MISHTANN FOODS LIMITED
(CIN: L15400GJ1981PLC004170)
C-808, Ganesh Meridian, Opp. Gujarat High Court,
SG Highway Ahmedabad-380060 Gujarat
Ph.: 079- 40023116 | Fax: 079-40033116 | E-mail: cs@mishtann.com

NOTICE IS HEREBY GIVEN that the forty first (41) Annual General Meeting of the Company will be held on Tuesday, 21st September, 2021, at 11.30 a.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31st March, 2021, and the Reports of the Board of Directors and the Auditors thereon.

2. To declare final dividend on equity shares for the financial year ended March 31, 2021 of Rs. 0.001/- per Equity Share (0.1%) on Equity Share of Face Value Rs. 1/-each.

3. To appoint a Director in place of Mr. Navinchandra Dahyalal Patel (DIN: 05340874) who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Keval Manuprasad Bhatt (DIN: 07620270) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. Appointment of Mr. Ashish Agarwal (DIN: 06904914), as an Independent Director of the Company

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 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashish Agarwal (DIN: 06904914) be and is hereby appointed a Director and also an Independent Director of the Company for a period of five years from 28-06-2021, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

6. Appointment of Mr. Rajnish Pathak (DIN: 08764000) as an Independent Director of the Company

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 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajnish Pathak (DIN: 08764000) be and is hereby appointed a Director and also an Independent Director of the Company for a period of five years from 28-06-2021, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

7. Alteration of the Object Clause of the Memorandum of Association of the Company

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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause **iii. (c)** of the Memorandum of Association of Company by inserting sub-clause No. 34 after existing sub-clause No. 33:

(i)To acquire, purchase, sale, lease, grant, gift, assign, exchange, relinquish, possess, licence or otherwise any movable property of any kind or category and any interest, share or right in such property or in relation to such property which may be considered proper to and from any person having legal identity.

(ii) To acquire, purchase, sale, lease, grant, gift, assign, exchange, relinquish, possess, licence or otherwise any immovable property of any kind or category and any interest, share or right in such property or in relation to such property which may be considered proper to and from any person having legal identity

RESOLVED FURTHER THAT Mr. Hiteshkumar Gaurishankar Patel, Managing, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit."

8. Adoption of new set of Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 5,14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re- enactment thereof for the time being in force), and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, the consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company, as the Articles of Association of the Company in the place and in exclusion and substitution of the entire existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Hiteshkumar Gaurishankar Patel, Managing Director, be and is hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

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

Date: August 19, 2021
Place: Ahmedabad

SD/-
Ziral Soni
Company Secretary

Registered Office:
C-808, Ganesh Meridian, Opp. Gujarat High Court,
S.G. Highway, Ahmedabad-380060
CIN: L15400GJ1981PLC004170
E-mail Id.: cs@mishtann.com

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, setting out the material facts concerning each item of special business:

Agenda Item No.: 5

Mr. Ashish Agarwal (DIN: 06904914) was appointed as an Additional Director of the Company with effect from 28 June, 2021 by the Board of Directors under Section 161 of the Act.

The Board of Directors of the Company in its meeting held on 28 June, 2021, in terms of recommendation of the Nomination and Remuneration Committee in its meeting held on even date, considered and approved the appointment of **Mr. Ashish Agarwal (DIN: 06904914)** as an additional Independent of the Company for a period of five consecutive years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

Name	Ashish Agarwal
Age	31
Date of Birth	04-07-1989
DIN	06904914
Qualifications	Chartered Accountant
Brief Profile including expertise	Mr. Ashish Agarwal is a Chartered Accountant by profession having a expertise in financial accounting and reporting, management accounting.
Directorship in other companies	3
Names of the listed companies in which holds the directorship and the membership of Committees Board	NIL
Relationship with other Directors and KMP	None
Shareholding in Mishtann Foods Limited	NIL
Attendance in the meetings in the last financial year	Appointed with effect from June 28, 2021

Except Mr. Ashish Agarwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 05 of the Notice.

Agenda Item No.: 6

Mr. **Mr. Rajnish Pathak (DIN: 08764000**) was appointed as an Additional Independent Director of the Company with effect from 28-06-2021 by the Board of Directors under Section 161 of the Act.

The Board of Directors of the Company in its meeting held on 28 June, 2021, in terms of recommendation of the Nomination and Remuneration Committee in its meeting held on even date, considered and approved the appointment of **Mr. Rajnish Pathak (DIN: 08764000**) as an additional Independent of the Company for a period of five consecutive years or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

Name	Rajnish Pathak
Age	26
Date of Birth	25-12-1995
DIN	08764000
Qualifications	Company Secretary
Brief Profile including expertise	Mr. Rajnish Pathak is a Company Secretary having rich knowledge of Corporate and commercial Laws.
Directorship in other companies	1
Names of the listed companies in which holds the directorship and the membership of Committees Board	None
Relationship with other Directors and KMP	None
Shareholding in Mishtann Foods Limited	None
Attendance in the meetings in the last financial year	Appointed with effect from June 28, 2021

None of the Directors other than Mr. Rajnish Pathak, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 06 of the Notice.

Agenda Item No.: 7

It is proposed to amend the the Objects Clause of the Memorandum of Association of the Company to enable the Company to expand and diversify its present scope of operations by inserting sub-clause No. 34 after existing sub-clause No. 33 as stated in the Special Resolution annexed to the Notice. The above amendment would be subject to the approval of the Ministry of Corporate Affairs and/or any other Statutory or Regulatory Authority, as may be necessary.

A copy of proposed new set of the Memorandum of Association of the Company is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 and other applicable provisions, if any of the Companies Act, 2013 (as amended), for the purpose of adoption of new set of Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 7 as a Special Resolution.

Agenda Item No.: 8

The Companies Act, 2013 has been amended frequently by way of notifications and amendment acts including Companies (Amendment), 2020. Similarly, securities laws including Securities and Exchange Board of India Act (SEBI Act) and Rules framed thereunder and have also undergone sea change by way of numerous circulars and notifications issued by SEBI and Central Government. It was thought fit by the Board of directors of the company that certain clauses of the existing Articles of Association of the company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of Articles of Association to align the same with the prevailing provisions of the Act and Rules referred hereinabove.
The new AoA to be substituted in place of the existing AoA based on "Table-F" of the Act which sets out the model articles of association for a company limited by shares, recent amendment in the Companies Act as well as securities Laws.
The Board at its meeting held on June 28, 2021 has considered and approved alteration of the AoA of the Company subject to approval of shareholders.

A copy of proposed new set of the Article of Association of the Company is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 5, 14 and other applicable provisions, if any of the Companies Act, 2013 (as amended), for the purpose of adoption of new set of Articles of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 8 as a Special Resolution.

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

Date: August 19, 2021
Place: Ahmedabad

SD/-
Ziral Soni
Company Secretary

Registered Office:
C-808, Ganesh Meridian, Opp. Gujarat High Court,
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