



MISHTANN FOODS LIMITED
(CIN: L15400GJ1981PLC004170)

B-905, Empire Business Hub, Opp. Shakti Farm,
Science City Road, Sola, Daskroi, Ahmedabad, Gujarat 380060
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NOTICE IS HEREBY GIVEN that an Extra-Ordinary General Meeting of the Company will be held on Wednesday, 11th October, 2023, at 04.00 p.m. at Ahmedabad Management Association AMA Ahmedabad, 1, Dr Vikram Sarabhai Marg, University Area, Ahmedabad, Gujarat 380009, to transact the following business:

SPECIAL BUSINESS:

Item No: 01 Issue of Convertible Equity Warrants on preferential basis to non-promoter persons/entities

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 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force (Act) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the ICDR Regulations) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the Takeover Regulations) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the LODR Regulations), Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of a Security by a Person resident Outside India) Regulations, 2017, as may be modified or re-enacted or amended from time to time **(hereinafter referred to as the "FEMA Regulations")** and other implied rules, regulations, guidelines, notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities Exchange Board of India **("SEBI") or any other regulatory authority in the said matter** and any other guidelines, circulars and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited **("BSE")**, subject to such other conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "The Board") which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches 7,40,00,000 (Seven Crore Forty Lakh) Convertible Equity Warrants ("Warrants") on preferential basis ("Preferential Offer") to the non-promoter allottees as mentioned below **("Warrant Holders"/"Proposed Allottees")** at a price of ₹ 13.50/- (Indian Rupees Thirteen and Fifty Paise Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 99,90,00,000

(Ninety Nine Crores Ninety Lakhs only) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

SR NO	Proposed Allottees	Maximum number of Warrants to be allotted
1	Davos International Fund	1,48,00,000
2	Vespera Fund Limited	1,48,00,000
3	Elara India Opportunities Limited	1,48,00,000
4	Zinnia Global Fund PCC	1,48,00,000
5	Citrine Fund Limited	1,48,00,000

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 164 of ICDR Regulations, the Relevant Date for the purpose of calculating the price for the issue of Warrants is 11th September 2023, being the date 30 days prior to the date of this Extraordinary General Meeting (EGM) i.e., Wednesday, October 11th, 2023;

RESOLVED FURTHER THAT the said equity Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

- I) The Equity Shares to be so allotted on exercise of the equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/sub-division/re-classification of equity shares or such other similar event so or circumstances requiring adjustments as permitted under SEBI(ICDR)Regulations and all other applicable regulations from time to time.
- III) A equity Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the

Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants in one or more tranches as per discretion of the company.

- IV) The issue of the equity Warrants as well as Equity Shares arising from the exercise of the equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- V) The respective equity Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- VI) In the event the Warrant holder(s) does not exercise the equity Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- VII) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- VIII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the equity Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to accept any modification(s) or modify the terms of issue of equity Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the equity Warrants in accordance with the provisions of the applicable Acts.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Ahmedabad ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the

Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

Item No 2: TO APPROVE THE PRIOR APPROVAL REGARDING RAISING OF FUNDS THROUGH SECURED/UNSECURED LOAN WITH AN OPTION TO CONVERSION INTO EQUITY SHARES

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

“**RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended and the applicable laws, rules, regulations, notifications guidelines issued by various authorities including but not limited to the Government of India, SEBI, Reserve Bank of India(“RBI”) and other competent authorities and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), to convert in whole or in part, the loan given or provided on or after the date of this resolution, by the promoter and directors of the Company (“Lender”) to the Company up to the amount of INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only) in one or more tranches in respect of such loan, at the option of the Lenders, into fully paid-up Equity Shares of the Company, on such terms and conditions as may be stipulated in the Loan agreement providing inter-alia the provision of such conversion as hereinbefore mentioned and subject to applicable laws.

RESOLVED FURTHER THAT the loan as hereinbefore mentioned would be converted into fully paid Equity Shares of the Company in accordance with the following conditions:

- I) The lender (or their agents or trustees) shall give notice in writing to the Company (hereinafter referred to as the “Notice of Conversion”) of the exercise of their Conversion rights i.e. right to convert their loan into fully paid Equity Shares of the Company;
- II) the conversion right reserved as aforesaid may be exercised by the Lenders in the event of the default/inability of the Company to repay, as stipulated in the Loan Agreement;

- III) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Loan Agreement, allot and issue the requisite number of fully paid-up equity shares to the Lenders after due compliance of all applicable provisions of the Companies Act, 2013 and other applicable laws;
- IV) the Lender/s may accept the same in satisfaction of the part of the loans so converted and the loan shall stand correspondingly reduced;
- V) the equity shares so allotted and issued to the Lender/s shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari-passu with the existing equity shares of the Company in all respects;
- VI) The loans shall be converted into equity shares at a price will be decided at the time of conversion, subject to the compliance of applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the term and conditions for raising the loan, from time to time, with an option to convert them into equity shares of the Company at any time till the loan is repaid, on the terms specified in the Loan Agreement as agreed between the parties, including upon happening of an event of default by the Company in terms of the Loan Agreement.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders as well as to dematerialize the shares of the Company.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender/s arising from or incidental to the aforesaid terms providing for such option.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

By Order of the Board of Directors

SD/-

For Mishtann Foods Limited

Shivangi Shah

Company Secretary

Place: Ahmedabad

Date: September 11, 2023

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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect Item No. 1 to 2 is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent 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 or shareholder.
3. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Companies, Societies etc. must be supported by appropriate resolution/ authority as applicable.
4. The Members/ Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
5. Duplicate attendance slip shall not be issued at the Meeting venue. The same shall be issued at the Registered Office of the Company up to the day preceding the day of the Meeting.
6. Corporate Members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Meeting.
7. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. As a measure of economy, copies of the Notice of the Extra Ordinary General Meeting will not be distributed at the venue of the Meeting. The Members are therefore requested to bring their copies of the Notice to the meeting. Those members who have not received copies of the Notice can collect their copies from the Registered Office of the Company.
9. The members are requested to inform the Company Secretary of changes, if any, in their Registered Address along with PIN Code Number at the registered office address.
10. All documents referred to in the accompanying notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during working hours between 10:00 A.M. to 1:00 P.M. except holidays up to the date of the Meeting.
11. Attention of members is hereby invited towards provisions of Section 188 (1) of the Companies Act 2013 wherein under second proviso thereto, no member of the Company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.
12. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form and instructions for e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member physical copies of Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip, Proxy Form and instructions for e-voting is being sent in the permitted mode.

13. In terms of section 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the Company is providing the facility to its Members holding shares in physical and dematerialized form as on the cut-off date 4th October, 2023 to exercise their right to vote by electronic means on any or all of the business specified in the accompanying notice. Necessary information and instructions for e-voting is also enclosed.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 8th October, 2023 at 10:00 A.M. and ends on Tuesday, 10th October, 2023 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. Wednesday, 4th October, 2023, 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 Wednesday, 4th October, 2023.

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 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 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 2. 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. 3. 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  App Store   Google Play 
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 user 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 evoting is in progress as per the information provided by company. On clicking the evoting 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. 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.

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.co.in 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 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.
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.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 Mjassociates.pcs@gmail.com with a copy marked to evoting@nsdl.co.in. 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 Mr. Sachin Kareliya at evoting@nsdl.co.in

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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

OTHER INSTRUCTION:

1. M/s Mukesh J & Associates, Practicing Company Secretary has been appointed as Scrutinizer for the purpose of e-Voting and voting at the EGM. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-Voting and make, not later than two working days of conclusion of the

EGM, 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.

By Order of the Board of Directors

Place: Ahmedabad

Date: September 11, 2023

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

SD/-
For Mishtann Foods Limited
Shivangi Shah
Company Secretary

EXPLANATORY STATEMENT [PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013]

Item No: 01 Issue of Convertible Equity Warrants on preferential basis to non-promoter entities

The details in relation to the Preferential Issue as required under Chapter V of the SEBI ICDR Regulations, the provisions of Section 62(1)(c) of the Companies Act, 2013 and Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

I) Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued

The Board of Directors at its meeting held on 11th September 2023, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants up to 7,40,00,000 (Seven Crore Forty Lakh) Convertible Equity Warrants at a price of ₹ 13.50/- (Indian Rupees Thirteen and Fifty Paise Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 99,90,00,000 (Indian Rupees Ninety Nine Crores Ninety Lakhs only) /- to certain other non-promoter entities, for cash, on a preferential basis.

II) Kinds of securities offered and the price at which security is being offered

The Board of Directors had approved the proposal of making preferential allotment of 7,40,00,000 (Seven Crore Forty Lakh) Convertible Equity Warrants to certain other non-promoter entities at a price of 13.50/- (Indian Rupees Thirteen and Fifty Paise Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 99,90,00,000 (Indian Rupees Ninety Nine Crores Ninety Lakhs only).

The above said price is arrived at in accordance with the Chapter V of ICDR Regulations ("Issue Price") and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid up Equity Shares of the Company of ₹ 1/- (Rupees One) each.

III) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise upto 99,90,00,000 (Indian Rupees Ninety Nine Crores Ninety Lakhs only) through issue of Convertible Equity Warrants on preferential basis.

The Company shall utilize the proceeds from the preferential issue of Convertible Equity Warrants to fund the capital requirement for the purpose of capital expenditures, working capital requirements, investment in technology and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

IV) Relevant Date

The Relevant date as per the ICDR Regulations for the determination of the price for the issue of Convertible Warrants is 11th September 2023, ("Relevant Date") (i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is 11th October, 2023), to approve the proposed preferential issue.

V) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

VI) Equity Shareholding Pattern before and after the Preferential Issue

Sr. No.	Category	Pre issue Shareholding Structure		Post-issue*	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A	Promoter's Holding				
1	Indian				
	Individual	49,81,71,027	49.82%	49,81,71,027	46.4%
	Bodies corporate	-	-	-	-
	Sub-total	49,81,71,027	49.82%	49,81,71,027	46.4%
2	Foreign Promoters	-	-		
	Sub-total (A)	49,81,71,027	49.82%	49,81,71,027	46.4%
B	Non-Promoter's Holding				
1	Institutional investors	1,57,54,798	1.58%	8,97,54,798	8.36%
2	Non-institution				
	Corporate bodies	53,66,308	0.54%	53,66,308	0.5%
	Individuals	47,39,19,799	47.4%	47,39,19,799	44.1%
	Others (Including HUF, NRI)	67,88,068	0.68%	67,88,068	0.63%
C)	Non Promoter - Non Public	-	-	-	
	Sub-total (B)	50,18,28,973	50.18%	57,58,28,973	53.6%
	GRAND TOTAL	100,00,00,000	100%	107,40,00,000	100%

*The pre-issue Share Holding Pattern is as per the share holding pattern as on June 30, 2023.

The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

VII) Time frame within which the allotment shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of equity Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

VIII) The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s)

SR NO.	NAME OF PROPOSED ALLOTTEES	IF ALLOTTEE IS NOT A NATURAL PERSON, IDENTITY OF THE NATURAL PERSON WHO ARE THE ULTIMATE BENEFICIAL OWNER OF THE SHARES PROPOSED TO BE ISSUED, IF APPLICABLE	NO. OF WARRANTS TO BE ALLOTTED
1	Davos International Fund	Yovna Baichoo	1,48,00,000
2	Vespera Fund Limited	Tevina Ramsaha Gulab	1,48,00,000
3	Elara India Opportunities Limited	Mayeven Trivengadum	1,48,00,000
4	Zinnia Global Fund PCC	Nityesh Peetumber	1,48,00,000
5	Citrine Fund Limited	Soopramanien Masilamanee	1,48,00,000
		Total	7,40,00,000

IX) The percentage of post preferential issue capital that may be held by the allottee(s) in the issuer consequent to the preferential issue:

Particulars	Pre Preferential Allotment shareholding		No. of warrants To be allotted	Post issue Equity Holding after exercise of Warrants (assuming full Conversion of Warrants)	
	No.	%		NO	%
Davos International Fund	NIL		1,48,00,000	1,48,00,000	1.38%
Vespera Fund Limited			1,48,00,000	1,48,00,000	1.38%
Elara India Opportunities Limited			1,48,00,000	1,48,00,000	1.38%
Zinnia Global Fund PCC			1,48,00,000	1,48,00,000	1.38%
Citrine Fund Limited			1,48,00,000	1,48,00,000	1.38%

Notes: #The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

The pre-issue shareholding pattern is as on September 11, 2023.

X) Undertaking as to re-computation of price and lock-in of specified securities

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

XI) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

SR NO.	NAME OF PROPOSED INVESTORS	CATEGORY	MAXIMUM NUMBER OF WARRANTS TO BE OFFERED (NO.)
1	Davos International Fund	Non-Promoter	1,48,00,000
2	Vespera Fund Limited	Non-Promoter	1,48,00,000
3	Elara India Opportunities Limited	Non-Promoter	1,48,00,000
4	Zinnia Global Fund PCC	Non-Promoter	1,48,00,000
5	Citrine Fund Limited	Non-Promoter	1,48,00,000
		Total	7,40,00,000

XII) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations on BSE, the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the issue price in accordance with the SEBI ICDR Regulations.

In terms of the provisions of Regulation 164 of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;
- the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on the BSE, preceding the Relevant Date;

Report of the registered Valuer MR. SAGAR SHAH having Reg. No. IBBI/RV/06/2020/13744 is taken under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of 166A of SEBI ICDR Regulations.

The Report will also be made available on the Company's website till the date of the EGM, and will be accessible at link: www.mishtann.com

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum issue price for the Preferential Issue is Rs. 12.9453/- per Equity Share. The Warrant Issue price to be allotted on preferential basis is Rs. 13.50/- each to the proposed Allottees, which is higher than the minimum price.

XIII) The change in control, if any, in the company that would occur consequent to the offer

Upon the issuance and allotment of the equity Warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.

XIV) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, the Company has not allotted any securities on preferential basis.

XV) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Justification is not required as the consideration for issue of equity shares and fully convertible warrants shall be paid in cash and not in consideration other than cash.

XVI) Lock-in period

The Warrants and Equity Shares issued pursuant to the exercise of the equity Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

XVII) Listing

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

XVIII) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

As on the date of the Notice, Proposed Allottees are not holding any shares in the Company and not related to KMP or Promoters of the Company.

Upon the issuance and allotment of the Warrants, Proposed Allottees will be categorized as a public shareholder of the Company.

XIX) Practicing Company Secretary Certificate:

A certificate from Mukesh J & Associates, Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: www.mishtann.com.

XX) Other disclosures/undertaking

- i) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- ii) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iii) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- iv) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- v) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- vi) The Company is in compliance with the conditions for continuous listing.
- vii) The Proposed Allottees has not sold any equity shares during 90 trading days preceding the Relevant Date.
- viii) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- ix) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned to be approved by Special Resolution of the Members.

Item No: 02

Pursuant to Section 62(3) of the Companies Act, 2013, to enable the Company to raise loans to be converted into equity shares of the Company, the Company is required to pass Special Resolution prior to the raising of such loans.

With a view to expansion of Business and meet its working capital requirements of the Company, Management of the Company desires to raise loans from Promoters and Directors (Lenders) to be converted into equity shares of the Company. The Board of Directors in their meeting held on 11.09.2023 accorded approval for conversion of any loan that the Company may borrow from Promoter and Director ("Lenders") via Loan Agreement executed/ to be executed by the Company in one or more tranches as per the terms of the loan agreement upto amount of INR 200,00,00,000/ (Indian Rupees two hundred Crore only), and such loan can be converted into the Equity Shares of the Company at a later date, at the

option of the Lenders, upon such terms and conditions as may be deemed appropriate by the Board and as stipulated in the Loan Agreement at a price will be decided at the time of conversion. This would provide an enabling option to the Various Lenders, to convert the whole or any part of such outstanding loans into fully paid up Equity Shares of the Company.

Accordingly, the Board recommends the resolution as set forth in the Notice, for the consideration and approval of the Members of the Company as Special Resolution, to enable the Company to raise loans from Various types of Lenders, the whole or part of their respective outstanding loans into the fully paid Equity Shares of the Company, at their option, upon such terms and conditions as may be deemed appropriate by the Board and/or as stipulated in the Loan Agreement.

None of the Directors, Key Managerial Persons or their relatives, except the director whose loan is converted into the Equity Shares and his relatives, in any way, concerned or interested in the said resolution, except to their respective Shareholding of the company, if any.

By Order of the Board of Directors

SD/-

For Mishtann Foods Limited

Shivangi Shah

Company Secretary

Place: Ahmedabad

Date: September 11, 2023

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



MISHTANN FOODS LIMITED
(CIN: L15400GJ1981PLC004170)

B-905, Empire Business Hub, Opp. Shakti Farm,
Science City Road, Sola, Daskroi, Ahmedabad, Gujarat 380060
Ph.: 091- 9824623116 | Fax: 079-40033116 | E-mail: cs@mishtann.com

ATTENDANCE SLIP

I/We hereby record my/our presence at an Extra-Ordinary General meeting of Mishtann Foods Limited to be held on Wednesday, October 11, 2023 at 04.00 p.m. (IST) at Ahmedabad Management Association AMA Ahmedabad, 1, Dr Vikram Sarabhai Marg, University Area, Ahmedabad, Gujarat 380009

Name of the Shareholder/Proxy (in Block Letters)	
Shareholder's Folio No./DP ID – Client ID No.	
No. of shares	
Signature of the Shareholder/Proxy	

Notes:

1. Please fill this attendance slip and hand it over at the entrance of the hall.
2. Please complete the Folio / DP ID-Client ID No., name and no. of shares, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
3. Notice of the Extra-Ordinary General Meeting (EGM) along with Explanatory Statement, Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the EGM can print copy of this Attendance Slip.
4. Notice of the Extra-Ordinary General Meeting along with Explanatory Statement, Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.



MISHTANN FOODS LIMITED
(CIN: L15400GJ1981PLC004170)

B-905, Empire Business Hub, Opp. Shakti Farm,
Science City Road, Sola, Daskroi, Ahmedabad, Gujarat 380060
Ph.: 091- 9824623116 | Fax: 079-40033116 | E-mail: cs@mishtann.com

PROXY FORM

An Extra-Ordinary General Meeting of Mishtann Foods Limited

Wednesday, October 11, 2023 at 04.00 p.m. (IST)

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

CIN : L15400GJ1981PLC004170
Name of the Company : Mishtann Foods Limited
Registered Office : B-905, Empire Business Hub, Opp. Shakti Farm,
Science City Road, Sola, Daskroi, Ahmedabad, Gujarat 380060
Tel No.: 091- 9824623116 | **Fax:** 079-40033116

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No.:	
DP ID-Client ID No.:	
No. of shares held	

I/We being the member(s) of the above-named Company hereby appoint:

Sr. No.	Name	Address	Email address	
				or failing him
				or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2023-24 Extra-Ordinary General Meeting of the Company to be held on Wednesday, 11th Day of October, 2023 at 04:00 P.M at Ahmedabad Management Association AMA Ahmedabad, 1, Dr Vikram Sarabhai Marg, University Area, Ahmedabad, Gujarat 380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Agaisnt
	Special Business:		
1	Issue of Convertible Equity Warrants on preferential basis to certain identified non promoter persons/entities – Special Resolution		

2	To Approve the prior approval regarding Raising of Funds through Secured/Unsecured Loan with an option to Conversion into Equity Shares – Special Resolution		

** It is optional to 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 Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of 2023

Signature of Member(s)

Affix
Re. 1/-
Revenue
Stamp

Signature of Proxy holder(s)

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 need not be a member of the company.
3. A person can act as a 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 or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 01/2023-24 Extra-Ordinary General Meeting.
6. Please complete all details including details of member(s) in above box before submission.
7. Admission to proxy Holders will be allowed at the meeting only on submission of a Valid ID Proof.

Map of the venue of the EGM

Venue: Ahmedabad Management Association AMA Ahmedabad, 1, Dr Vikram Sarabhai Marg, University Area, Ahmedabad, Gujarat 380009

