



MISHTANN FOODS LIMITED

C-808, Ganesh Maridian, Opp. Gujarat High Court,
S.G. Highway, Ahmedabad-380060.

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CIN NO. : L15400GJ1981PLC004170

www.mishtann.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th Annual General Meeting (“AGM”) of the Members of **MISHTANN FOODS LIMITED (“the Company”)** will be held on Thursday, September 27, 2018 at 11.45 a.m at ,Renaissance Hotel Ganesh Meridian, Opp. High Court of Gujarat, Sola, S. G. Highway, Ahmedabad – 380060 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the audited balance sheet as 31st March, 2018 and profit & loss account of the company for the year ended on 31st March, 2018 and the Report of the Directors’ and Auditors.
2. To appoint Director in place of Mr. Ravikumar G Patel, Director (DIN:05340869) of the Company who retires by rotation and being eligible offers himself for reappointment.
3. To appoint the Auditors of the Company from the Conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
4. To declare dividend on equity shares for the financial year 2017-18

SPECIAL BUSINESS:

- 5 **To approve for splitting of the Company’s Equity Shares of Rs 10/- each into 10 Equity Shares having a face value of Re. 1/- each**

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

“RESOLVED THAT in pursuant to the provisions of Section 61 (1) (d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, 5,00,00,000 (Five Crores) Equity Shares of the Company having a face value of `10/- (Rupees Ten) each in the Authorized Share Capital of the Company be subdivided into 50,00,00,000 (Fifty Crores) Equity Shares having a face value of Re.1/- (Rupee One) each.”

“RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of ` 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.”

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“RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), (which expression shall also include a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board to any Committee there of or to the Managing Director or Executive Directors or Chief Financial Officer or Company Secretary, to give effect to the aforesaid resolution.”

6 Subdivision of Authorised Equity Share Capital and Consequent Alteration of Memorandum of Association:

The members are requested to consider and, if though fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 13, 14, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the existing Authorized Share Capital of the Company of Rs. 50,00,00,000/- (Rupees Fifty crores only) dividend into 5,00,00,000 Equity shares of Rs. 10/- (Rupees Ten only) each be and is hereby subdivided to Rs. 50,00,00,000/- (Rupees Fifty Crores only) would comprise of 50,00,00,000 (Fifty Crores) Equity Shares of Re. 1/- (Rupee One only) each.”

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V is as under:

“V. The authorised capital to the company shall be Rs.50,00,00,000/- (Rupees Fifty crores only) dividend into 50,00,00,000 (Fifty Crores) Equity Shares of Re. 1/- (Rupee One only) each subject to be increased or reduced in accordance with Article of Association of the company and the legislative provision for the time being in force with power to the company to divide the shares in the capital for the time being. Whether original or increased or decreased into several classes and to attach thereto respectively such ordinary, deferred, preferential or special rights and privileges and condition in such manner as may be in accordance with the company regulation and the legislative provision for the time being in this behalf.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

7 To approve appointment of Mrs. Vandana Patel, to a place of profit being head of Marketing of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 188(1), 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded to the appointment of Mrs. Vandana Patel holding office or place of profit, as head of marketing of the company wife of Mr. Hiteshkumar G Patel , Managing Director, w.e.f 25th August 2018 as detailed below:

- Basic Salary: Rs 10,00,000/- (Rs. Ten Lacs Only) p.a. inclusive of the all perquisites.
- Telephone: Mobile/Telephone facility as per the Company’s rules.
- Leave encashment as per the Company’s rules.
- Provident Fund: Company’s contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company’s business.

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“RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mrs. Vandana Patel holding office or place of profit, within the maximum limit approved by the shareholders.

“RESOLVED FURTHER THAT” Any of the Board of Directors or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

8. To approve appointment of Mrs. Tejal Patel , to a place of profit being head of advertising of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 188(1), 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded to the appointment of Mrs. Tejal Patel holding office or place of profit, as head of advertising of the company wife of Mr. Ravikumar G Patel , Director & CFO, w.e.f 25th August 2018 as detailed below:

- Basic Salary: Rs 1000,000/- (Rs. Ten Lacs Only) p.a. inclusive of the all perquisites
- Telephone: Mobile/Telephone facility as per the Company’s rules.
- Leave encashment as per the Company’s rules.
- Provident Fund: Company’s contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company’s business.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mrs. Tejal Patel holding office or place of profit, within the maximum limit approved by the shareholders.

“RESOLVED FURTHER THAT Any of the Board of Directors or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.

9. To approve appointment of Mrs. Rinkal Patel, to a place of profit being head of advertising of the Company

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

“RESOLVED THAT pursuant to the provisions of sections 188(1), 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded to the appointment of Mrs. Rinkal Patel holding office or place of profit, as head of advertising of the company wife of Mr. Jatinbhai Patel , Whole time director, w.e.f 25th August 2018 as detailed below:

- Basic Salary: Rs 6,00,000/- (Rs. Six Lacs Only) p.a. inclusive of the all perquisites
- Telephone: Mobile/Telephone facility as per the Company’s rules.
- Leave encashment as per the Company’s rules.

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- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business.

"RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Mrs. Rinkal Patel holding office or place of profit, within the maximum limit approved by the shareholders.

"RESOLVED FURTHER THAT Any of the Board of Directors or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.

10 To approve appointment of Ms. Kamini Patel , to a place of profit being head of accounts of the Company

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

"RESOLVED THAT pursuant to the provisions of sections 188(1), 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, the consent of Members be and is hereby accorded to the appointment of Ms. Kamini Patel holding office or place of profit, as head of accounts of the company Daughter of Mr. Navinchandra D Patel , Whole time director, w.e.f 25th August 2018 as detailed below:

- Basic Salary: Rs 6,00,000/- (Rs. Six Lacs Only) p.a. inclusive of the all perquisites
- Telephone: Mobile/Telephone facility as per the Company's rules.
- Leave encashment as per the Company's rules.
- Provident Fund: Company's contribution towards Provident Fund as per Provisions of Employees Provident Fund Act.
- Reimbursement of actual traveling, boarding and lodging expenses and other amenities as may be incurred by her from time to time, in connection with the Company's business.

"RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of Ms Kamini Patel holding office or place of profit, within the maximum limit approved by the shareholders.

"RESOLVED FURTHER THAT Any of the Board of Directors or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard

**For & on Behalf of the Board of Director
Mishtann Foods Limited**

**Place: Ahmedabad
Date: August 13, 2018**

**Sd-/
Sugandha Goyal
Company Secretary
M.No.A51614**

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NOTES:

An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.** A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, to 27th September, 2018 (both days inclusive)
3. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Saturday, Sundays and Public holidays, between 11 a.m. to 1:00 p.m. up to the date of the Meeting.
4. This notice ("**AGM Notice**") will be sent to all the members, whose names appear in the Register of Members as on Friday, August 24 2018. The AGM Notice is also posted on the website of the Company i.e. www.mishtann.com.
5. If the dividend, as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on or before Friday, 26th October 2018 as under:
 - a) To all the beneficial owners in respect of shares held in dematerialized form as per the data made available by the NSDL and CDSL as on the close of business hours on **Thursday, September 20, 2018;**
 - b) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on **Thursday, September 20, 2018.**
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
8. Members/Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
9. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE094S01033 and therefore Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
10. Voting through electronic means:
 - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

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- (b) **The remote e-voting period commences at 11:00 a.m IST on Monday, September 24, 2018 and ends at Wednesday, September 26, 2018 (5:00 p.m.)IST. The remote e-voting module shall be disabled by CDSL for voting thereafter.**
- (c) During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut off i.e **Thursday, September 20, 2018**, may cast their vote electronically.
- (d) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
- (e) Voting rights of the members shall be in proportion to their respective shareholding as on the cut-off date i.e **Thursday, September 20, 2018**
- (f) The facility for voting through polling paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through polling paper.
- (g) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (h) Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds shares as on the cut-off date i.e **Thursday, September 20, 2018** should follow the instructions of E-voting as mentioned below for FIRST TIME USER. In case of any queries, the shareholder may also contact the Registrar and Transfer Agent viz. M/s. MCS Share Transfer Agent Limited.
- (i) The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (j) The procedure and instructions for the voting through electronic means is as follows:
- (i) The shareholders should Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) 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.
 - (vi) IF YOU ARE A FIRST TIME USER FOLLOW THE STEPS GIVEN BELOW:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
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. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.	
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
	Enter the Dividend Bank Details as recorded in your demat account or in the Company	

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	records for the said demat account or folio. Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Mishtann Foods Limited**.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non-Individual Shareholders & Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
 - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
11. The Board of Directors has appointed Ms. Rupal Patel, Practicing Company Secretary, (FCS 6275) to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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12. The Scrutinizer shall after conclusion of the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of AGM, prepare a consolidated scrutinizer's report of the total votes casts in favour or against, if any, and submit it to the chairman or any other person authorized by him in writing, who shall declare the results of the voting.
13. The results so declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz **www.mishtann.com** and on the website of CDSL. The results shall also be forwarded to Exchange where the shares of the Company are listed.

EXPLANATORY STATEMENT TO SPECIAL BUSINESS
(Pursuant to Section 102 of the Companies Act, 2013, ("ACT"))

Annexure to Notice

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

Notes on directors seeking appointment/re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchanges who is proposed to be appointed or re-appointed are given below:

ITEM NO. 2

Details of Director seeking reappointment at Annual General Meeting:

Name	:	Mr. Ravikumar G Patel
Date of birth	:	22/08/1987
Qualification	:	Bachelor Degree in Commerce
Experience and Expertise	:	Mr. Ravikumar G Patel is having more than 11 years of experience in the field of Rice Industry. He is the Promoter, Director and CFO of Mishtann Foods Limited. He added immense value to the Company Financial Stability.
Director of the Company since	:	24/02/2015
Directorship in other companies (Both listed and Unlisted as on 31 st March, 2018)	:	Directorship:- 1. Mishtann Foods Limited 2. Swarnim Foods Private Limited 3. Mementos Foods Private Limited
Membership of Committees of other public limited companies	:	NIL
No. of Shares held in the Company as on 31 st March, 2018	:	3600000 Equity Shares

ITEM NO. 5

As the members may be aware, the turnover of the Company has registered substantial growth in the last 3 years, which has generated considerable interest in the Company's Shares in the Market; resulting in the market price of the Company. The high market price of the Company's shares might become beyond the reach of the retail investors. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on August 13, 2018, considered it, desirable and recommended the sub-division of 5,00,00,000 Equity Shares of `10/- each in the Authorized Share Capital of the Company into 50,00,00,000 Equity Shares of Re.1/- each, subject to approval of concerned authorities as may be necessary. The Board recommends the resolution as set out in Item No. 5 of the accompanying notice for the approval of the members of the Company as a Special Resolution.

Pursuant to the sub-division of Face Value of Equity Shares of the Company each Equity Share of the Face value of Rs. 10/- (Rupees Ten only) as existing as on the 'Record Date' shall stand subdivided into 10(ten) Equity shares of the Face value of Rs. 1/- (Rupee One only) each as fully paid-up, with effect from the 'Record Date'.

A copy of the Memorandum of Association of the Company along with the proposed amendments is available for inspection by the members at the registered Office of the Company on all working days during the office hours from 11:00 A.M. to 1:00 P.M. upto the date of this Annual General Meetings.

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None of the Directors / Key Managerial Personnel of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except and to the extent of their shareholdings, if any, in the Company.

Item 6

The present authorised capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 5,00,00,000 (Five crores Only) Equity Shares of Rs. 10/- (Rupees Ten only) each.

As per the provisions of Sections 13 and 14 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association only with the consent of Shareholders.

On subdivision of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to subdivide the Share Capital and to amend the said Clause.

The Company, in order to meet its long term Equity requirement for funding its growth, is required to subdivide its share capital. It is, therefore, deemed appropriate to re-classify the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at item No. 6 of the accompanying Notice.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11:00 A.M. to 1:00 P.M. on any working day of the Company till 27th September, 2018.

The Board of Directors recommends the passing of the Resolution by way of a Special Resolution as set out in Item No. 6 of the Notice.

None of the Directors / Key Managerial Personnel of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution except and to the extent of their shareholdings, if any, in the Company

Item 7

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 13th August, 2018 had approved the appointment of Mrs. Vandana Patel as head of marketing w.e.f 25th August 2018, subject to approval of the Shareholders by way of a Special Resolution. The details of the remuneration payable to Mrs. Vandana Patel are given in the resolution no. 07. As per section 188(1) (f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval.

Mr. Hitesh G Patel, Managing Director, being relative is deemed to be interested or concerned in the concerned resolution.

Item 8

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required.

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Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 13th August, 2018 had approved the appointment of Mrs. Tejal Patel as Head of advertising w.e.f 25th August 2018, subject to approval of the Shareholders by way of a Special Resolution. The details of the remuneration payable to Mrs. Tejal Patel are given in the resolution no. 08. As per section 188(1) (f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval.

Mr. Ravikumar G Patel, Director & CFO, being relative is deemed to be interested or concerned in the concerned resolution.

Item 9

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 13th August, 2018 had approved the appointment of Mrs. Rinkal Patel as head of advertising w.e.f 25th August 2018, subject to approval of the Shareholders by way of a Special Resolution. The details of the remuneration payable to Mrs. Rinkal Patel are given in the resolution no. 09. As per section 188(1) (f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval.

Mr. Jatinbhai Patel, Whole Time Director, being relative is deemed to be interested or concerned in the concerned resolution.

Item 10

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 13th August, 2018 had approved the appointment of Ms. Kamini Patel as Vice President-Marketing w.e.f 25th August 2018, subject to approval of the Shareholders by way of a Special Resolution. The details of the remuneration payable to Ms. Kamini Patel are given in the resolution no. 10. As per section 188(1) (f) of the Companies Act, 2013, your Directors recommends the resolutions for your approval.

Mr. Navinchandra D Patel, Whole Time Director, being relative is deemed to be interested or concerned in the concerned resolution

Related Party Transaction-(Remuneration to related parties holding office or place of profit)

Name of Related Parties	Name of the directors or KMP who is related	Nature of Relationship	Transaction defined U/S 188(1)(f) of the Companies Act, 2013 i.e Related Party holding office or place of profit.
Mrs Vandana Patel	Mr Hiteshkumar G Patel	Wife of .Mr Hiteshkumar G	Basic Salary: Rs 10,00,000/- (Rupees Ten Lacs) P.A.

Notice of AGM

		Patel	
Mrs Tejal Patel	Mr. Ravikumar G Patel	Wife of Mr. Ravikumar G Patel	Basic Salary: Rs 10,00,000/- (Rupees Ten Lacs) P.A.
Mrs. Rinkal Patel	Mr. Jatinbhai Patel	Wife of Mr. Jatinbhai Patel	Basic Salary: Rs 6,00,000/- (Rupees Six Lacs) P.A.
Ms. Kamini Patel	Mr. Navinchandra D Patel	Daughter of Mr. Navinchandra Patel	Basic Salary: Rs 6,00,000/- (Rupees Six Lacs) P.A.

**For & on Behalf of the Board of Director
Mishtann Foods Limited**

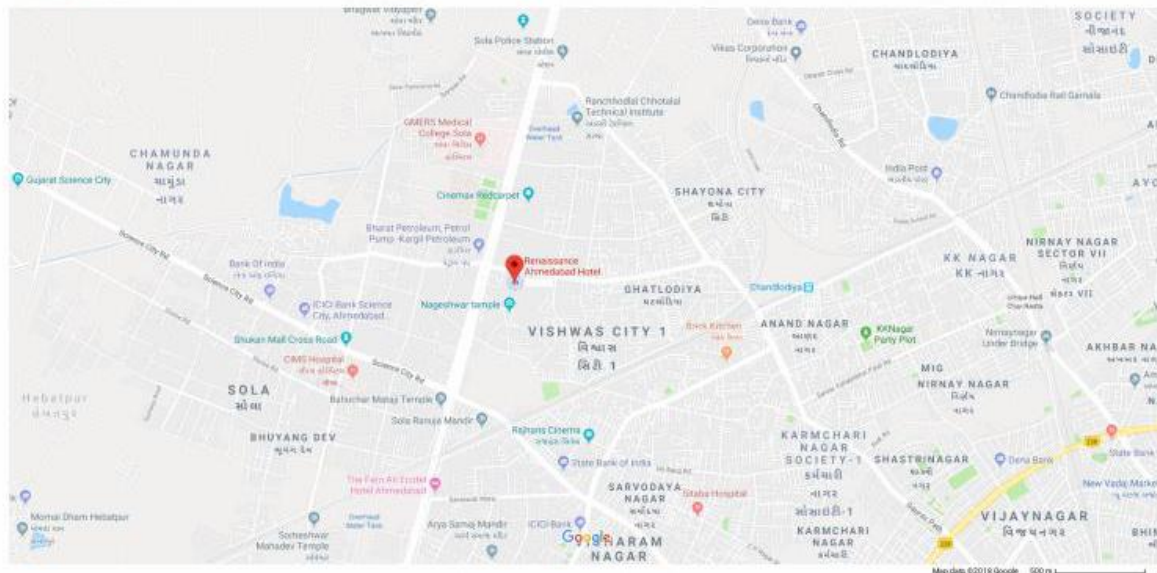
**Sd/-
Sugandha Goyal
Company Secretary
M.No.A51614**

**Place: Ahmedabad
Date: August 13, 2018**

Notice of AGM

Route Map to Venue of 38th Annual General Meeting of Mishtann Foods Scheduled to be held on Thursday , September, 27, 2018 at 11:45 A.M

Venue: Renaissance Hotel Ganesh Meridian, Opp. High Court of Gujarat, Sola, S. G. Highway, Ahmedabad – 380060





MISHTANN FOODS LIMITED

C-808, Ganesh Maridian, Opp. Gujarat High Court,
S.G. Highway, Ahmedabad-380060.
Ph.: +91 7940023116 | Fax: +91 7940033116 | info@mishtann.com
CIN NO. : L15400GJ1981PLC004170
www.mishtann.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

38th ANNUAL GENERAL MEETING – THURSDAY 27th September , 2018 AT 11.45 A.M.

DP Id.		Folio No	
Client Id		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER(S)

NAME AND ADDRESS OF THE PROXY HOLDER(S)

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company being held on **27th September , 2018. AT 11.45 A.M** at Renaissance Hotel Ganesh Meridian, Opp. High Court of Gujarat, Sola, S. G. Highway, Ahmedabad – 380060

Signature of Shareholder/Proxy

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

✂.....✂.....

**MISHTANN FOODS LIMITED**

C-808, Ganesh Maridian, Opp. Gujarat High Court,
S.G. Highway, Ahmedabad-380060.
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Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

38th ANNUAL GENERAL MEETING – THURSDAY 27th September , 2018 AT 11.45 A.M.

Name of the member (s)		E-mail Id:	
Registered address		Folio No/ Client Id: DP ID:	

I/We, being the member (s) of shares of Mishtann Foods Limited , hereby appoint

1. Name:

2. Name:

Address:

Address:

E-mail Id:

E-mail Id:

Signature:.....,or failing him,

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the 27th September, 2018 at 11.45 a.m. at Renaissance Hotel Ganesh Meridian, Opp. High Court of Gujarat, Sola, S. G. Highway, Ahmedabad – 380060 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	For	Against
	Ordinary Businesses		
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2018		
2	Re-election of Mr. Ravikumar G Patel as a Director of the Company		
3	Appointment of M/S. Rahul Kakani & Associates., Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company		
4	Declaration of Dividend for the financial year 2017-18		
	Special Businesses:		
5	To approve for splitting of the Company's Equity Shares of `10/- each into 10 Equity Shares having a face value of Re. 1/- each		
6	To approve for Subdivision of Authorised Equity Share Capital and Consequent Alteration of Memorandum of Association:		
7	Appointment of Mrs. Vandana Patel, to a place of profit being head of Marketing of the Company		
8	Appointment of Mrs. Tejal Patel , to a place of profit being head of advertising of the Company		
9	Appointment of Mrs. Rinkal Patel, to a place of profit being head of advertising of the Company		
10	Appointment of Ms. Kamini Patel , to a place of profit being head of accounts of the Company		

Signed this..... day of..... 20....

Signature of first Proxy holder(s)

Signature of second Proxy holder(s)

Affix
Revenue
Stamp of
Rs. 1 /- and
Sign across

Signature of Shareholder

Notice of AGM

NOTES:

- 1) 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.
- 2) A proxy needs not to be member of the Company
- 3) A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person of shareholder.
- 4) This is only optional . Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 6) In the case of joint holders, the signature of any one holder will be sufficient , but names of all the joint holders should be stated.