



MISHTANN

limitless happiness...

MISHTANN FOODS LIMITED

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

NOTICE is hereby given pursuant to the relevant provisions of the Companies Act, 2013 (the “Companies Act”) read with the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), and other applicable provisions, if any, that the fortieth (40th) Annual General Meeting of the Company will be held on Thursday, 24th September, 2020, at 11.30 a.m. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Standalone Audited Financial Statements of the Company:

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend:

To declare final dividend on equity shares for the financial year ended March 31, 2020 of Rs. 0.001/- per Equity Share (0.1%) on Equity Share of Face Value Rs. 1/-each.

3. Appointment of Mr. Hiteshkumar G. Patel (DIN: 05340865), who retires by rotation and being eligible, offers himself for re-appointment:

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

RESOLVED THAT pursuant to Section 152 (6) and other applicable provisions, if any, of the Companies Act, 2013, Mr. Hiteshkumar G. Patel (DIN: 05340865), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company.

SPECIAL BUSINESS

4. Appointment of Mr. Keval Bhatt (DIN: 07620270), as a Non-Executive 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 Mr. Keval Bhatt (DIN: 07620270) who was appointed as an Additional Non-Executive Director by the Board of Directors under Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to regulatory approvals, if any, with effect from February 14, 2020 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as the Non-Executive Director of the Company.”

“RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things, including authorising any official of the Company to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

5. Appointment of Mrs. Bhumi Jayantkumar Gor (DIN: 08529661), as an Independent Woman 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 Mrs. Bhumi Jayantkumar Gor (DIN: 08529661) who was appointed as an Additional Independent Woman Director by the Board of Directors under Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to regulatory approvals, if any, with effect from June 29, 2020 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as the Independent Director of the Company for a term of five consecutive years.”

“RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things, including authorising any official of the Company to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

6. Re-appointment of Mr. Hiteshkumar G. Patel (DIN: 05340865), as Managing Director 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 Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Hiteshkumar G. Patel as Managing Director of the Company for a period of 5 Years with effect from September 24, 2020 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Hiteshkumar G. Patel.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

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

Date: August 26, 2019

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

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 05th May, 2020 read with circulars dated 08th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08th April, 2020; 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Institutional/Corporate Shareholders (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said

Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cs@mishtann.com

8. The Register of Members & Share Transfer Books of the Company will be closed from Friday, 18th September, 2020 to Thursday, 24th September, 2020 (both days inclusive) for the purpose of identification of members who shall be entitled to receive Annual report and attend Annual General Meeting of the Company.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agent private Limited ("RTA") for assistance in this regard.

10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.

12. Members are entitled to make nomination in respect of shares held by them in physical form. Members desirous of making nominations are requested to send their requests in Form SH-13 which can be obtained from the Company's RTA.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 10th August, 2020 through email on cs@mishtann.com. The same will be replied by the Company suitably.

16. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF

Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.mishtann.com, websites of the Stock Exchanges i.e. BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively and on the website of NSDL evoting@nsdl.co.in.

18. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

19. Members are requested to take note that no resolution is being proposed for ratification of appointment of statutory auditors at the 40th AGM as the requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 07th May, 2018.

20. SEBI has mandated the submission of PAN by every participant in securities market. Members who are holding the shares in electronic mode are therefore requested to submit the PAN to their depository participants with whom they are having their demat accounts. Members having shares in physical form can submit their PAN details to the company or its RTA.

21. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

22. The Notice is being sent to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from the RTA of the Company as on 28th August, 2020.

23. In compliance of provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the company is pleased to provide its members facility to exercise their votes by electronic means (remote e-voting) and the business may be transacted through e-voting as per the instructions below:

Details of Scrutinizer: M/s Kamlesh M. Shah, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize e-voting in a fair and transparent manner. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and make out a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

24. A Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting at the AGM. Since the AGM is held through VC/OAVM and voting through ballot paper will not be provided. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.mishtann.com and on the website of NSDL at evoting@nsdl.co.in within two days of the 40th AGM of the Company and shall be communicated to BSE Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com and www.msei.in respectively where the shares of the Company are listed.

25. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS:

The instructions for members voting electronically are as under:

- I. The voting period begins on 21st September, 2020 at 10.00 a.m. and ends on 23rd September, 2020 at 5.00 p.m. During this period Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- III. The shareholders should log on to the e-voting website www.evoting.nsdl.com.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
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.
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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for Mishtann Foods Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 kshahcs@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. To 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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 Company on cs@mishtann.com or to our RTA on mcsstaahmd@gmail.com
2. For Demat shareholders – please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company on cs@mishtann.com or to our RTA on mcsstaahmd@gmail.com
3. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

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

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@mishtann.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

NOTE FOR NON – INDIVIDUAL SHAREHOLDERS AND 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 in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk evoting@nsdl.co.in
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk evoting@nsdl.co.in and on approval of the accounts they would be able to cast their vote.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at kshahcs@yahoo.co.in and to the Company at the email address viz: cs@mishtann.com, if they have voted from individual tab & not uploaded same in the NSDL e-voting 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 <https://www.evoting.nsdl.com/> under help section or write an email to helpdesk evoting@nsdl.co.in or call **1800-222-990**.

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.: 4

Mr. Keval Manuprasad Bhatt (DIN: 07620270) was appointed as an Additional Director of the Company with effect from 14th February, 2020 by the Board of Directors under Section 161 of the Act.

The Board of Directors of the Company in its meeting held on 14th February, 2020, in terms of recommendation of the Nomination and Remuneration Committee in its meeting held on even date, considered and approved the appointment of Mr. Keval Manuprasad Bhatt as a Non-Executive Director of the Company liable to retire by rotation in terms of provisions of Section 152 of the Companies Act, 2013 upto the conclusion of the 45th AGM of the Company in the Calendar year 2025, subject to the approval of members.

Name	Mr. Keval Manuprasad Bhatt
Age	31 Years
Date of Birth	05/09/1988
DIN	07620270
Qualifications	Bachelor of commerce
Brief Profile including expertise	Mr. Keval Manuprasad Bhatt is a Graduate running his own business of Tyres and Tubes since years.
Directorship in other companies	2
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	33,718 Equity Shares
Attendance in the meetings in the last financial year	Disclosed in the Corporate Governance section.

Except Mr. Keval Manuprasad Bhatt, 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. 04 of the Notice.

Agenda Item No.: 5

Mrs. Bhumi Jayantkumar Gor (DIN: 08529661) was appointed as an Additional Director of the Company with effect from 29th June, 2020 by the Board of Directors under Section 161 of the Act.

In terms of Section 149 and other applicable provisions of the Act, Mrs. Bhumi Gor is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Mrs. Bhumi Gor as Independent Director was placed before the Nomination & Remuneration Committee, which commends her appointment as Independent Director for a term of 5 years up to 28th September, 2025.

Name	Mrs. Bhumi Jayantkumar Gor
Age	33 Years
Date of Birth	10/07/1987
DIN	08529661
Qualifications	Bachelor of commerce
Brief Profile including expertise	Mrs. Bhumi Jayantkumar Gor is an Independent Woman having working experience of almost 5 years in the FMCG segment.
Directorship in other companies	None
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 29, 2020

None of the Directors other than Mrs. Bhumi Gor, Key Managerial Personnel or their relatives is concerned or interested in the Resolution at Item No. 5 of the Notice.

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Agenda Item No.: 6

The members of the Company had by a special resolution 30th September, 2015 has appointed Mr. Hiteshkumar G. Patel (DIN: 05340865), as Managing Director of the Company. The present tenure of Mr. Hiteshkumar G. Patel is due to expire on September 29, 2020. Keeping in view his experience, role and responsibilities, and contribution in the performance and growth of the Company and also on the basis of his performance evaluation, the Board of Directors of the Company (on the recommendations of the Nomination and Remuneration Committee) at their meeting held on August 26, 2019 have, subject to the approval of the shareholders and such other approvals, as may be required, re-appointed Mr. Hiteshkumar G. Patel Managing Director of the Company for a further period of 5 (five) year effective 24th September, 2020 on the terms and conditions and remuneration set out below:-

I Remuneration

1. Salary: Rs 1,00,000 /- (Rupees One lakhs) per month with an annual increment as may be decided by the Board/Nomination and Remuneration Committee effective 1st April . The annual increment will be merit based and will take into account the performance in the Company.
2. Performance Bonus: As may be decided by the Board on the recommendation of the Nomination and Remuneration Committee.
3. Amenities: Provision for use of the Company's car with driver for official duties and telephones at the residence (including payment of local calls and long distance official calls, cellular phone, telefax, internet and other communication facilities).
Explanation: The amenities shall not be included for the purposes of computation of the Executive Director's remuneration as aforesaid.

General

The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months prior notice in writing. The Employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:-

- (i) If the Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate Company to which he is required to render services ; or
- (ii) In the event of any serious repeated or continuing breach of non-observance by the Director of any of the stipulations contained in terms of employment with the Company ; or
- (iii) In the event the Board expresses its loss of confidence in the Director.

Upon termination by whatever means of the Managing Director's employment, the Director shall immediately tender his resignation from the office as Director of the Company and from such other offices held by him in Company or any subsidiary or associate Company and other entities without claim for compensation for loss of

office.

The Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiary or associate Company.

II Overall Remuneration:

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed under Sections 196, 197 and other applicable provisions of the Act as for the time being in force read with Schedule V to the Act. Mr. Hiteshkumar G. Patel will not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

Further, Mr. Hiteshkumar G. Patel has presently not been drawing any remuneration from any other company.

The approval of the shareholders is sought by way of a special resolution to the re-appointment of Mr. Hiteshkumar G. Patel as Managing Director of the Company in accordance with the relevant provisions of the Act read with Schedule V thereto.

Accordingly the Board of Directors of the Company commends the passing of Special Resolution at Item No. 6 of the Notice.

Brief profile of Mr. Hiteshkumar G. Patel and the details required under the Listing regulations forms part of the notice.

Name	Hiteshkumar Gaurishankar Patel
Age	35 Years
Date of Birth	04/06/1985
DIN	05340865
Qualifications	Bachelor of commerce
Brief Profile including expertise	Mr. Hiteshkumar Gaurishankar Patel is having experience of 13 Years in the field of Agriculture Industry. He is the Promoter and Director of Mishtann Foods Limited. In his guidance the Company have achieve immense value and Financial Stability.
Directorship in other companies	1
Names of the listed companies in which holds the directorship and the membership of Committees Board	NIL
Relationship with other Directors and KMP	NIL
Shareholding in Mishtann Foods Limited	8,04,00,000 Shares
Attendance in the meetings in the last financial year	Disclosed in the Corporate Governance section.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Hiteshkumar G. Patel and his relatives to the extent of their shareholding interest, if any in the Company, are concerned or interested, financially or otherwise, in this Resolution.

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

Date: August 26, 2020

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