



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

August 23, 2019.

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: Outcome of Board Meeting held on August 23, 2019.

Respected Sir/ Madam,

This is to inform you that as per captioned subject and in accordance with regulation 30 of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 the 3rd meeting of Board of Directors of the Financial Year 2019-20 was held on Friday, August 23, 2019 at the registered Office of the company situated at Plot No. A-22/1, G.I.D.C., Ichhapore, Surat – 394510. The said meeting was commenced at 3.00 P.M. and was concluded at 4.30 P.M.

The Board consider and approved the followings:

1. The Board of Directors considered unanimously the re-appointment of Mr. Manhar J. Sanspara (DIN: 02623366) as Chairman and Managing Director of the Company for a period of 3 years, subject to approval of Members in the upcoming General Meeting.
2. The Board of Directors considered unanimously the re-appointment of Mr. Dinesh J. Sanspara (DIN: 02623367) as Joint Managing Director of the Company for a period of 3 years, subject to approval of Members in the upcoming General Meeting.
3. The Board of Directors considered and unanimously approved the draft Director Report for the financial year ended March 31, 2019.



Euro
INDIA FRESH FOODS LIMITED
An ISO 22000 : 2005 Certified Company
CIN : L15400GJ2009PLC057789

Corporate Office : 501, 5th Floor, The Summit Business Bay, Andheri Kurla Road, Near Cinemax Theater, Andheri (E),
Mumbai - 400 059 Tel No.: 022-26841 800, 26841900

Factory : A-22/1, Ichchhapore G.I.D.C., Bhatpore, Hazira Magdalla Road, Surat - 394 510. Tel No.: (261) 291 3021, 291 3041
info@euroindiafoods.com www.euroindiafoods.com customercare@euroindiafoods.com Toll Free : 1800 233 00911

4. The Board of Directors considered and unanimously approved the draft notice for calling the 10th Annual General Meeting of the Company to be held on Wednesday, September 25, 2019 at 10:00 AM at Plot No. A-22/1, G.I.D.C., Ichhapore, Surat – 394510.
5. The Board of Directors considered and unanimously approved the Book Closure Dates for 10th Annual General Meeting from Thursday, September 19, 2019 to Wednesday, September 25, 2019 (both days inclusive).

Kindly take the above information on your record.

Thank You.

For **EURO INDIA FRESH FOODS LIMITED.**

JAY B. PANSURIA
COMPANY SECRETARY

Place: Surat





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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **10th (Tenth) Annual General Meeting** of the members of **EURO INDIA FRESH FOODS LIMITED** will be held on Wednesday, September 25, 2019 at Plot No. A-22/1, Ichhapore G.I.D.C., Hazira- Magdalla Road, Surat- 394510, Gujarat, India at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the company for the financial year ended on March 31, 2019, 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 March 31, 2019 and the report of Board of Directors and Auditors thereon laid before this meeting, be and are hereby consider and adopted.”

2. To appoint Mr. Mahesh Vallabhbhai Mavani (DIN: 02623368), 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. Mahesh Vallabhbhai Mavani (DIN: 02623368) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. Re-appointment of Mr. Manhar J. Sanspara (DIN: 02623366) as Chairman and Managing Director of Company for a tenure 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 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint **Mr. Manhar J. Sanspara (DIN : 02623366)**, as Chairman and Managing Director of the Company for a period of 3 Years commencing from September 01, 2019 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 J. 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.”



4. Re-appointment of Mr. Dinesh J. Sanspara (DIN: 02623367) as Joint Managing Director of Company for a tenure 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 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, and rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint **Mr. Dinesh J. Sanspara (DIN: 02623367)**, as Joint Managing Director of the Company for a period of 3 Years commencing from September 01, 2019 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 J. 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."

Surat, August 23, 2019.

Registered Office:

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

For, **EURO INDIA FRESH FOODS LIMITED**



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

Notes:

1. An Explanatory Statement pursuant to section 102(1) 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 48 (forty eight) hours before the commencement of the meeting. A Proxy form is annexed to this report. Proxies submitted on behalf of limited Companies, Societies, etc. Must be supported by an appropriate resolution/ Authority, as applicable.
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. The Register of Directors and Key Managerial Personnel and their Shareholding, Register of Charge, maintained under Companies Act, 2013 will be available for inspection by the members at the 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. In terms of Section 152 of the Companies Act, 2013 Mr. Maheshkumar V. Mavani retires by rotation at the meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommended his re-appointment.
7. 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.
8. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (LODR) Regulations, 2015, The Register of Members and Share Transfer Books of the company shall remain closed from Thursday, September 19, 2019 to Wednesday, September 25, 2019 (both days inclusive).
9. The members whose names appears as on Wednesday, September 18, 2019 in the Register of Members are entitled for voting in the meeting.
10. All documents referred in the notice and accompany explanatory statements are open for inspection at the Registered office of the Company during office hours on all days except Saturday-Sunday & Public Holidays between 11:00 A.M. to 5:00 P.M up to the date of Annual General Meeting.
11. The Company has appointed Karvy Fintech Private Limited (KFPL), Hyderabad as its Registrar and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly all documents, transfer, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be address to Registrar directly quoting folio no., full name and name of Company as Euro India Fresh Foods Limited.
12. Kindly bring Hard Copy of Annual Report at the Annual General Meeting of the Company.
13. 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.
14. 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.
15. 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.
16. 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.
17. Notice of AGM along with attendance slip, proxy form and annual report is being sent to all the members whose name appears in the Register of Members as on August 23, 2019 at the Email Ids registered with the Company/Depository Participate(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. **Instructions for e-voting:** A separate sheet containing the complete details of the instructions for e-voting is being sent to all the shareholders along with the Annual Report for the year 2018-19 to enable them to cast their votes through e-voting.
19. The details of directors appointment and re-appointment as required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) regulation, 2015 is as below:

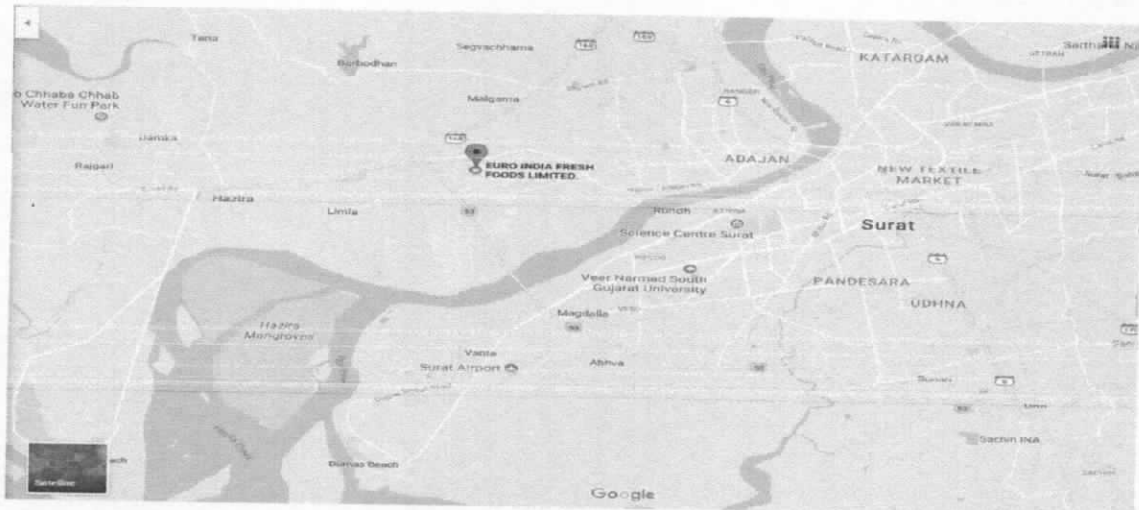


DETAILS OF MANAGING DIRECTOR'S AND NON EXECUTIVE DIRECTOR RETIRING BY ROATATION AND RE-APPOINTMENT's:

Name of Director (Designation)	Manhar J. Sanspara (Managing Director)	Dinesh J. Sanspara (Managing Director)	Mahesh V. Mavani (Director)
DIN	02623366	02623367	02623368
Date of Birth	07/10/1967	04/06/1969	15/07/1977
Brief Resume	Manhar Sanspara aged 50 years is currently Managing Director of our company. He has been Director of our Company since Incorporation.	Dinesh Sanspara aged 47 years is currently Joint Managing Director of our Company. He has been Director of our Company since Incorporation.	Mahesh kumar Mavani aged 42 years is currently Director of our Company. He has been Director of our Company since Incorporation.
Nature of his Expertise in Specific Functional areas	His area 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.	His area of work includes working capital arrangement, secure and unsecure loan arrangements, fund flow management of the business of the Company.
Disclosure of Relationship	Promoter and Brother of Mr. Dinesh J. Sanspara.	Promoter and Brother of Mr. Manhar J. Sanspara, Husband of Mrs. Maya D. Sanspara – Director and Father of Mr. Dipesh Sanspara – Director.	NIL
Name of other Entities in which person holds the Directorship as on March 31, 2019.	1. Euro Nextech Pvt. Ltd. 2. JMDC Foods & Beverages LLP (Defunct w.e.f 10.01.2019)	1. Euro Nextech Pvt. Ltd. 2. JMDC Foods & Beverages LLP (Defunct w.e.f 10.01.2019)	1. Euro Nextech Pvt. Ltd. 2. JMDC Foods & Beverages LLP (Defunct w.e.f 10.01.2019)
Name of other Entities in which person holds membership of committees of the Board as on March 31, 2019	NIL	NIL	NIL
Shareholding as on March 31, 2019.	8461098	8217700	1440000

20. 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 IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM 3:

The Company has appointed Mr. Manhar J. Sanspara as Chairman and Managing Director of the Company for a period of three years from September 1, 2016. The Members has subsequently approved the said appointment and terms of his remuneration.

Mr. Manhar J. Sanspara aged 50 years is a Chairman and Managing Director of the Company and having a vast experience in Foods and Beverages Industries.

During the F.Y. 2018-19 Mr. Manhar J. Sanspara has attended 9 Meetings of Board of Directors. He is a Director of the following Companies:-

1. Euro Nextech Private Limited. And 2. JMDC Foods and Beverages LLP - Defunct w.e.f 10.01.2019)

His current term of appointment as the Chairman and Managing Director of the Company expired on August 31, 2019. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the service of Mr. Manhar J. Sanspara should be available to the Company for a further period of 3 (Three) years with effect from September 01, 2019.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have at their meeting held on August 23, 2019 re-appointed him as Chairman and Managing Director of the Company for a further period of 3 (Three) years with effect from September 01, 2019.

The main terms and conditions for the re-appointment of Mr. Manhar J. Sanspara as Chairman and Managing Director (MD) are as follow:

I. Period: 3 (Three) years from September 01, 2019 to August 31, 2022.

II. A. Remuneration:

a. Salary:

Current Salary of Rs. 50000/- per month. But voluntarily for the betterment of Company Mr. Manhar J. Sanspara has reduce his Salary by 30% w.e.f. September 01, 2018 up to the end of his tenure as Chairman and Managing Director of the Company.

The new Salary will be based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

b. Benefits, Perquisites and Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- Car facility as per Rules of the Company.



- Telecommunication facility as per Rules of the Company.
- Reimbursement of Actual and Out of Pocket Expenses incurred on behalf of Company.

B. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Manhar J. Sanspara the Company has no profit or its profits are inadequate, the Company will pay remuneration for a period of 3 years by way of Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act or any modification(s) thereto.

III. Nature of Duties:

The Chairman and Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executed body or any committee of such a company.

IV. Other terms of Appointment

- I. The terms and conditions of the appointment of the Chairman and Managing Director may be altered and varied from time to time by the Board/its committee as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V of the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Managing Director, subject to such approvals as may be required.
- II. Either party may terminate this agreement by giving to the other party 3 months' notice of such termination or by surrendering 3 months remuneration in lieu thereof.
- III. The employment of the Chairman and Managing Director may be terminated by the Company without notice or payment in lieu of Notice:
 - a. If the Chairman and Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - b. In the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Chairman and Managing Director of any the stipulations contained in the agreement to be executed between the Company and the Chairman and Managing Director; or
 - c. In the event the Board of Directors expresses its loss of confidence in the MD
- IV. In the event the Chairman and Managing Director is not in a position to discharge his official duties due to physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.
- V. All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.

In accordance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V of the said Act, the proposed appointment and the terms of remuneration payable to Mr. Manhar J. Sanspara require approval of members by passing Special resolution. Hence the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 3 for approval of the Shareholders.

Except Mr. Manhar J. Sanspara, Mr. Dinesh J. Sanspara, Mr. Dipesh D. Sanspara and Mrs. Maya D. Sanspara; none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The particulars of the Information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:
 - a. Nature of Industry: Foods and Beverages (FMCG)



- b. Date or expected date of commencement of Commercial Production: Not applicable (Company is an existing company).
- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- d. Financial performance based on given indicators:

Particulars	2018-19	2017-18
Revenue from Operation	726,454,706	558,809,654
EBIDTA	8,816,029	15,973,044
Net Profit	8,816,029	15,973,045

- e. Foreign Investments or collaborations, if any: Not Applicable.

2. Information about the appointee:

- a. Background details: Mr. Manhar J. Sanspara was the Chairman and Managing Director of the Company since Incorporation.
- b. Past remuneration:

Period	Total Rs. (PA)
2017-18	490,000
2018-19	483,000

- c. Job Profile and his suitability: His current term of appointment as a Chairman and Managing Director of the Company will expire on August 31, 2019. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Manhar J. Sanspara should be available to the Company.
- d. Remuneration proposed: As mentioned above.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Manhar J. Sanspara has a relationship with the Company as Chairman and Managing Director only. He holds 8461098 number of shares in the Company and is brother of Mr. Dinesh J. Sanspara.

ITEM 4:

The Company has appointed Mr. Dinesh J. Sanspara as Joint Managing Director of the Company for a period of three years from September 1, 2016. The Members has subsequently approved the said appointment and terms of his remuneration.

Mr. Dinesh J. Sanspara aged 47 years is a Joint Managing Director of the Company and having a vast experience in Foods and Beverages Industries.

During the F.Y. 2018-19 Mr. Dinesh J. Sanspara has attended 5 Meetings of Board of Directors. He is a Director of the following Companies:-

1. Euro Nextech Private Limited and 2. JMDC Foods and Beverages LLP (Defunct w.e.f. 10.01.2019)

His current term of appointment as the Joint Managing Director of the Company expired on August 31, 2019. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the service of Mr. Dinesh J. Sanspara should be available to the Company for a further period of 3 (Three) years with effect from September 01, 2019.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have at their meeting held on August 23, 2019 re-appointed him as Managing Director of the Company for a further period of 3 (Three) years with effect from September 01, 2019.

The main terms and conditions for the re-appointment of Mr. Dinesh J. Sanspara as Joint Managing Director (MD) are as follow:

I. Period: 3 (Three) years from September 01, 2019 to August 31, 2022.

II. A. Remuneration:

- a) Salary:



Current Salary of Rs. 50000/- per month. But voluntarily for the betterment of Company Mr. Dinesh J. Sanspara has reduce his Salary by 30% w.e.f. September 01, 2018 up to the end of his tenure as Joint Managing Director.

The new Salary will be based on the recommendation of the Nomination and Remuneration Committee (hereinafter called the "NRC") and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

b) Benefits, Perquisites and Allowances:

Details of Benefits, Perquisites and Allowances are as follows:

- Car facility as per Rules of the Company.
- Telecommunication facility as per Rules of the Company.
- Reimbursement of Actual and Out of Pocket Expenses incurred on behalf of Company.

B. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Dinesh J. Sanspara the Company has no profit or its profits are in adequate, the Company will pay remuneration for a period of 3 years by way of Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act or any modification(s) thereto.

c) Nature of Duties;

The Joint Managing Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies and/or subsidiaries or any other executed body or any committee of such a company.

d) Other terms of Appointment

- I. The terms and conditions of the appointment of the Joint Managing Director may be altered and varied from time to time by the Board/its committee as I may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V of the Act, or any amendments made hereinafter in this regard in such manner as may be agreed between the Board/its committee and the Managing Director, subject to such approvals as may be required.
- II. Either party may terminate this agreement by giving to the other party 3 months' notice of such termination or by surrendering 3 months remuneration in lieu thereof.
- III. The employment of the Joint Managing Director may be terminated by the Company without notice or payment in lieu of Notice:
 - a) If the Joint Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated company to which he is required to render services; or
 - b) In the event of any serious repeated or continuing breach(after prior warning) or non-observance by the Joint Managing Director of any the stipulations contained in the agreement to be executed between the Company and the Joint Managing Director; or
 - c) In the event the Board of Directors expresses its loss of confidence in the Joint Managing Director.
- IV. In the event the Managing Director is not in a position to discharge his official duties due to physical or mental incapacity, the Board of Directors shall be entitled to terminate his contract on such terms as the Board of Directors may consider appropriate in the circumstances.
- V. All Personnel Policies of the Company and the related Rules, which are applicable to other employees of the Company, shall also be applicable to the Managing Director, unless specifically provided otherwise.

In accordance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V of the said Act, the proposed appointment and the terms of



remuneration payable to Mr. Dinesh J. Sanspara require approval of members by passing Special resolution. Hence the members are requested to pass the Special Resolution accordingly.

The Board recommends the Resolution at Item No. 4 for approval of the Shareholders.

Except Mr. Manhar J. Sanspara, Mr. Dinesh J. Sanspara, Mr. Dipesh D. Sanspara and Mrs. Maya D. Sanspara; none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The particulars of the Information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:

- Nature of Industry: Foods and Beverages (FMCG)
- Date or expected date of commencement of Commercial Production: Not applicable (Company is an existing company).
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- Financial performance based on given indicators:

Particulars	2018-19	2017-18
Revenue from Operation	726,454,706	558,809,654
EBIDTA	8,816,029	15,973,044
Net Profit	8,816,029	15,973,045

- Foreign Investments or collaborations, if any: Not Applicable.

2. Information about the appointee:

- Background details: Mr. Dinesh J. Sanspara was the Joint Managing Director of the Company since Incorporation.
- Past remuneration:

Period	Total Rs. (PA)
2017-18	420,000
2018-19	414,000

- Job Profile and his suitability: His current term of appointment as a Managing Director of the Company will expire on August 31, 2019. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Dinesh J. Sanspara should be available to the Company.
- Remuneration proposed: As mentioned above.
- Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Dinesh J. Sanspara has a relationship with the Company as Managing Director only. He holds 8217700 number of shares in the Company and is brother of Mr. Manhar J. Sanspara, husband of Mrs. Maya D. Sanspara, Director and Father of Mr. Dipesh D. Sanspara, Director.

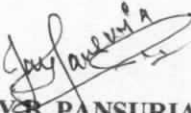
Surat, August 23, 2019.

Registered Office:

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

For, EURO INDIA FRESH FOODS LIMITED




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





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 10th Annual General Meeting held on Wednesday September 25, 2019.

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 10th Annual General Meeting of the Company held on Wednesday, September, 25 2019 at 10.00 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)

Registered Office: Plot No.A-22/1, Ichhapore G.I.D.C, Hazira - Magdalla Road, Surat-394510, Gujarat, India. CIN: L15400GJ2009PLC057789. 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 10th Annual General Meeting of the Company, to be held on Wednesday September 25, 2019 at 10:00 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(s)	For	Against
Ordinary Business (Ordinary Resolution)			
1.	Adoption of Annual Accounts, Auditor's & Director's Report.		
2.	Re-appointment of Mr. Maheshkumar V. Mavani, as a Director, retire by rotation.		
SPECIAL BUSIENSS (Special Resolution)			
3.	Appoint Mr. Manhar J. Sanspara as a Chairman and Managing Director of the Company		
4.	Appoint Mr. Dinesh J. Sanspara as a Joint Managing Director of the Company		

Signed this day of 2019.

Signature of Shareholder

Signature of Proxy Holder(s)

Affix Revenue Stamp

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

