

ANNUAL REPORT

2019-20

SHAH FOODS LIMITED

CIN : L15419GJ1982PLC005071

An ISO : 22000 Certified Company



Regd Office:

Block no. 453/1, Chhatral, Kalol-Mehsana Highway,

Taluka Kalol, District Gandhinagar, Gujarat - 382729

Tel. No.: 2764-233931/932



Shah Foods Limited
38th Annual Report 2019-20

▪ **BOARD OF DIRECTORS**

Name	Designation	DIN
• Mr. Nirav J. Shah	Managing Director	01880069
• Mr. Sushil P. Shah	Director	02529990 (upto 29.06.2019)
• Mr. Virendra P. Shah	Director	00643925
• Mrs. Pushpa J. Shah	Woman Director	07144650
• Mr. Kunal R. Asarpota	Non-Executive Independent Director	06779773
• Mr. Sunil Gautambhai Parikh	Non-Executive Independent Director	08403488
• Mr. Malav J. Shah	Non-Executive Independent Director	00066829

▪ **COMPANY SECRETARY AND COMPLIANCE OFFICER**

- Hiral Ishan Dave (w.e.f. 22nd June, 2020)

▪ **CHIEF FINANCIAL OFFICER**

- PRADIPBHAI R. SHAH

▪ **AUDITORS**

- M/s. SURESH R. SHAH & ASSOCIATES (Firm Registration No. 110691)
Chartered Accountants

▪ **BANKERS**

- BANK OF BARODA
- HDFC BANK LTD.

▪ **REGISTERED OFFICE & WORKS**

- BLOCK NO. 453/1,
CHHATRAL,
KALOL-MEHSANA HIGHWAY,
TALUKA KALOL, DISTRICT GANDHINAGAR,
GUJARAT - 382729.



NOTICE OF 38TH ANNUAL GENERAL MEETING OF THE COMPANY

NOTICE is hereby given that the 38th (Thirty Eighth) Annual General Meeting (AGM) of **M/s. SHAH FOODS Limited** will be held on Tuesday, 29th September, 2020, at 12.00 noon through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which purpose the Registered Office of the Company situated at Block No. 453/1, Chhatral, Kalol -Mehsana Highway, Taluka-Kalol, Gandhinagar - 382729 shall be deemed as the venue for the meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020, the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Smt. Pushpa Janakbhai Shah, Director (DIN- 07144650), who retires by rotation and, being eligible, offers herself for reappointment.

SPECIAL BUSINESS

- 3) **Appointment of Shri Virendrabhai P. Shah as Non-Executive Non Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, and 160 read with all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR /Listing Regulations), including any statutory modifications or reenactment(s) thereof and any rules made thereunder, for the time being in force, Shri Virendra Popatlal Shah (DIN: 00643925), who was appointed as an Additional Director of the Company in the board meeting held on 05.08.2019 with effect from 20.09.2019 as per section 161 of the Companies Act, and recommendation by the nomination and remuneration committee and who holds the office upto the ensuing Annual general meeting, liable to retire by rotation, be and is hereby appointed as Non-Executive Non Independent Director of the Company.

RESOLVED FURTHER THAT the Board and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

Place: Ahmedabad
Date: 03.09.2020

By order of the Board

Nirav J. Shah
Managing Director
DIN: 01880069

Registered office:
Block No. 453/1, Chhatral,
Kalol-Mehsana Highway,
Taluka- Kalol
Gandhinagar - 382729



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
 2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The detailed procedure for participation in the meeting through VC/ OAVM is as per Note no. 25.
 3. Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorised Representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
 4. The attendance of the members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 5. Corporate members intending to authorise their representatives to participate and vote at the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
 6. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice.
 7. The Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in the electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send the e-mail to shahfoods.ahmedabad@gmail.com.
 8. The Register of Members and the Share Transfer Books in respect of the Equity Shares will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of AGM.
 9. 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 and Regulation 44 of the Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited ("CDSL") in respect of the business to be transacted at AGM. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 22, 2020, may cast their vote either by remote e-voting as well as e-voting system as on date of AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only. The information with respect to voting process and other instructions regarding e-voting are detailed in Note no. 23.
 10. The Notice of 38thAGM and the Annual Report of the Company for the year ended March 31, 2020 is uploaded on the Company's website www.shahfoods.com and may be accessed by the members and will also be available on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL.
- Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
11. Mr. Ishan P. Shah, Advocate, has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process on the date of AGM in a fair and transparent manner.



12. The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting. The result declared along with the consolidated Scrutinizer's Report shall be simultaneously placed on the Company's website www.shahfoods.com and on the website of CDSL and communicated to the BSE Limited.
13. The resolution shall be deemed to be passed on the date of AGM, subject to the receipt of sufficient votes.
14. Members seeking any information or clarification on the accounts or any other matter to be placed at AGM are requested to send written queries to the Company on shahfoods.ahmedabad@gmail.com at least 10 days before the date of the meeting to enable the management to respond quickly.
15. SEBI vide its circular dated June 8, 2018 amended Regulation 40 of the Listing Regulation pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.
16. SEBI vide its circular dated April 20, 2018, directed all the listed companies to record the Income Tax PAN and bank account details of all their shareholders holding shares in physical form. All those shareholders who are yet to update their details with the Company are requested to do so at the earliest.
17. Members wishing to claim dividends for previous financial years, which remain unclaimed, are requested to correspond with the Company's Registrars and Transfer Agent (RTA). In case any unclaimed Dividend Warrant is lying with any member, the same should be forwarded to RTA for revalidation.

During the year, the Company has requested those members, whose dividends for previous financial years remaining unclaimed/ unpaid, for claiming said dividend amount before transfer thereof to Investor Education and Protection Fund (IEPF).

Members are requested to note that dividends not encashed or claimed within seven years from the thirty days of declaration of dividend, will, as per Section 124 of the Companies Act, 2013, be transferred to the IEPF.

Further, provisions of Section 124 of the Companies Act, 2013 read with Rule 6 of IEPF Rules as amended, inter alia, mandates the Company to transfer all such shares, in respect of which dividend have not been paid or claimed for seven consecutive years or more, to the demat account of IEPF Authority.
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/ variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
20. With a view to conserve natural resources, we request Members to update and register their email addresses with their Depository Participants (DPs) or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically. Members holding shares in Physical mode may register their email id by providing necessary details like Folio No., Name of Member(s) and self-attested scanned copy of PAN card or Aadhar Card by email to shahfoods.ahmedabad@gmail.com.
21. Since the AGM will be held through VC/ OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to the Notice.
22. The helpline number regarding any query/ assistance for participation in the AGM through VC / OAVM are 022-23058738 or 022-23058543 or 022-23058542.



23. Voting process and instruction regarding remote e-voting:

Section A: Voting Process

Members should follow the following steps to cast their votes electronically

Step 1: Open the web browser during the voting period and log on to the e-voting website www.evotingindia.com.

Step 2: Click on "Shareholders" to cast your vote(s).

Step 3: Please enter User ID

- i. For account holders in CDSL: Your 16 digits beneficiary ID.
- ii. For account holders in NSDL: Your 8 Character DP ID followed by 8 digits Client ID.
- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4: Enter the Image Verification as displayed and Click on "Login".

Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.

Step 6: Follow the steps given below if you are first time user:

- i. holding shares in physical form
- ii. holding shares in demat form

PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The sequence number is printed on the Address sticker in case of the dispatch of the Annual Report through physical mode and mentioned in the covering e-mail in case of dispatch of soft copy.
DOB	Enter the Date of Birth ("DOB") as recorded in your demat account or in the Company records in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio no. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company, please enter the DP ID and Client ID / folio number in the Dividend Bank details field as mentioned in Step 3.

Step 7: After entering these details appropriately, click on "SUBMIT" tab.

Step 8: Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Step 9: For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 10: Click on the EVSN for the SHAH FOODS LIMITED on which you choose to vote.

Step 11: On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Step 12: Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Step 13: After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Step 14: Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.



Section B: Other instruction regarding remote e-voting:

- a) The voting period begins on Saturday, September 26, 2020 from 09:00 A.M. and ends on Monday, September 28, 2020 upto 05:00 P.M. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, September 22, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Non – Individual Shareholders and Custodians (i.e. other than Individuals, HUF, NRI etc.) are additionally required to note and follow the instructions mentioned below:
- They are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- c) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to upload the following in PDF Format in the system for the scrutinizer to verify the same
- Copy of Board resolution (where institution itself is voting)
 - Power of Attorney issued in favour of the Custodian as well as the Board resolution of the Custodian
- d) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- e) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com, under help section or contact Mr.RakeshDalvi, Manager, CDSL, A Wing, 25thFloor, Marathon Futurex, Mafatlal Mills Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or write an email to helpdesk.evoting@cdslindia.com or calling on 022-23058738 or 022-23058543 or 022-23058542 during working hours on all working days.

24. Voting process and instruction regarding e-voting at AGM are as under:

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available in the AGM.
- Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

25. Instruction for members for attending the AGM through VC / OAVM are as under:

- Member will be provided with a facility to attend the AGM through VC/ OAVM through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- Members are encouraged to join the Meeting through Laptops / IPads for better experience. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- For ease of conduct, Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at shahfoods.ahmedabad@gmail.com.
- The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at shahfoods.ahmedabad@gmail.com. These queries will be replied to by the company suitably by email.



Shah Foods Limited

38th Annual Report 2019-20

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. Further the shareholders will be required to allow the camera for participation in the meeting as speaker.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Details of the Directors seeking appointment/ re-appointment at the 38th (Thirty Eighth) Annual General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard -2 are provided below:

ITEM NO 2.

DETAILS OF DIRECTOR RETIRING BY ROTATION AND SEEKING RE-APPOINTEMENT.

Particulars	Promoter Director - Retiring by Rotation
Name of Director	Smt. Pushpaben J. Shah
Date of Birth	08/03/1947
Date of Appointment	25/03/2015
Qualification	MBBS
Expertise	Doctor
Chairman/ Designated Partner/ Director of other Public Companies/ LLP	Nil
Chairman/ Member of Committees of other Companies*	Chairman: NIL Member: NIL
No of shares held in the Company	53,620

The Directorships held by Directors as mentioned above, do not include Directorships of Private Limited Companies.

Item No: 3

APPOINTMENT OF NON -EXECUTIVE AND NON- INDEPENDENT DIRECTOR.

The Board of Directors of the Company ('the Board') at the meeting held on 05.08.2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), approved the appointment of Shri Virendra Popatlal Shah (DIN: 00643925) as an Additional Director subject to the approval of the Members at an ensuing annual general meeting. Shri Virendra Popatlal Shah possesses the requisite knowledge, experience and skill for this position. The Board, on the recommendation of the Committee, subject to the approval of the Members at ensuing annual general meeting, has accorded his consent for the appointment of Shri Virendra Popatlal Shah (DIN: 00643925) as non-executive non independent director of the Company.

The Board of Directors recommends the resolution in relation to the appointment of Director, for the approval of the shareholders of the Company.

Except Shri Virendra P. Shah, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at Item No. 3.

The requirement of disclosure regarding Directors seeking appointment/ re-appointment at the 38th (Thirty Eighth) Annual General Meeting Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 is as follows:



Shah Foods Limited
38th Annual Report 2019-20

Name of Director	Executive Director - Retiring by Rotation
	Shri Virendra P. Shah
Date of Birth	09/06/1945
Date of Appointment	24/03/1986
Qualification	Mechanical Engineer
Expertise	Marketing
Chairman/ Designated Partner/ Director of other Public Companies/ LLP	1. INDOSOL DRUGS LIMITED 2. ISC CHEMSPEC LLP 3. ISC SPECIALITY CHEMICALS LLP
Chairman/ Member of Committees of other Companies*	Chairman: NIL Member: NIL
No of shares held in the Company	29,800

Note:

The Directorships held by Directors as mentioned above, do not include Directorships of Private Limited Companies.

Place: Ahmedabad

By order of the Board

Date: 03.09.2020

Mr. Nirav J. Shah

Managing Director

DIN: 01880069

Registered office:

Block No. 453/1, Chhatral,

Kalol-Mehsana Highway,

Taluka-Kalol, Gandhinagar-382729



Shah Foods Limited

38th Annual Report 2019-20

DIRECTOR'S REPORT

To,
The Members of
M/s. SHAH FOODS LIMITED

Your Directors have pleasure in presenting the 38th Director's Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2020.

The summary of operating results for the year is given below.

1. FINANCIAL HIGHLIGHTS

(Rs. in Lakhs)

Particulars	Current year (2019-20)	Previous Year (2018-19)
Sales	102.33	553.69
Other Income	(0.99)	16.17
Total Income	101.34	569.86
Depreciation	23.21	16.07
Tax	-	4.90
Current Tax	(2.97)	-0.70
Deferred Tax		
Profit/(Loss) after Tax	(172.38)	11.70
Earnings per share (Rs.) :		
Basic	(28.85)	1.96
Diluted	(28.85)	1.96

2. STATE OF COMPANY'S AFFAIRS

We report that Britannia terminated the contract of manufacturing arrangements with effect from June 30, 2019. These contract manufacturing arrangements were operational for over 29 years but were terminated with three months' notice in accordance with a term in the contract on account of Britannia having built up its own manufacturing capacity.

During the year under review, the total Income of the Company was Rs. 101.34 Lakh against Rs. 569.86 Lakh in the previous year. The Company has incurred loss after Tax of Rs. (172.38) Lakh compared to profit of Rs. 11.70 Lakh in the previous year. The Directors provided an advance of Rs. 80 lacs to enable the company to pay terminal dues so that they would not have to wait for their payments. All settlement with workers who left was amicably done.

3. IMPACT OF COVID - 19

As mentioned in point no. 2 the Company has closed its factory w.e.f. 30/06/2019.

4. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (I) OF THE COMPANIES ACT, 2013