



**MISHTANN**

limitless happiness...☺

Date: May 16, 2018

To,  
General Manager  
Corporate Relation Department,  
**BSE Limited,**  
PhirozeJeejeebhoy Towers  
Dalal Street, Mumbai – 400 001  
**Ref: Scrip Code: 539594**

Dear Sirs,

**Sub: Notice of Extra-Ordinary General Meeting**

With reference to our letter dated May 14, 2018, we enclose herewith the Notice of convening the Extra Ordinary General Meeting (**EGM**) of the Company to be held on Friday, June 08, 2018 at 11.00 a.m. at the registered office of the Company.

The Notice of EGM is also available on our website i.e. [www.mishtann.com](http://www.mishtann.com)

The disclosure is being made in compliance with Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

We request you to inform your Members accordingly.

Yours faithfully,

**For Mishtann Foods Limited**

**Sugandha Goyal**  
Company Secretary



Encl: a/a

 **MISHTANN FOODS LIMITED**

**REGISTERED OFFICE:**

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

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

**PLANT:**

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

CIN NO. : L15400GJ1981PLC004170

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

# MISHTANN FOODS LIMITED

C-808, Ganesh Meridian Opp. High Court of Gujarat, S. G. Highway, Ahmedabad – 380 060

Tel. No. +91 7940023116, Fax No. +91 7940033116

CIN: L15400GJ1981PLC004170

Website: www.mishtann.com Email Id: info@mishtann.com

## NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of **MISHTANN FOODS LIMITED** ("the Company") will be held on Friday, June 08, 2018 at 11.00 a.m at C-808, Ganesh Meridian, Opp. High Court of Gujarat, Sola, S. G. Highway, Ahmedabad – 380 060 to transact the following business:

### SPECIAL BUSINESS:

#### 1. TO CONSIDER INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs.45,00,00,000/- (Rupees Forty Five Crores only) consisting of 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.50,00,00,000/- (Rupees Fifty Crores only) consisting of 5,00,00,000 (Five Crores) Equity Shares of Rs.10/- (Rupees Ten) each ranking pari passu in all respect with the existing Equity Shares of the Company;

**FURTHER RESOLVED THAT** any one of the Director or Company secretary of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

#### 2. TO AMEND MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. "The authorised capital to the Company shall be Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Rupee Ten Only) each subject to be increased or reduced in accordance with Article of Association of the Company and the legislative provision for the time being in force with power to the Company to divide the shares in the capital for the time being. Whether original or increased or decreased into several classes and to attach thereto respectively such ordinary, deferred, preferential or special rights and privileges and condition in such manner as may be in accordance with the Company regulation and the legislative provision for the time being in this behalf."

**FURTHER RESOLVED THAT** any one of the Director or Company Secretary of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."




### 3. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

**“RESOLVED THAT** pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as “SEBI (ICDR) Regulations”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) and other applicable laws, as may be required, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchange(s) where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot on preferential basis to:

- (a) Promoters upto 1,09,00,000 (One Crore Nine Lakh) Equity Shares of face value of Rs.10/- each at a price of Rs. 10/- each being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended; and
- (b) Non- Promoters upto 80,80,900 (Eighty Lakhs Eighty Thousand and Nine Hundred) equity shares of face value of Rs.10/- each, at a price of Rs. 10/- each being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended;

and the details of the equity shares to be issued are as follows:

Name of Applicant (Proposed Allottees)	Category	Maximum No. of equity shares proposed to be allotted
Mr. Hiteshkumar Gaurishankar Patel	Promoter/Director	44,40,000
Mr. Ravikumar Gaurishankar Patel	Promoter/Director	43,00,000
Mr. Jatinbhai Ramanbhai Patel	Promoter/Director	6,60,000
Mr. Navinchandra Dahyabhai Patel	Promoter/Director	15,00,000
Mr. Shankarbhai Kodarbhai Patel	Non Promoter	20,20,225
Mr. Parichaykumar Maganbhai Patel	Non Promoter	20,20,225
Mr. Sureshkumar Ramjibhai Patel	Non Promoter	20,20,225
Mr. Jayantilal Mulchandbhai Patel	Non Promoter	20,20,225
<b>Total</b>		<b>1,89,80,900</b>

**RESOLVED FURTHER THAT** the equity shares offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** the equity shares to be allotted shall rank pari passu in all respects with the existing equity shares of the Company;

**RESOLVED FURTHER THAT** the relevant date, as stipulated in the Regulation 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for determination of the Issue Price of Equity Shares, shall be thirty (30) days prior to the date of this Meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

*Hitesh*



**RESOLVED FURTHER THAT** the equity shares shall be locked in for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

**RESOLVED FURTHER THAT** for the purpose of issuing, offering and allotting the equity shares the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of equity shares of the Company, as it may, in its absolute discretion, deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized, to list the equity shares allotted on all the Stock Exchange where the shares of the Company are listed and also to authorize, at its discretion, any other member of the Board or Committee or person, to do all the necessary, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this Resolution”.

By order of the Board of Directors,  
**For MISHTANN FOODS LIMITED**

Sd/-

Hiteshkumar Patel  
Managing Director  
DIN No: 05340865



A handwritten signature in blue ink, appearing to read "Hitesh", written over a horizontal line.

Date: May 14, 2018

Place: Ahmedabad

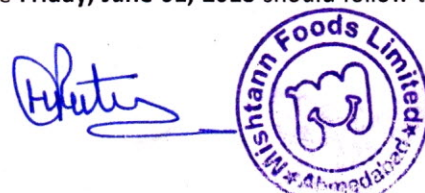
**Registered Office:**

C-808, Ganesh Meridian,  
Opp. High Court of Gujarat,  
S. G. Highway,  
Ahmedabad – 380 060



**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out all the material facts and reasons for the proposed resolutions are enclosed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, except Sundays and Bank holidays, between 11 a.m. and 1 p.m. up to the date of the Meeting.
5. This notice ("**EGM Notice**") will be sent to all the members, whose names appear in the Register of Members as on Friday, May 11, 2018. The EGM Notice is also posted on the website of the Company i.e. [www.mishtann.com](http://www.mishtann.com).
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
7. Members desirous of asking any questions at the General Meeting are requested to send in their questions so as to reach the Company registered office at least 7 days before the General Meeting so that the same can be suitably replied to.
8. Members/Proxies are requested to bring their attendance slip, sent herewith, duly filled in, for attending the meeting.
9. The Equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE094S01033 and therefore Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Registrar and Share Transfer Agents for assistance in this regard.
10. Voting through electronic means:
  - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the Extra-Ordinary General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
  - (b) **The remote e-voting period commences at 9.30 a.m on Tuesday, June 05, 2018 and ends at at 5.00 p.m on Thursday, June 07, 2018. The remote e-voting module shall be disabled by CDSL for voting thereafter.**
  - (c) During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut off i.e **Friday, June 01, 2018**, may cast their vote electronically.
  - (d) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
  - (e) Voting rights of the members shall be in proportion to their respective shareholding as on the cut-off date i.e **Friday, June 01, 2018**.
  - (f) The facility for voting through polling paper shall be made available at the EGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through polling paper.
  - (g) The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
  - (h) Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of this Notice and holds shares as on the cut-off date i.e **Friday, June 01, 2018** should follow the





instructions of E-voting as mentioned below for FIRST TIME USER. In case of any queries, the shareholder may also contact the Registrar and Transfer Agent viz. M/s. MCS Share Transfer Agent Limited.

- (i) The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.
- (j) The procedure and instructions for the voting through electronic means is as follows:
  - (i) The shareholders should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.
  - (iii) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iv) Next enter the Image Verification as displayed and Click on Login.
  - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - (vi) IF YOU ARE A FIRST TIME USER FOLLOW THE STEPS GIVEN BELOW:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>	
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>	

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Mishtann Foods Limited**.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.





- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non-Individual Shareholders & Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
11. The Board of Directors has appointed Ms. Rupal Patel, Practicing Company Secretary, (FCS 6275) to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer shall after conclusion of the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of EGM, prepare a consolidated scrutinizer's report of the total votes casts in favour or against, if any, and submit it to the chairman or any other person authorized by him in writing, who shall declare the results of the voting.
13. The results so declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz [www.mishtann.com](http://www.mishtann.com) and on the website of CDSL. The results shall also be forwarded to Exchange where the shares of the Company are listed.


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

**ITEM NO 1 & 2:**

The existing Authorised Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- each which would not be sufficient to cover the proposed amount of issue as set out at Item No. 3.

In view of this, the Company proposes to increase the existing Authorised Share Capital from Rs. 45,00,00,000/- (Rupees Forty Five Crores only) divided into 4,50,00,000 (Four Crores Fifty Lakhs) Equity Shares of Rs.10/- each to Rs. 50,00,00,000/- (Rupees Fifty Crores only) by creating additional Capital of Rs. 5,00,00,000 (Five Crores only) Equity Shares of Rs 10/- each.

The proposed increase in Authorised Share Capital will consequently require alteration in Capital clause V of Memorandum of Association of the Company.

The Ordinary resolution is therefore proposed at item no. 1 of the notice to increase the Authorised Share Capital of the Company and Special resolution is proposed at item no. 2 of the notice for making necessary alterations in Capital clause V of Memorandum of Association of the Company.

None of the Directors or Key Managerial Person (KMP) of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out in item No. 1 and 2 of this Notice except to the extent of their shareholding in the Company.

**ITEM NO. 3:**

The following disclosure is made in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended thereof (hereinafter referred to as "**SEBI (ICDR) Regulations**").

**1) OBJECTS OF THE ISSUE:**

- a. The Company is in the business, where long term working capital is required and therefore the board of directors in its meeting held on May 14, 2018 considered and proposed:
  - (i) Converting part outstanding unsecured loans from promoters of the Company who have agreed to convert their part of unsecured loans into upto 63,79,800 equity shares of face value of Rs. 10/- each of the Company at a price of Rs. 10/- each being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended.

The Board of Directors of the Company have received the confirmation from the below mentioned unsecured loan holders to convert their loans into equity shares of the Company. This allows the Company to carry out its operations smoothly as the company would not be required to discharge the liability by making cash payment to these unsecured loan and interest payment thereof to these promoters to the extent of their conversion of loans into equity shares, which in turn will improve performance / profitability in long run and also improve the current ratio of the Company. The said unsecured loans were already utilized by the company for its working capital requirement and also to avoid adverse effect on the fund flow of the Company; and

- (ii) Raising of Additional funds in cash from promoters in order to meet the Company needs for long term working capital requirement and general corporate purposes and therefore, the Board of Directors of





the Company has decided to offer, issue and allot on preferential basis upto 45,20,200 equity shares of face value of Rs.10/- each of the Company at a price of Rs. 10/- each being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended;

and the details of the same are as follows:

Name of the Promoter	Amount of unsecured loan outstanding as on 14/05/2018 (in Rs.)	Maximum Number of Equity shares to be allotted out of (A)	Maximum Amount of Unsecured Loan to be adjusted against issuance of equity shares of Rs. 10/- each fully paid up on preferential basis @ Rs. 10/- per share as per a.(i) above	Balance amount continue to be as unsecured loan	Maximum Number of Equity shares of Rs. 10/- each fully paid up on preferential basis @ Rs. 10/- per share to be allotted in cash as per a.(ii) above	Total Number of Equity shares to be allotted to promoters
	(A)	(B)	(C)	(D)=(A-C)	(E)	(F)=(B+E)
Mr. Hiteshkumar Gaurishankar Patel	2,19,29,855	21,92,900	2,19,29,000	855	22,47,100	44,40,000
Mr. Ravikumar Gaurishankar Patel	2,02,69,188	20,26,900	2,02,69,000	188	22,73,100	43,00,000
Mr. Jatinbhai Ramanbhai Patel	71,32,930	6,60,000	66,00,000	5,32,930	0	6,60,000
Mr. Navinchandra Dahyabhai Patel	1,83,03,400	15,00,000	1,50,00,000	33,03,400	0	15,00,000

- b. As you are aware that the Company needs long term working capital because of its seasonal business procurement cycle and therefore In order to meet with long term working capital requirements and general corporate purposes, it is proposed to raise funds from Non-Promoters also and therefore, the Board of Directors of the Company in its meeting held on May 14, 2018 has decided to offer, issue and allot on preferential basis upto 80,80,900 equity shares of face value of Rs.10/- each, at a price of Rs. 10/- each being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended to the below mentioned allottees:

Name of Proposed Allottees	Category	Maximum No. of Equity Shares proposed to be allotted
Mr. Shankarbhai Kodarbhai Patel	Non Promoter	20,20,225
Mr. Parichaykumar Maganbhai Patel	Non Promoter	20,20,225
Mr. Sureshkumar Ramjibhai Patel	Non Promoter	20,20,225
Mr. Jayantilal Mulchandbhai Patel	Non Promoter	20,20,225





2) **PROPOSAL OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONNEL TO SUBSCRIBE TO THE OFFER:**

None of the Promoters/ Director/ Key Managerial Persons are subscribing to the offer except the following:

Name of Applicant (Proposed Allottees)	Category	Maximum No. of Equity Shares proposed to be allotted
Mr. Hiteshkumar Gaurishankar Patel	Promoter/Director	44,40,000
Mr. Ravikumar Gaurishankar Patel	Promoter/Director	43,00,000
Mr. Jatinbhai Ramanbhai Patel	Promoter/Director	6,60,000
Mr. Navinchandra Dahyabhai Patel	Promoter/Director	15,00,000

3) **NO CHANGE IN CONTROL:**

The existing promoters of the Company will continue to be in control of the Company and there will not be any changes in the management/control of the Company as a result of the proposed preferential allotment.

4) **SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PROPOSED ISSUE:**

Category	Pre-Issue Equity Holdings		No. of Equity Shares proposed to be issued	Post-Issue Equity Holding*	
	No. of Shares	% of Share Holding	No. of Shares	No. of Shares	% of Share Holding
<b>1) Promoter Holdings</b>					
a. Indian Promoters	1,37,44,300	44.31	1,09,00,000	2,46,44,300	49.29
b. Foreign Promoters	0	0.00	0	0	0.00
<b>Sub-total</b>	<b>1,37,44,300</b>	<b>44.31</b>	<b>1,09,00,000</b>	<b>2,46,44,300</b>	<b>49.29</b>
<b>2) Non-Promoters Holding</b>					
a. Resident Indians (Individuals/HUF)	1,72,74,800	55.69	80,80,900	2,53,55,700	50.71
b. Bodies Corporate	0	0.00	0	0	0.00
c. NRI/FI/FII/NRR/OCB	0	0.00	0	0	0.00
d. Others (Clearing Members)	0	0.00	0	0	0.00
<b>Sub-Total</b>	<b>1,72,74,800</b>	<b>55.69</b>	<b>80,80,900</b>	<b>2,53,55,700</b>	<b>50.71</b>
<b>Total</b>	<b>3,10,19,100</b>	<b>100.00</b>	<b>1,89,80,900</b>	<b>5,00,00,000</b>	<b>100.00</b>

\* Assuming entire 1,89,80,900 equity shares under this preferential issue is allotted.





5) **LOCK-IN PERIOD:**

The equity shares allotted on preferential basis shall be locked in, for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations.

The entire pre preferential holding of the allottees, if any shall be locked in from the Relevant Date upto a period of six months from the date of trading approval granted by the BSE Limited, being the Nationwide Trading Terminal where the shares of the Company are listed.

6) **PROPOSED TIME WITHIN WHICH ALLOTMENT SHALL BE COMPLETED:**

In accordance with Regulation 74 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of the equity shares within a period of 15 days from the date of passing of the special resolution by the shareholders. However, in the absence of requisite approval or on pendency of any approval from any regulatory authority, the allotment shall be completed within 15 days from the last date of such approvals including approvals from BSE Limited, being the only Nationwide Trading Terminal where the shares of the Company are listed.

The allotment of upto 1,89,80,900 equity shares will be completed in dematerialized form.

7) **IDENTITY OF ALLOTTEES WITH PERCENTAGE OF EXPANDED CAPITAL THAT MAY BE HELD BY THEM:**

The proposed allottees of 1,89,80,900 equity shares to be issued pursuant to the Special Resolution at Item No.3 of the Notice and the percentage of the expanded capital to be held by them after the proposed allotment of the said equity shares to them are as under:

Identity of Proposed allottees	Identity of Natural Persons Who are the Ultimate Beneficial Owners	Pre-Holding		No. of Equity Shares proposed to be issued	Post-Holding*	
		Shares	%		Shares	%
<b>Promoters/ Promoters Group</b>						
Mr. Hiteshkumar Gaurishankar Patel	Mr. Hiteshkumar Gaurishankar Patel	36,00,000	11.61	44,40,000	80,40,000	16.08
Mr. Ravikumar Gaurishankar Patel	Mr. Ravikumar Gaurishankar Patel	36,00,000	11.61	43,00,000	79,00,000	15.80
Mr. Jatinbhai Ramanbhai Patel	Mr. Jatinbhai Ramanbhai Patel	26,00,000	8.38	6,60,000	32,60,000	6.52
Mr. Navinchandra Dahyabhai Patel	Mr. Navinchandra Dahyabhai Patel	17,62,000	5.68	15,00,000	32,62,000	6.52
<b>Non-Promoter</b>						
Mr. Shankarbhai Kodarbhai Patel	Mr. Shankarbhai Kodarbhai Patel	3,11,255	1.00	20,20,225	23,31,480	4.66
Mr. Parichaykumar Maganbhai Patel	Mr. Parichaykumar Maganbhai Patel	3,20,532	1.03	20,20,225	23,40,757	4.68
Mr. Sureshkumar Ramjibhai Patel	Mr. Sureshkumar Ramjibhai Patel	3,18,216	1.03	20,20,225	23,38,441	4.68
Mr. Jayantilal Mulchandbhai Patel	Mr. Jayantilal Mulchandbhai Patel	1,30,500	0.42	20,20,225	21,50,725	4.30

\* Assuming entire 1,89,80,900 equity shares under this preferential issue is allotted.

The consent of the Members is sought for the issue of equity shares, in terms of Section 62 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and in terms of the provisions of the ICDR Regulations and the listing agreement entered into by the Company with the stock exchange(s), where the Company's equity shares are listed.

*Hitesh*



8) **NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE BEEN MADE DURING THE YEAR, IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE:**

During the Financial Year 2018-19, the Company has not issued any shares on preferential basis or private placement basis other than mentioned above.

9) **PRICING:**

The issue price of equity shares preferential basis shall be at a price of Rs. 10/- each being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VII of SEBI (ICDR) Regulations as amended.

10) **CERTIFICATE FROM AUDITORS:**

The Statutory Auditors' Certificate, as mandated under Regulation 73(2) of the SEBI (ICDR) Regulations, certifying that the proposed preferential issue is being made in accordance with the requirement of SEBI (ICDR) Regulations shall be laid before the shareholders at the Extra-Ordinary General Meeting and shall be available for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. till the date of passing of the special resolution.

11) **RELEVANT DATE:**

"Relevant Date" will be 30 days prior to the date of this meeting of the Shareholders of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

12) **OTHER DISCLOSURES:**

- a. It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a willful defaulter.
- b. Except Mr. Hiteshkumar Gaurishankar Patel, Managing Director, Mr. Ravikumar Gaurishankar Patel, Director and Chief Financial Officer, Mr. Jatinbhai Ramanbhai Patel, Whole-time Director and Mr. Navinchandra Dahyabhai Patel, Whole-time Director of the Company, None of the Directors or Key Managerial Person (KMP) of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out in item No. 3 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the notice for approval by the members.

By order of the Board of Directors,  
For MISHTANN FOODS LIMITED

Sd/-

Hiteshkumar Patel  
Managing Director  
DIN No: 05340865

Date: May 14, 2018  
Place: Ahmedabad

Registered Office:   
C-808, Ganesh Meridian,  
Opp. High Court of Gujarat,  
S. G. Highway,  
Ahmedabad – 380 060







## MISHTANN FOODS LIMITED

CIN: L15400GJ1981PLC004170

Registered Office:

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

### ATTENDANCE SLIP

**EXTRA ORDINARY GENERAL MEETING - 08<sup>th</sup> June, 2018 AT 11:00 A.M.**

<b>DP Id.</b>		<b>Client Id.</b>	
<b>Folio No.</b>		<b>No. of Shares</b>	

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Mishtann Foods Limited.

I/We hereby record my/our presence at the **EXTRA ORDINARY GENERAL MEETING** of the shareholders of Mishtann Foods Limited on Friday, 08<sup>th</sup> June, 2018 at 11:00 A.M. at C-808, Ganesh Meridian Opp. High Court of Gujarat, S. G. Highway Ahmedabad - 380060

\_\_\_\_\_  
Full Name of the Shareholder / Proxy (In Block Letter)

\_\_\_\_\_  
Signature



**CORPRATE OFFICE:**

C-808, Ganesh Maridian,  
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)

**Form No. MGT-11**  
**Proxy form**

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

**CIN** : L15400GJ1981PLC004170  
**Name of the Company** : Mishtann Foods Limited  
**Registered Office** : C-808, Ganesh Meridian Opp. High Court of Gujarat,  
S. G. Highway Ahmedabad - 380060

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

I/We, being the member (s) of ..... shares of the above named company, hereby appoint:

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him,
2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 08<sup>th</sup> June, 2018 at 11:00 a.m. at C-808, Ganesh Meridian Opp. High Court of Gujarat, S. G. Highway Ahmedabad - 380060 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Description	For	Against
1.	To Consider Increase In Authorised Share Capital Of The Company		
2.	To Amend Memorandum Of Association Of The Company		
3.	Issue Of Equity Shares On Preferential Basis		

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

Signature of Shareholder

Signature of Proxy holder(s)



*Note: 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.*



**CORPPRATE OFFICE:**

C-808, Ganesh Maridian,  
Opp. Gujarat high court,  
S.G. Highway, Ahmedabad-380060.

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CIN NO. : L15400GJ1981PLC004170

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**Road map for venue of Extra Ordinary General Meeting i.e. Registered Office of the Company situated at C-808, Ganesh Meridian, Opp. Gujarat High Court, S. G. Highway, Ahmedabad- 380060:**



Map data ©2018 Google 1 km