



MISHTANN

FOODS LIMITED

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NOTICE

MISHTANN FOODS LIMITED

(CIN: L15400GJ1981PLC004170)

B-905, Empire Business Hub, Opp. Shakti Farm,
Science City Road Sola Daskroi Ahmedabad Gujarat 380060
Ph.: 079- 40023116 | Fax: 079-40033116 | E-mail: cs@mishtann.com

NOTICE IS HEREBY GIVEN that the Forty Fourth (44th) Annual General Meeting of the Company will be held on Saturday, 29th June, 2024, at 11.00 a.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:**Resolution No. 1: Adoption of Financial Statements****To consider and adopt:**

a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2024, the reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2024 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

Resolution No. 2: Dividend

To declare a dividend on equity shares for the financial year ended 31st March 2024 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby granted for payment of dividend @ 0.1% (i.e., ₹ 0.001/- per share) on 1062812903 Equity Shares of ₹ 1/- each fully paid up for the year ended 31st March, 2024 and the same be paid out of the profits of the Company".

Resolution No. 3: Appointment of Director

To appoint a Director in place of Mr. Navinchandra D. Patel (DIN: 05340874) who retires by rotation and being eligible, offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Navinchandra D. Patel (DIN: 05340874) who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

Resolution No. 4: Appointment of M/s Panchal S K & Associates, Chartered Accountants (Firm Registration No. 145989W) as Statutory Auditor of the Company and to fix their remuneration

To appoint M/s Panchal S K & Associates, Chartered Accountants as Statutory Auditors of the Company for the period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 49th Annual General Meeting of the Company to be held in the year 2029 on such remuneration as may be mutually agreed by an between the Board of Directors of the Company and the Auditor of the Company; and in this regard, 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 the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s Panchal S K Associates, Chartered Accountants (Firm Registration No. 145989W), be and is hereby appointed as Statutory Auditor of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 49th Annual General Meeting of the Company to be held in the year 2029, at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.”

“RESOLVED FUTHER THAT any one Director and the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

SPECIAL BUSINESS:

Resolution No. 5: Appointment of Ms. Rainy Ramesh Singhi (DIN: 09844099) as an Independent Director

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Rainy Singhi (DIN: 09844099), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from May 16, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to May 15, 2029.”

“RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

Resolution No. 6: Appointment of Mr. Nihar Gaurang Sheth (DIN: 10308024) as an Independent Director

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time,

Mr. Nihar Gaurang Sheth (DIN: 10308024), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from May 16, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to May 15, 2029."

"RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

**By Order of the Board of Directors
For Mishtann Foods Limited**

Date: June 05, 2024
Place: Ahmedabad

Shivangi Shah
Company Secretary and Compliance Officer

Registered Office:

B-905, Empire Business Hub, Opp. Shakti Farm,
Science City Road Sola Daskroi Ahmedabad Gujarat 380060
CIN: L15400GJ1981PLC004170
E-mail Id.: cs@mishtann.com

ANNEXURE TO ITEM NO. 3 OF THE NOTICE OF THE AGM

Pursuant to Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the required details of the Director proposed to be appointed and the terms of proposed remuneration of the Director is given herein below:

Particulars	Mr. Navinchandra D. Patel
Director Identification Number	05340874
Age	57 Years
Date of Birth	01/06/1967
Date of Appointment on Board	28/8/2022
Qualifications	Bachelor's degree in commerce from Hemchandracharya North Gujarat University
Experience/Expertise	Prior to joining our Company, Navinchandra Dahyalal Patel was a partner in M/s. Ravi Trading Co., which was also engaged in the business of trading rice. He has been associated with our Company since March 10, 2015 and was promoted as the Whole-time Director with effect from August 28, 2017. He was appointed as the Chief Financial Officer of our Company with effect from March 25, 2019. He heads the finance division of our Company and is also responsible for overseeing procurement and operations of our manufacturing unit and has an experience of more than a decade in the agriculture and agro-commodity industry.
Terms and Conditions of appointment or re-appointment along with remuneration	Please refer Item No. 3 of this AGM Notice.
The last drawn remuneration	6 Lakhs p.a.
Shareholding in the Company	NIL
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company	N.A.
The Number of Meetings of the Board attended during the year	Thirteen (13) out of 13 meetings held
Other Directorships	Celtis Commodities Limited Appleton Cereals Limited Acoustic Eco Foods Limited Mishtann Agrifoods Private Limited
Memberships/Chairmanship of Committees of other companies	NIL
Listed entities from which the Director has resigned in the past three years	NIL

**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013**

ITEM NO. 4

M/s J M Patel & Bros. (FRN No. 107707W), Chartered Accountants, has been the Statutory Auditors of the Company since their appointment at the Annual General Meeting of the Company held on September 26, 2019. 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 Auditor expires at the conclusion of this AGM. The Board of Directors place on record his appreciation for the services rendered by M/s J M Patel & Bros, Chartered Accountants.

Accordingly, the Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on June 05, 2024, proposed the appointment of M.s Panchal S K & Associates, Chartered Accountants (FRN No. 145989W) as Statutory Auditor of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 49th AGM to be held in the year 2029.

M/s Panchal S K & Associates has consented to the aforesaid appointment and confirmed that his appointment, if made, will be in accordance with the provisions of Section 139, 141 and other relevant provisions of the Act and the Companies (Audit and Auditors) Rules, 2014.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- The fees proposed to be paid to M/s Panchal S K & Associates towards statutory audit for the Financial Year 2024-25 shall not exceed 3 Lakhs, plus out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the Balance term, based on the recommendation of the Audit Committee.

The fees for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fees as above, and will be decided by the management in consultation with the Statutory Auditor. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.

- There is no material change in the proposed fee for the audit from that paid to the outgoing auditor.

- The Audit Committee and the Board of Directors, while recommending the appointment of M/s Panchal S K & Associates as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm, proven track record of the firm and eligibility criteria prescribed under the Act.

- M/s Panchal S K & Associates is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with Registration No. 145989W). The firm was established in 2017 with its Registered office in Dahod, Gujarat. The firm has a valid Peer Review Certificate.

- The firm is primarily engaged in providing audit and assurance services, certain tax and financial accounting advisory services to its clients. They audit several large listed and private companies across diverse market segments including industrial, infrastructure, consumer products, financial services, technology and professional services.

- None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

- The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 4 of the Notice.

ITEM NO. 5 & 6

The Board of Directors of the Company ('the Board') at their meeting held on May 16, 2024, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Rainy Ramesh Singhi (DIN: 09844099), as an Independent Director of the Company for a period of 5 years w.e.f. May 16, 2024 to May 15, 2029, with a payment of sitting fees as may be decided by the Board from time to time.

The Board of Directors of the Company ('the Board') at the meeting held on May 16, 2024, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Mr. Nihar Gaurang Sheth (DIN: 10308024) as an Independent Director of the Company for a period of 5 years w.e.f. May 16, 2024 to May 15, 2029, with a payment of sitting fees as may be decided by the Board from time to time.

Ms. Rainy Singhi and Mr. Nihar Sheth, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), have given their consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing their appointment as a Director of the Company have been received. Declarations have also been received from Rainy Singhi and Nihar Sheth that they meet the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). Pursuant to regulation 36 of Listing regulation a brief of the Ms. Rainy Singhi and Mr. Nihar Sheth are given below:

SR NO	PARTICULARS	MS. RAINY RAMESH SINGHI	MR. NIHAR GAURANG SHETH
1	Name of the Director	Ms. Rainy Ramesh Singhi	Mr. Nihar Gaurang Sheth
2	DIN	09844099	10308024
3	Nature of Appointment	Appointment as an Independent Director	Appointment as an Independent Director
4	Father's Name	Mr. Ramesh Jahurmal Singhi	Mr. Gaurang Sheth
5	Relationship with other Directors	NIL	NIL
6	Nationality	INDIAN	INDIAN
7	Date of Birth	July 20, 1991	January 08, 1993
8	Brief Resume of the Director	Ms. Rainy Singhi is Inter CS and Master Graduate in commerce. She has been working in Digital Marketing field with more than 4 years of experience.	Mr. Nihar Sheth is CS and master Graduate in Commerce. He has been working as CS consultant with more than 8 years of experience in Legal & Secretarial domains, having served esteemed listed and non-listed companies.
9	Qualifications	Master of Commerce, Inter Company Secretary	Master of Commerce and Associate Company Secretary (ACS) – The Institute of Company Secretaries of India
10	Expertise	Social Media marketing, Project Management, Networking, Presentation designing, Analytical abilities	Mr. Nihar Sheth brings over 8 years of experience in Company Law and Secretarial matters, demonstrating a strong grasp of Corporate Governance and Compliance.
11	Date of Birth	May 16, 2024	May 16, 2024
12	List of Outside Directorships Held (Public Limited Co.)	1.Groarc Industries India Limited (listed) 2.integrated Hitech Limited (listed)	NIL
13	Member of the Committees in Other Companies in India	Groarc Industries India Limited 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee Integrated Hitech Limited 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee	NIL
14	Shareholding in the Company	NIL	NIL
15	Other Remarks	NA	NA

**INFORMATION AS PER THE PROVISIONS OF SECTION II OF
PART II OF SCHEDULE V IS AS FOLLOWS:**

I. GENERAL INFORMATION

1. Nature of Industry	Basmati Rice, Dal, Lentils and other foods		
2. Date of commencement of Commercial production	27/02/1981		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4. Financial performance based on given indicators	Year- 2023-24		
	Particulars	Standalone Amount (₹ in lakhs)	Consolidated Amount (₹ in lakhs)
	Total Revenue	32247.50/-	128814.22/-
	Total Expenses	30035.54/-	93415.95/-
	Profit Before Tax	2211.96/-	35398.27/-
	Profit After Tax	1416.62/-	34602.93/-
5. Foreign investments or collaborators,	As on March 31, 2024 the total foreign Investment in the Company is 5.02% which are held by Zinnia Global Fund PCC - Cell Dewcap Fund (1.44%), Citrine Fund Limited (1.44%) and Nomura Singapore Limited ODI (2.13%).		

II. INFORMATION ABOUT APPOINTEE

SR NO	PARTICULARS	MS. RAINY RAMESH SINGHI	MR. NIHAR GAURANG SHETH
a.	Background	Ms. Rainy Singhi is Inter CS and Master Graduate in commerce. She has been working in Digital Marketing field with more than 4 years of experience.	Mr. Nihar Sheth is CS and master Graduate in Commerce. He has been working as CS consultant with more than 8 years of experience in Legal & Secretarial domains, having served esteemed listed and non-listed companies.
b.	Past Remuneration	NIL	NIL
c.	Recognition or Awards	NIL	NIL
d.	Job Profile and his Suitability	She will make sure to form Proper marketing and distribution channel and also help in social media marketing.	He will review the secretarial and legal compliance to mitigate the compliance risk.
e.	Remuneration Proposed	Nil (Sitting Fees of Rs. 30,000/- p.a., as may be decided by the Board from time to time)	Nil (Sitting Fees of Rs. 30,000/- p.a., as may be decided by the Board from time to time)
f.	Comparative Remuneration Profile with respect to Industry, Size of the Company, Profit of the Position and Person	The Independent Directors of FMCG Companies of comparable status are generally receiving sitting fees in above scale only.	The Independent Directors of FMCG Companies of comparable status are generally receiving sitting fees in above scale only.
g.	Pecuniary Relationship Directly or Indirectly with the Company	NIL	NIL

III. OTHER INFORMATION:

1. **Reasons of loss or inadequate profits:** Not Applicable
2. **Steps taken or proposed to be taken for improvement:** Not Applicable
3. **Expected increase in productivity and profits in measurable terms:** In the competitive environment, it is difficult to estimate the revenue/profits in measurable terms. As the Company is taking numerous initiatives to improve its financial position and the management is confident of increase in revenue and profits in coming years.
4. **DISCLOSURES:** Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2023-24: The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of FY 2023-24 of the Company

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out at Item No. 5 & 6 of the Notice for approval by the Members.

**By Order of the Board of Directors
For Mishtann Foods Limited**

Date: June 05, 2024
Place: Ahmedabad

Shivangi Shah
Company Secretary and Compliance Officer

Registered Office:

B-905, Empire Business Hub, Opp. Shakti Farm,
Science City Road Sola Daskroi Ahmedabad Gujarat 380060
CIN: L15400GJ1981PLC004170
E-mail Id.: cs@mishtann.com

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No.02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, 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 there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.mishtann.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and the Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No.2/2021 dated January 13, 2021.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, June 22, 2024 to Saturday, September 29, 2024 (both days inclusive).

10. The Board of Directors has recommended 0.1% final dividend (i.e., ₹ 0.001/- per share) for the financial year ended 31st March, 2024 subject to the approval of the shareholders at the 44th AGM, the dividend, if declared, shall be payable within 30 days from the date of declaration to those Members of the Company whose names appear:
 - a) as Beneficial Owners as at the close of the business hours on Friday, June 21, 2024 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b) as Members in the Register of Members of the Company as on Friday, June 21, 2024 in respect of shares held in physical form.
11. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed to the notice.
12. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business in the notice is annexed hereto.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. June 29, 2024. Members seeking to inspect such documents can send an email to cs@mishtann.com.
14. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the Electronic Clearing Services (ECS) mandate facility wherever possible for

payment of dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with the bankers only on receipt of necessary information. The Members holding shares in electronic form may instruct their Depository Participants (DPs) accordingly.

15. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.
16. Dispatch of Notice of AGM and Annual Report through electronic mode: In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants (DP). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at www.mishtann.com; website of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at <https://www.bseindia.com/> and www.msei.com respectively.

In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2023-24 and Notice of the 44th AGM of the Company, may send request to the Company's email address at cs@mishtann.com mentioning Folio No./DP ID and Client ID.

For receiving Notice and Annual Report from the Company electronically, Members are requested to write to the Company with details of Folio number/ DPID/ Client ID and attaching a self-attested copy of PAN at cs@mishtann.com.

17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
18. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cs@mishtann.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 (cs@mishtann.com). These queries will be replied to by the Company suitably by email.
19. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, June 26, 2024 at 10:00 A.M. and ends on Friday, June 28, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, June 21, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, June 21, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at

<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there

Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client

ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a). Click on "[Forgot User Details / Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b). Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c). If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d). Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and

General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to parshwa.psassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to

key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Sachin Kareliya) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@mishtann.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@mishtann.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, 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 in the AGM.
3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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. www.evoting.nsdl.com.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@mishtann.com. The same will be replied by the company suitably.

OTHER INSTRUCTION:

1. Mr. Parshwa Shah, Practicing Company Secretary has been appointed as Scrutinizer for the purpose of e-Voting and voting at the AGM. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
2. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated on BSE Limited/ Metropolitan Stock Exchange of India and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office.



MISHTANN

FOODS LIMITED

limitless happiness...☺

MISHTANN FOODS LIMITED

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