



# MISHTANN

limitless happiness...☺

16<sup>th</sup> September, 2017

To,  
The Department of Corporate Services  
BSE Limited  
Ground Floor, P. J. Tower  
Dalal Street,  
Mumbai - 400 001

Ref: Scrip Code: 508987

Dear Sir/Madam,

Sub: Notice of the Annual General Meeting (AGM) of the Company

This is with reference to the above mentioned subject and in terms of applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are enclosing herewith a copy of notice of Annual General Meeting of the Company scheduled to be held on Friday, 29<sup>th</sup> September, 2017 at 11.45 am at C-808, Ganesh Meridian, Opp. High Court of Gujarat, Sola, S. G. Highway, Ahmedabad - 380060.

Kindly take the same on your records and acknowledge the receipt thereof.

Thanking You,

For Mishtann Foods Limited

*Sugandha*

Sugandha Goyal  
Company Secretary



 **MISHTANN FOODS LIMITED**

**REGISTERED OFFICE:**

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

Ph.: +91 7940023116  
Fax: +91 7940033116  
info@mishtann.com

**PLANT:**

Survey No.10, At Kabodari,  
Himatnagar - Dhansura Highway, Ta. Talod,  
Dist. Sabarkantha-383305, Gujarat, India

CIN NO. : L15400GJ1981PLC004170

[www.mishtann.com](http://www.mishtann.com)

## NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Members of Mishtann Foods Limited will be held on Friday, 29<sup>th</sup> September, 2017 at 11.45 A.M. at C-808, Ganesh Meridian, Opp. High Court of Gujarat, Sola, S. G. Highway, Ahmedabad- 380060 to transact the following business:-

### ORDINARY BUSINESS:

1. To receive and adopt the audited balance sheet as 31<sup>st</sup> March, 2017 and profit & loss account of the company for the year ended on 31<sup>st</sup> March, 2017 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Navinchandra Patel, Director of the Company who retires by rotation and being eligible offers himself for reappointment.
3. To appoint the Auditors of the Company from the Conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

4. To appoint Mr. Hitesh Kumar G. Patel as Managing Directors of the company:

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

"RESOLVED THAT in accordance with the provisions of sections 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the members of the Company, the Company be and is hereby approved appointment of Mr. Hitesh Kumar G. Patel as Managing Director of the company with effect from 28<sup>th</sup> August, 2017 for the period of Five years, as per the terms and conditions as set out in the explanatory statement annexed to this notice and as enumerated in the agreement a copy whereof, initialed by the chairman of the meeting for the purpose of identification has been submitted to this meeting, which agreement is also hereby specifically approved".

"RESOLVED FURTHER THAT the Managing Director shall be responsible for the overall supervision of the company's operations, day-to-day administration, appointment and termination of employees, operating of the company's bank accounts with power to sign cheques, promissory notes, bills of exchange, etc. and for regular reporting of the company's activities to the Board of Directors and for performing the duties that may be delegated to the Managing Director from time to time, subject to the overall supervision and control of the Board of Directors."

"RESOLVED FURTHER THAT Mr. Hitesh Kumar G. Patel, appointed as an Managing Director of the company on such terms and at as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, detailed herein, which is within the limits as prescribed under Section 197 read with Schedule V of the Companies Act, 2013 and the said remuneration was based on the recommendations of the Remuneration Committee."

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

5. [To Approve for Increase the Remuneration of Director & Chief Financial Officer Mr. Ravi Kumar G. Patel:](#)

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

"RESOLVED THAT pursuant of the provisions of sections 196, 197 and 203 and all other applicable provisions, if any, of the companies act 2013, ("the act") read with Schedule V to the said Act and companies (Appointment and Remuneration of Managerial personnel) Rules 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), subject to such other provisions as may be as per Article of Association of the company and subject to such other approval (s) or sanction(s) as may be required, consent of the company be and hereby accorded to increase the remuneration of Mr. Ravikumar G. Patel, CFO and Director of the Company under the provisions of the Act to Rs 4,500,000 (Rupees Forty Five Lacs) p.a."

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

6. [To Appoint Mr. Jatin Patel as Whole Time Director of the company:](#)

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

"RESOLVED THAT pursuant to sections 196, 197, 198 & 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act") and rules made there under (including any statutory modification or re-enactment thereof for the time being enforce) and Article of Association of Company and subject to approval of shareholders in general meeting, Mr. Jatin Patel, (DIN:06973337), Whole Time Director of the Company be and is hereby appointed as Whole Time Director of the Company for the period of five years with effect from 28<sup>th</sup> August, 2017 as per terms and conditions as set out in the Explanatory statement annexed to this

notice and as enumerated in the agreement a copy whereof , initialed by the chairman of the meeting for the purpose of identification has been submitted to this meeting, which agreement is also hereby specifically approved”.

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

[7. To Appoint Mr. Navinchandra Patel as Whole Time Director of the company:](#)

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

“RESOLVED THAT pursuant to sections 196, 197,198 & 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as "the Act") and rules made there under (including any statutory modification or re-enactment thereof for the time being enforce) and Article of Association of Company and subject to approval of shareholders in general meeting, Mr. Navinchandra Patel(DIN:05340874), Director of the Company be and is hereby appointed as Whole Time Director of the Company for the period of five years with effect from 28<sup>th</sup> August, 2017 as per terms and conditions as set out in the Explanatory Statement annexed to this notice and as enumerated in the agreement a copy whereof , initialed by the chairman of the meeting for the purpose of identification has been submitted to this meeting, which agreement is also hereby specifically approved”.

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

[8 To approve for availment of Unsecured Loan from Promoter and Promoter Group of the company with an exercise of option to convert the said loan into equity Shares of the company:](#)

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

“RESOLVED THAT pursuant to sanction letter dated 11/04/2017 received from the Bank of Punjab National Bank, consent of the Company be and is hereby accorded for availing of Unsecured Loan from Promoters and Promoters Group as per terms and conditions as determined by the Board of Directors of the Company as set out in Explanatory Statement followed by the separate agreement.”

“RESOLVED FURTHER THAT the said unsecured loan from the promoters contribution (as specified by the Bank), if not repaid within a period of one year, consent of the members of the company, be and is hereby accorded for conversion of

the said unsecured loan into equity shares pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and the provisions of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 as amended from time to time (hereinafter referred to as "the Regulations") and any other applicable guidelines/regulations issued by the Securities and Exchange Board of India (SEBI) and the enabling provisions of the Memorandum and Articles of Association of the Company and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. Hitesh G. Patel, Managing Director and Mr. Ravi Kumar G. Patel, Director & CFO of the Company be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose."

"RESOLVED FURTHER THAT Mr. Hitesh G. Patel, Managing Director and Mr. Ravi Kumar G. Patel, Director & CFO be and is hereby authorised to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution."

For & on behalf of the Board of Director  
Mishtann Foods Limited

Date: 28/08/2017  
Place: Ahmedabad

Sd/  
Hitesh Kumar Patel  
Director  
DIN:05340865

## NOTES

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.

1. A MEMBER ENTITLED TO ATTEND AND VOTE 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. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may

appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>th</sup> September, 2017 to 29<sup>th</sup> September, 2017 (both days inclusive). The book closure dates have been fixed in consultation with the Stock Exchanges.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in de-mat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
4. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM
5. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13<sup>th</sup> July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

  - A. The instructions for members for voting electronically are as under:-
    - (i) The remote e-voting period begins on 26<sup>th</sup> September, 2017 (11:00 A.M.) and ends on 28<sup>th</sup> September, 2017 (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 of 21<sup>st</sup> September 2017, may cast their vote

electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

(iii) Click on “Shareholders” tab.

(iv) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 character DP ID followed by 8 digits client ID,
- c. Members holding shares in physical form should enter folio number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in de-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If De-mat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on ‘Forgot Password’ and enter the details as prompted by the system.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in De-mat Form and Physical Form
PAN	For de-mat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both de-mat shareholders as well as physical shareholders)  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the company records in order to login.  · If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in de-mat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the de-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for 'Mishtann Foods Limited'.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).

- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2017.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Ms. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two



witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

- F. In terms of Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice.

A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Rupal Patel, Scrutinizer, having office address at 303, Prasad Aprt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 279-26420603, E-mail: [roopalcs2001@gmail.com](mailto:roopalcs2001@gmail.com) so as to reach her on or before 28<sup>th</sup> September, 2017 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.

- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.

- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.mishtann.com](http://www.mishtann.com) within 3 (three) days of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
7. Members holding shares in de-mat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their de-mat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in de-mat form for any change in bank particulars. Members holding shares in de-mat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
8. Corporate members intending to send their authorised representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are

requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.

9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer agent of the Company immediately.
10. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed / claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
11. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in de-mat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have de-mat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer agent of the Company.
12. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
13. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

For & on behalf of the Board of Director  
Mishtann Foods Limited

Date: 28/08/2017  
Place: Ahmedabad

Sd/  
Hitesh Kumar Patel  
Director  
DIN:05340865

## Annexure to Notice

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

Notes on directors seeking appointment/re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchanges:

#### ITEM NO. 2

##### Details of Director seeking reappointment at Annual General Meeting:

Name	:	Mr. Navinchandra Patel
Date of birth	:	01/06/1967
Qualification	:	Bachelor Degree in Commerce
Director of the Company since	:	10/03/2015
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	571900 Equity Shares

#### ITEM NO. 4:

##### To appoint Mr. Hitesh Kumar G. Patel as Managing Directors of the company:

Profile of Mr. Hitesh Kumar Patel, Director being appointed u/s 152 of the Companies Act, 2013

Name	:	Mr. Hitesh Kumar G. Patel
Date of birth	:	04/06/1985
Qualification	:	Bachelor in Business Administration
Director of the Company since	:	24/02/2015
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	766600 Equity Shares

#### Tenure

The appointment of Mr. Hitesh Kumar Patel as the Managing Director shall be valid for a period of 5 year from 28<sup>th</sup> August, 2017.

Terms of Appointment:

Salary: 4,500,000/ (Rupees Forty five lacs only) p.a.

Mr. Hitesh Kumar Patel, being experienced, entrepreneur and a successful businessman having experience in various type of industrial activity and has been spending his precious time and energy for day to day affairs of the Company. Therefore, the consent of the members is sought for appointment of Mr. Hitesh Kumar Patel, as the Managing Director of the Company.

None of the other Directors, except himself and Mr. Ravi Kumar Patel, or any key managerial personnel or any relative of any of the Directors of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, directly or indirectly, concerned or interested in the above resolutions.

ITEM NO. 5:

To approve for increase the Remuneration of Director & Chief Financial Officer Mr. Ravi Kumar Patel:

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholder the remuneration payable to Mr. Ravi Kumar Patel (director & CFO).

Salary: 4,500,000/ (Rupees Forty five lacs only) p.a.

Name	:	Mr. Ravi Kumar R. Patel
Date of birth	:	22/08/1987
Qualification	:	Graduate in Commerce
Director of the Company since	:	24/02/2015
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	733100 Equity Shares

None of the other Directors, except himself and Mr. Hitesh Kumar Patel, or any key managerial personnel or any relative of any of the Directors of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, directly or indirectly, concerned or interested in the above resolutions

ITEM NO. 6:

To appoint Mr. Jatin Patel as Whole Time Director of the company:

The board of Directors at its meeting appointed Mr. Jatin Patel as Whole-time Directors of the company (holding DIN: 0697337) with effect from for a period of five years on the basis of Remuneration Committee. The main terms and conditions of appointment of whole time director as contained in the respective agreements are furnished as below:

- a. The terms of appointment: – Five Years with effect from 28<sup>th</sup> August, 2017.
- b. Salary: 1,200,000/(Rupees Twelve lacs only)p.a.

Upon approval by the member, a separate agreement to give effect to the above terms and conditions will be executed by and between the company and him.

The Board of Director recommends the resolution in relation to appointment of the Whole time Director, for the approval of members of the company.

The draft agreement is available for inspection by the members at the registered office of the company between 11:00 a.m to 05:00 p.m. on all working days upto the date of Annual General Meeting.

Name	:	Mr. Jatin Patel
Date of birth	:	04/12/1989
Qualification	:	Engineering in B.Tech
Director of the Company since	:	10/03/2015
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	451300 Equity Shares

None of the other Directors, except himself, or any key managerial personnel or any relative of any of the Directors of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, directly or indirectly, concerned or interested in the above resolutions.

#### ITEM NO. 7 :

#### To appoint Mr. Navinchandra Patel as Whole Time Director of the company:

The board of Directors at its meeting appointed Mr.Navinchandra Patel as Whole-time Directors of the company (holding (DIN:05340874) with effect from for a period of five years on the basis of Remuneration Committee and subject to approval of shareholders .The main terms and conditions of appointment of whole time director as contained in the respective agreements are furnished as below:

- a. The terms of appointment: – Five Years with effect from 28<sup>th</sup> August, 2017.
- b. Salary: 1,200,000/ (Rupees Twelve lacs only) p.a.

Upon approval by the member, a separate agreement to give effect to the above terms and conditions will be executed by and between the company and him.

The Board of Director recommends the resolution in relation to appointment of the Whole time Director, for the approval of members of the company.

The draft agreement is available for inspection by the members at the registered office of the company between 11:00 a.m. to 05:00 p.m. on all working days upto the date of Annual General Meeting.

Name	:	Mr. Navinchandra Patel
Date of birth	:	01/06/1967
Qualification	:	Bachelor Degree in commerce
Director of the Company since	:	10/03/2015
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	571900 Equity Shares

None of the other Directors, except himself, or any key managerial personnel or any relative of any of the Directors of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, directly or indirectly, concerned or interested in the above resolutions.

#### ITEM NO. 8 :

#### [To approve for availment of Unsecured Loan from Promoter and Promoter Group of the company with an exercise of option to convert the said loan into equity Shares of the company](#)

Looking at the current working and orders on hand of the Company, the Company may require further financial assistance from the Bank pursuant to which one of the main terms are to bring unsecured loan from promoters/directors as mentioned in sanction letter dated 11/04/2017 received from the Bank of Punjab National Bank.

The food industry always requires high working capital even to survive. Hence, in case, the company could not offer repayment of the aforementioned unsecured loan to the promoters/directors of the Company within period of one year the company, then, the Board has decided to offer an option for conversion of the said unsecured loan into equity shares pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013. A separate agreement might be entered into for the said purpose. Hence, the Board recommends to pass the aforementioned resolution as a special resolution, with or without modification.

The draft agreement is available for inspection by the members at the registered office of the company between 11:00 a.m. to 05:00 p.m. on all working days upto the date of Annual General Meeting.

None of the other Directors, except promoter themselves to the extent of their shareholding, or any key managerial personnel or any relative of any of the Directors of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, directly or indirectly, concerned or interested in the above resolutions.

For & on behalf of the Board of Director  
Mishtann Foods Limited

Date: 28/08/2017

Place: Ahmedabad

Sd/  
Hitesh Kumar Patel  
Director  
DIN:05340865