technologies Limited

"Karvy Selenium Tower- B", Plot No. 31 & 32

Financial District, Nanakramguda, Gahibowli, Hyderabad- 500032, Telangana, India.

Tel. : +91-040-67161566, E-mail: murthy.psrch@kfintech.com, Website: www.kfintech.com

- Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding.
 - Bring the copy of Annual Report at the meeting.
15. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.
 16. The Company has appointed Kfin Technologies 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 addressed to Registrar directly quoting folio no., full name and name of Company as Euro India Fresh Foods Limited.
 17. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.
 18. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is AURO University.
 19. In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report of the Company for the Financial Year 2021-22, including the Notice convening the 13th Annual General Meeting, has been emailed to the members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013, and Rule 11 of the Companies (Accounts) Rules, 2014. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other notices from the Company electronically.
 20. The Annual Report of the Company will be available on the Company's website www.euroindiafoods.com, and on the website of respective Stock Exchange where the equity shares of the Company are listed, www.nseindia.com. As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@euroindiafoods.com
 21. The Annual Report 2021-22, the Notice of the 13th AGM and instructions for e-voting along with the Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has

requested for a physical copy of documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

22. The Shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license to enter the AGM hall.

23. **The Instructions for Voting through electronic means (E-Voting) are as under:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences on 27/09/2022 at 10.00 AM and end on 29/09/2022 at 5.00 PM.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- i) **Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress. |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication. |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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 |
|---------------------------|--|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **6925**, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., "**6925- AGM**" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id **contact@drdcs.net** with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

{B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.

i. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the AGM.

ii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact **PSRCH Murthy, Manager**, at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 23, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

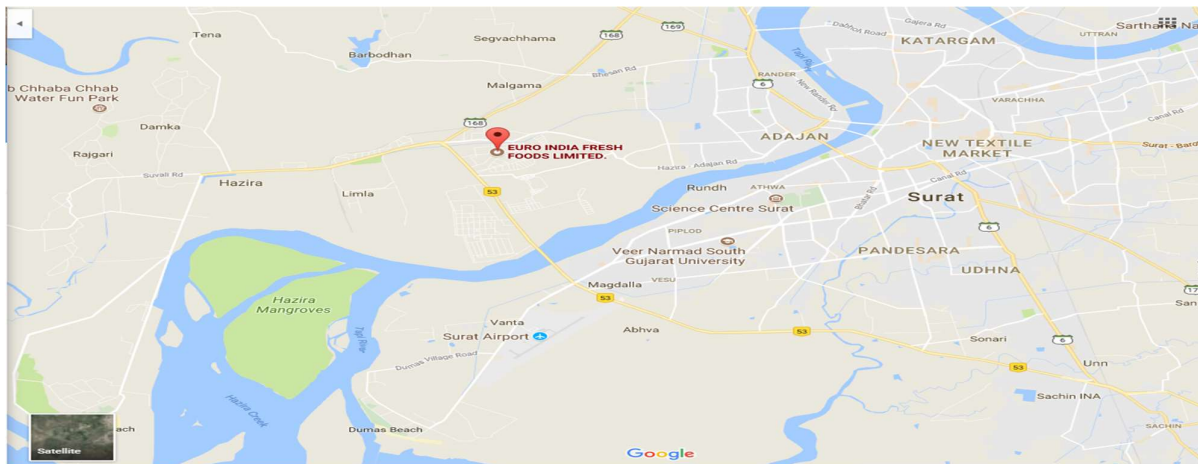
III. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:

2. MYEPWD <SPACE> IN12345612345678

3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- IV. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.
24. The Map and Venue of AGM: Euro India Fresh Foods Limited, Plot No. A-22/1 Ichhapore, G.I.D.C., Hazira Magdalla Road, Surat-394510, Gujarat are as follows:



EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

| | |
|-------------------|---|
| ITEM NO. 3 | Re-appointment of Mr. Manhar Jivanbhai Sanspara (DIN:02623366), as a Chairman and Managing Director for a further period of 3 (Three) years |
|-------------------|---|

The members of the Company had appointed Mr. Manhar Jivanbhai Sanspara as Chairman and Managing Director of the Company for a period of three years with effect from September 1, 2016 and reappointed from September 1, 2019 and the present term of his appointment would lapse on August 31, 2022.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Manhar Jivanbhai Sanspara as Chairman and Managing Director, post completion of his present term, for a further period of three years in its Board Meeting held on August 13, 2022.

Mr. Manhar Jivanbhai Sanspara is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Chairman and Managing Director of the Company. Mr. Manhar Jivanbhai Sanspara satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment of and remuneration payable to Mr. Manhar Jivanbhai Sanspara are annexed herewith.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

The Board of Directors accordingly recommends the Special Resolutions set out in Item No. 3 of this Notice for approval of the Members.

The interest of Directors & Key Managerial Personnel:

Mr. Dinesh Jivanbhai Sanspara, Mr. Dipesh Dinesh Sanspara and Mrs. Maya Dinesh Sanspara, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 3.

| | |
|-------------------|--|
| ITEM NO. 4 | Re-appointment of Mr. Dinesh Jivanbhai Sanspara (DIN:02623367), as a Joint Managing Director for a further period of 3 (Three) years |
|-------------------|--|

The members of the Company had appointed Mr. Dinesh Jivanbhai Sanspara as Joint Managing Director of the Company for a period of three years with effect from September 1, 2016 and reappointed from September 1, 2019 and the present term of his appointment lapsed on August 31, 2022.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Dinesh Jivanbhai Sanspara as Joint Managing Director, post completion of his present term, for a further period of three years.

Mr. Dinesh Jivanbhai Sanspara is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Joint Managing Director of the Company. Mr. Dinesh Jivanbhai Sanspara satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The broad terms and conditions of the proposed re-appointment of and remuneration payable to Mr. Dinesh Jivanbhai Sanspara are annexed herewith.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

The Board of Directors accordingly recommends the Special Resolutions set out in Item No. 4 of this Notice for approval of the Members.

The interest of Directors & Key Managerial Personnel:

Mr. Manhar Jivanbhai Sanspara, Mr. Dipesh Dinesh Sanspara and Mrs. Maya Dinesh Sanspara, Directors of the company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. None of the other directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 4.

| | |
|-------------------|--|
| ITEM NO. 5 | Appointment of Mr. Rahil Vinodbhai Dhameliya (DIN:09282034), as an Independent Director for a period of 5 (Five) years |
|-------------------|--|

In terms of the Appointment and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Rahil Vinodbhai Dhameliya (DIN:09282034) as an additional Independent Director, with effect from August 13, 2022, not liable to retire by rotation.

The company has received from Mr. Rahil Vinodbhai Dhameliya (i) consent to act as Director, (ii) declaration that he is not disqualified from being appointed as a Director of the Company, and (iii) Declaration of independence.

In opinion of the Board, Mr. Rahil Vinodbhai Dhameliya possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is independent of the management.

The Company has also received notice in writing, from the member along with the deposit of requisite amount under section 160 of the Act, proposing Mr. Rahil Vinodbhai Dhameliya as a candidate for the office of Director of the Company.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

Brief resume of Mr. Rahil Vinodbhai Dhameliya, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure of the Notice of 13th Annual General Meeting.

The Board of Directors accordingly recommends the Ordinary Resolutions set out in Item No. 5 of this Notice for approval of the Members.

The interest of Directors & Key Managerial Personnel:

Except Mr. Rahil Vinodbhai Dhameliya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. The Board recommends the Resolution set out at Item no. 5 of the Notice for approval of the Members. This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

| | |
|-------------------|---|
| ITEM NO. 6 | Re-appointment of Mr. Paresh Bhupatbhai Lathiya (DIN:07595049), as an Independent Director for a further period of 5 (Five) years |
|-------------------|---|

As per the provisions Section 149 of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company, but shall be eligible for re-appointment on the passing of a Special Resolution by the Company and disclosure of such re-appointment in the Board's report.

The Members at their Annual General Meeting held on September 25, 2017, had appointed Mr. Paresh Lathiya as an Independent Director of the Company for a term of 5 (five) consecutive years till the

conclusion of 13th Annual General Meeting, pursuant to the provisions of the Companies Act, 2013 ('the Act') and the SEBI Listing Regulations.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that given his professional background and experience, and the contributions made by him during his tenure, the continued association of Mr. Paresh Lathiya would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Paresh Lathiya as an Independent Director of the Company, not liable to retire by rotation, for further period of 5 (five) consecutive years on the Board of the Company commencing from September 30, 2022, to September 29, 2027.

Mr. Paresh Lathiya is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of Director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received a declaration from Mr. Paresh Lathiya that he meets the criteria of Independence as prescribed, both, under Section 149(6) of the Act and under the SEBI Listing Regulations.

In the opinion of the Board, Mr. Paresh Lathiya fulfills the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the Management.

A copy of the draft letter of re-appointment of Mr. Paresh Lathiya setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturday and Sunday.

Details of Mr. Paresh Lathiya, pursuant to the provisions of (i) SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in 'Annexure' to the Notice.

The Board of Directors accordingly recommends the Special Resolutions set out in Item No. 6 of this Notice for approval of the Members.

The interest of Directors & Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Paresh Lathiya and his relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No.6 of this Notice except to the extent of their Shareholding interest, if any, in the Company.

ITEM NO. 7

Re-appointment of Mr. Parth Vallabhbai Saapara (DIN:07584098), as an Independent Director for a further period of 5 (Five) years

As per the provisions Section 149 of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company, but shall be eligible for re-appointment on the passing of a Special Resolution by the Company and disclosure of such re-appointment in the Board's report.

The Members at their Annual General Meeting held on September 25, 2017, had appointed Mr. Parth Saspara as an Independent Director of the Company for a term of 5 (five) consecutive years till the conclusion of 13th Annual General Meeting, pursuant to the provisions of the Companies Act, 2013 ('the Act') and the SEBI Listing Regulations.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that given his professional background and experience, and the contributions made by him during his tenure, the continued association of Mr. Parth Saspara would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Parth Saspara as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years on the Board of the Company commencing from September 30, 2022, to September 29, 2027.

Mr. Parth Saspara is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of Director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received a declaration from Mr. Parth Saspara that he meets the criteria of Independence as prescribed, both, under Section 149(6) of the Act and under the SEBI Listing Regulations.

In the opinion of the Board, Mr. Parth Saspara fulfills the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the Management.

A copy of the draft letter of re-appointment of Mr. Parth Saspara setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturday and Sunday.

Details of Mr. Parth Saspara, pursuant to the provisions of (i) SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in 'Annexure' to the Notice.

The Board of Directors accordingly recommends the Special Resolutions set out in Item No. 7 of this Notice for approval of the Members.

The interest of Directors & Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Parth Saspara and his relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 7 of this Notice except to the extent of their Shareholding interest, if any, in the Company.

ITEM NO. 8

Re-appointment of Mr. Snehal Manjibhai Patel (DIN:07584295), as an Independent Director for a further period of 5 (Five) years

As per the provisions Section 149 of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company, but shall be eligible for re-appointment on the passing of a Special Resolution by the Company and disclosure of such re-appointment in the Board's report.

The Members at their Annual General Meeting held on September 25, 2017, had appointed Mr. Snehal Manjibhai Patel as an Independent Director of the Company for a term of 5 (five) consecutive years till the conclusion of 13th Annual General Meeting, pursuant to the provisions of the Companies Act, 2013 ('the Act') and the SEBI Listing Regulations.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that given his professional background and experience, and the contributions made by him during his tenure, the continued association of Mr. Snehal Patel would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Mr. Snehal Manjibhai Patel as an Independent Director of the Company, not liable to retire by rotation, for the second term of 5 (five) consecutive years on the Board of the Company commencing from September 30, 2022, to September 29, 2027.

Mr. Snehal Manjibhai Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has confirmed that he is not debarred from holding the office of Director by virtue of any order from SEBI or any such authority and has given his consent to act as Director of the Company.

The Company has also received a declaration from Mr. Snehal Manjibhai Patel that he meets the criteria of Independence as prescribed, both, under Section 149(6) of the Act and under the SEBI Listing Regulations.

In the opinion of the Board, Mr. Snehal Manjibhai Patel fulfills the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the Management.

A copy of the draft letter of re-appointment of Mr. Snehal Manjibhai Patel setting out the terms and conditions of his re-appointment is available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days except Saturday and Sunday.

Details of Mr. Snehal Manjibhai Patel, pursuant to the provisions of (i) SEBI (LODR) Regulations and (ii) Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India are provided in 'Annexure' to the Notice.

The Board of Directors accordingly recommends the Special Resolutions set out in Item No. 8 of this Notice for approval of the Members.

The interest of Directors & Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Snehal Patel and his relatives, are in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 8 of this Notice except to the extent of their Shareholding interest, if any, in the Company.

| | |
|-------------------|---|
| ITEM NO. 9 | Appointment of M/s. R P Vidani & Co., Chartered Accountant, (Firm Registration No.: 137610W), as a Statutory Auditor for a period of 5 (Five) years |
|-------------------|---|

As regards to the appointment of Statutory Auditor referred in Item no. 9 of the Notice, following necessary disclosures are made for the information of the Members. M/s. J N Shah & Co., Chartered Accountants, have been the Statutory Auditors of the Company since their appointment at the Annual General Meeting ('AGM') held on September 25, 2017. Pursuant to the provisions of Section 139 (2) of the Companies Act 2013 ('the Act'), read with applicable Rules framed thereunder, the term of the present Statutory Auditors expires at the conclusion of the Thirteenth AGM. The Board of Directors places on record their appreciation for the services rendered by M/s. J N Shah & Co., Chartered Accountants. Accordingly, the Board of Directors based on the recommendations of the Audit Committee proposed the appointment of M/s. R P Vidani & Co., Chartered Accountants (Firm Registration No. 137610W) as Statutory Auditor of the Company in place of M/s. J N Shah & Co., Chartered Accountants. M/s. R P Vidani & Co., Chartered Accountant have vide their letter dated August 13, 2022, informed the Company that their appointment, if made, shall be in compliance with the provisions of Sections 139, 141 and 144 of the Act and Companies (Audit and Auditors) Rules, 2014. The Board recommends the appointment of M/s. R P Vidani & Co., Chartered Accountants as the Statutory Auditors of the Company for a term of 5 (five) years to hold the office from the conclusion of the Thirteenth Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting of the Company. Details as required pursuant to regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are as under:

Proposed statutory audit fee payable to auditors Up to 3 Lacs (Up to Rupees Three Lacs) as statutory audit fees for the year ending March 31, 2023.

Terms of appointment 5 (five) years from the conclusion of Thirteenth Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting of the Company.

Material changes in fee payable. There is no material change in the proposed fees for the auditors.

Basis of recommendation and auditor credentials: The recommendations are based on the fulfilment of the eligibility criteria prescribed in the Companies Act, 2013.

M/s R P Vidani & Co., was registered on May 05, 2013 as a Proprietor having firm registration no. as 137610W. Mr. Rushi Pradipkumar Vidani is proprietor of M/s R P Vidani & Co., registered with the Institute of Chartered Accountants of India. The registered office of R P Vidani & Co. situated at C-603, Saintpark Society, Near Gujarat Gas Circle, Adajan Road, Surat- 395009, Gujarat, India. The Proprietorship has

significant experience of more than 9 years in serving some of the largest and most respected companies in Surat, India.

The Board of Directors accordingly recommends the Special Resolutions set out in Item No. 9 of this Notice for approval of the Members.

The interest of Directors & Key Managerial Personnel:

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 9 of the Notice. The Board recommends the Ordinary Resolution as set out in Item No. 9 of the Notice for approval of the Members.

ANNEXURE TO NOTICE

Details of Directors seeking Appointment / Re-appointment at the forthcoming Annual General Meeting

[Pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

| Name of Directors | Manhar Jivanbhai Sanspara | Dinesh Jivanbhai Sanspara |
|--|---|--|
| DIN | 02623366 | 02623367 |
| Date of Birth | 07/10/1967 | 04/06/1969 |
| Date of First Appointment | 13/08/2009 | 13/08/2009 |
| Expertise in specific functional areas | His are of work includes handling and procurement of plant & machinery, costing, developing new products, financial analysis, Production Planning and handling other affairs of the company. | 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. |
| Terms and Conditions of Appointment/Reappointment | As per the resolution at Item No. 2 of the Notice convening this meeting, Manhar Jivanbhai Sanspara is liable to retire by rotation at the meeting. And as per the resolution at Item No. 3 of the Notice convening this meeting, Manhar Jivanbhai Sanspara is reappointed as Chairman & Managing Director for a further period of Three years. | As per the resolution at Item No. 2 of the Notice convening this meeting, Dinesh Jivanbhai Sanspara is liable to retire by rotation at the meeting. And as per the resolution at Item No. 4 of the Notice convening this meeting, Dinesh Jivanbhai Sanspara is reappointed as Joint Managing Director for a further period of Three years. |
| Remuneration Last Drawn | Rs. 10,000/- P.M. | Rs. 10,000/- P.M. |
| Remuneration Proposed | Rs. 10,000/- P.M. | Rs. 10,000/- P.M. |
| Relationship with Directors/Key managerial Personnel | Mr. Manhar J. Sanspara is Brother of Mr. Dinesh J. Sanspara. | Mr. Dinesh J. Sanspara is Brother of Mr. Manhar J. Sanspara, Husband of Mrs. Maya D. Sanspara – Director and Father of Mr. Dipesh D. Sanspara – Director. |
| List of Companies/LLP in which directorship is held as on 31st March, 2022 | As per detailed below | As per detailed below |
| Chairman / Member of the Committee of other Company | None | None |
| No. of Meetings of the Board Attended during the year | 11 | 11 |

| Name of Directors | Rahil Vinodbhai dhameliya | Paresh Bhupatbhai Lathiya |
|--|--|---|
| DIN | 09282034 | 07595049 |
| Date of Birth | 20/12/2000 | 04/02/1984 |
| Date of First Appointment | NA | 09/09/2016 |
| Expertise in specific functional areas | Mr. Rahil Vinodbhai Dhameliya has completed his Computer Engineering from P. P. Savani University, Kosamba, Gujarat. Currently he is into Textile Business. | Mr. Paresh Bhupatbhai Lathiya has completed his Bachelor of Science as well as Master of Science from Veer Narmad South Gujarat University. He has been assistant Physics Teacher as well as Principal of P. P. Savani Chaitanya Vidhya Sankul. |
| Terms and Conditions of Appointment/Reappointment | As per the resolution at Item No. 5 of the Notice convening this meeting, Rahil Vinodbhai Dhameliya is being appointed as Independent Director for a further period of Five years. | As per the resolution at Item No. 6 of the Notice convening this meeting, Paresh Bhupatbhai Lathiya is being reappointed as Independent Director for a further period of Five years. |
| Remuneration Last Drawn | NA | NA |
| Remuneration Proposed | NA | NA |
| Relationship with Directors/Key managerial Personnel | None | None |
| List of Companies/LLP in which directorship is held as on 31st March, 2022 | As per detailed below | As per detailed below |
| Chairman / Member of the Committee of other Company | None | None |
| No. of Meetings of the Board Attended during the year | NA | 10 |

| Name of Directors | Parth Vallabhbhai Saspara | Snehal Manjibhai Patel |
|--|--|---|
| DIN | 07584098 | 07584295 |
| Date of Birth | 03/08/1992 | 20/10/1977 |
| Date of First Appointment | 09/09/2016 | 09/09/2016 |
| Expertise in specific functional areas | Mr. Parth Vallabhbhai Saspara is Chartered Accountant by Profession and he is having good experience in Accounting and Finance. | Mr. Snehal Manjibhai Patel is a Doctor by Profession and has been awarded qualification in General Medicine – Doctor of Medicine from Rostov State Medical University. He has also completed Post Graduate Diploma in Hospital and Health care Management as well as Post Graduate Diploma in Medico Legal System from Symbiosis Centre of Health Care. He has been CEO (Chief Administrator) at P. P. Savani Heart Institute & Multispecialty Hospital, Surat. |
| Terms and Conditions of Appointment/Reappointment | As per the resolution at Item No. 7 of the Notice convening this meeting, Parth Vallabhbhai Saspara is being appointed as Independent Director for a further period of Five years. | As per the resolution at Item No. 8 of the Notice convening this meeting, Snehal Manjibhai Patel is being reappointed as Independent Director for a further period of Five years. |
| Remuneration Last Drawn | NA | NA |
| Remuneration Proposed | NA | NA |
| Relationship with Directors/Key managerial Personnel | None | None |
| List of Companies/LLP in which directorship is held as on 31st March, 2022 | As per detailed below | As per detailed below |
| Chairman / Member of the Committee of other Company | None | None |
| No. of Meetings of the Board Attended during the year | 11 | 11 |

1. List of Companies/LLP in which Mr. Manhar Jivanbhai Sanspara directorship as on 31st March, 2022:

| Sr. No. | Names of the Companies/bodies corporate/ firms/ association of individuals | Nature of interest or concern/Change in interest or concern as Director or Promoter or Manager or CEO | Shareholding | | Date on which interest or concern arose/ changed |
|---------|--|---|---------------|-------|--|
| | | | No. of Shares | % | |
| 1. | Euro India Fresh Foods Limited. | Chairman & Managing Director | 8461098 | 34.12 | 21.02.2017 |
| 2. | Euro Nextech Private Limited | Director | 01 | 01 | 25.07.2016 |
| 3. | JRS Jewels Private Limited | Director | 2500 | 25 | 08.10.2021 |
| 4. | JR Roadways LLP | Designated Partner | NA | 95% | 12/10/2020 |

- Mr. Manhar Jivanbhai Sanspara is the brother of Mr. Dinesh Jivanbhai Sanspara, hence they are being relative within the meaning of section 2(77) of the Companies Act, 2013 and are concerned and interested in the resolution.

2. List of Companies/LLP in which Mr. Dinesh Jivanbhai Sanspara directorship as on 31st March, 2022:

| Sr. No. | Names of the Companies/bodies corporate/ firms/ association of individuals | Nature of interest or concern/Change in interest or concern as Director or Promoter or Manager or CEO | Shareholding | | Date on which interest or concern arose/ changed |
|---------|--|---|---------------|-------|--|
| | | | No. of Shares | % | |
| 1. | Euro India Fresh Foods Limited. | Jt. Managing Director | 8217700 | 33.14 | 21.02.2017 |
| 2. | Euro Nextech Private Limited | Director | 01 | 01 | 25.07.2016 |
| 3. | JRS Jewels Private Limited | Director | 2500 | 25 | 08.10.2021 |

- Mr. Dinesh Jivanbhai Sanspara is the brother of Mr. Manhar Jivanbhai Sanspara, Husband of Mrs. Maya D. Sanspara and Father of Mr. Dipesh D. Sanspara, hence they are being relative within the meaning of section 2(77) of the Companies Act, 2013 and are concerned and interested in the resolution.

3. List of Companies/LLP in which Mr. Rahil Vinodbhai Dhameliya directorship as on 31st March, 2022:

| Sr. No. | Names of the Companies/bodies corporate/ firms/ association of individuals | Nature of interest or concern/Change in interest or concern as Director or Promoter or Manager or CEO | Shareholding | | Date on which interest or concern arose/ changed |
|------------|--|---|---------------|---|--|
| | | | No. of Shares | % | |
| NIL | | | | | |

4. List of Companies/LLP in which Mr. Paresh Bhupatbhai Lathiya directorship as on 31st March, 2022:

| Sr. No. | Names of the Companies/bodies corporate/ firms/ association of individuals | Nature of interest or concern/Change in interest or concern as Director or Promoter or Manager or CEO | Shareholding | | Date on which interest or concern arose/ changed |
|---------|--|---|---------------|---|--|
| | | | No. of Shares | % | |
| 1. | Euro India Fresh Foods Limited. | Independent Director | - | - | 09.09.2016 |

5. List of Companies/LLP in which Mr. Parth Vallabhbai Saspara directorship as on 31st March, 2022:

| Sr. No. | Names of the Companies/bodies corporate/ firms/ association of individuals | Nature of interest or concern/Change in interest or concern as Director or Promoter or Manager or CEO | Shareholding | | Date on which interest or concern arose/ changed |
|---------|--|---|---------------|---|--|
| | | | No. of Shares | % | |
| 1. | Euro India Fresh Foods Limited. | Independent Director | - | - | 09.09.2016 |

6. List of Companies/LLP in which Mr. Snehal Manjibhai Patel directorship as on 31st March, 2022:

| Sr. No. | Names of the Companies/bodies corporate/ firms/ association of individuals | Nature of interest or concern/Change in interest or concern as Director or Promoter or Manager or CEO | Shareholding | | Date on which interest or concern arose/ changed |
|---------|--|---|---------------|---|--|
| | | | No. of Shares | % | |
| 1. | Euro India Fresh Foods Limited. | Independent Director | - | - | 09.09.2016 |

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

Date : 13th August, 2022
Place : Surat



M. J. Sanspara
MANHAR J. SANSPARA
Managing Director
DIN: 02623366