



NOTICE

NOTICE is hereby given that Nineteenth Annual General Meeting of the Members of the Company will be held on Wednesday, 30th September, 2015 at 10.30 A.M. at the registered office of the Company at 332/4/2, R.D. Udyog Nagar, Palda Nemawar Road, Mathurawala's Colony, Indore (M.P.) 452020

Also, as per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide its members the facility to cast their vote by electronic means, i.e. **E-voting**, on all resolutions set forth in the Notice. **E-Voting is optional.**

The Nineteenth Annual General Meeting of the Members of the Company will be held to transact the following business:

AS ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account of the Company for the year ended on that date together with the Auditors and Board's Report thereon.
2. To appoint a director in place of Mr. Dinesh Agrawal (DIN: 00348853), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company and authority to Board to fix their remuneration and to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:-

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013, ("Act") and other applicable provisions of the Act, if any and the rules framed thereunder, as amended from time to time, appointment of M/s M.K. Shah & Associates, Chartered Accountants (ICAI Firm Registration No. 002077C M. No. 400-71199) made at AGM dated 31.12.2014 be and is hereby ratified as the Statutory Auditor of the Company, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

AS SPECIAL BUSINESS:

4. **Appointment of Ms. Neha Agrawal as Whole-Time Director of the Company** and in this regard, 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 Section 149, 196, 197, 203 of the Companies Act, 2013 read with Rule 3, 8 of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and as per the recommendations of Nomination and Remuneration Committee, approval of Members of the Company be and is hereby accorded for the appointment of Ms. Neha Agrawal (DIN 01835204), as the Whole-Time Director of the company for a period of three years w.e.f. 01st October 2015 at a remuneration of Rs. 1,00,000/- per Month;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Ms. Neha Agrawal will be paid the above salary as minimum remuneration provided that the above remuneration and period of appointment shall not exceed the limits specified under Section II of part II of Schedule V of the Companies Act, 2013 and facility of Car, Telephone and Mobile will be provided as per Company rules;

RESOLVED FURTHER THAT Ms. Neha Agrawal shall be liable to determination by retirement of directors by rotation at the Annual General Meeting of the Members of the Company but this shall be not affect tenure and terms of her re-appointment;



RESOLVED FURTHER THAT Mr. Anoop Goyal, Whole-time Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things, as they may in their absolute discretion consider necessary, expedient or desirable, for the purpose of giving effect to this resolution."

5. **To ratify the remuneration of the Cost Auditors for the financial year 2014-15** and in this regard, to consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the total consolidated remuneration payable during the year 2014-15 to M/s. M. P. Turakhia & Associates, Cost Accountants (Firm Regn No. 000417) appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2014-15, amounting to Rs. 40,000/- (Rupees Fourty Thousand Only) be and is hereby ratified and confirmed."

6. **Approval for Related Party Transaction** and in this regard, to consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Special Resolution**

"**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014, wherever applicable and in terms of Sub-Clause VII of Clause 49 of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to enter into material transactions with related parties i.e. M/s Anoop Foods Limited, M/s Kashiya Exports Private Limited, M/s Usha Dal Mill, M/s Chandrika Trading Company, M/s Chandrika Agri Commodities Private Limited, M/s Sitashree Marketing Limited and M/s Sitashree Overseas Limited (all Related Parties) for sale, purchase or supply of any goods or products; leasing, selling or otherwise disposing of, or buying property of any kind and availing or rendering of any services or any other purpose as the Company may think fit in its absolute discretion upto the amount not exceeding Rs. 750.00 Crore per year in aggregate as may be required by the Company on the terms as agreed / may be agreed between Board of Directors and all related parties, subject to that all such transactions shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT all the earlier transactions done by the Board in this behalf be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby individually authorised to sign any document or agreement for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution."

By order of the Board of Directors,
For, Sita Shree Food Products Limited

Place : Indore
Date : 25th August, 2015

Neeraj Anjane
Company Secretary
ACS No.: 37072

**NOTES:**

1. The Explanatory Statement setting out the material fact pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto and forms part of notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share Capital of Company. Provided that member holding more than ten percent of the 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 (Sunday is included in computation of 48 hours) before the commencement of the Meeting. A Proxy Form is annexed to this report.
3. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturday's between <<11.00 A.M.>> to <<1.00 P.M.>>.
4. The Register of Members of the Company will remain closed from <<21st September, 2015>> to <<30th September, 2015>> **(both days inclusive).**
5. Any query relating to accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company's Registered Office 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Mathurawala's Colony, Indore (M.P.)-452020 at least seven days before the date of the Meeting.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to lodge a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate not later than 48 (forty eight) hours before commencement of the meeting authorizing such person to attend and vote on its behalf at the meeting.
7. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
8. Members may also note that the Notice of the AGM will be available on the Company's website viz. www.sitashri.com.
9. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
10. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members / Proxies should bring their attendance slip duly filled in for attending the meeting. Members are also requested to inform company of any change in their address immediately so as to enable the company to dispatch any further communication at their correct address.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014, 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 who have not registered their e-mail



address with the Company are requested to submit their request with their valid e-mail address to M/s Ankit Consultancy Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

- 14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members the facility to exercise their right to vote through remote e-voting in respect of the resolution proposed to be passed at the Annual General Meeting (AGM) by using the electronic voting facility provided by Central Depository Services Limited (CDSL).
- 15. Mr. Pratik Tripathi, Partner of P.S. Tripathi & Associates, Company Secretaries shall be act as Scrutinizer for conducting the E-voting process in a fair and transparent manner.
- 16. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <From 10.00 A.M. (IST) on 27th Day of September, 2015> and ends on < upto 05.00 P.M. (IST) on 29th Day of September, 2015>. 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 <23rd Day of September, 2015>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on “Shareholders”.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> ➤ 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. ➤ 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



Dividend Bank Details and Date of Birth (DOB)	<p>in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p> <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>➤ 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).</p>
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- (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 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.
- (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 the relevant **<Company Name>** on which you choose to vote.
- (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) 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.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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@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, under help section or write an email to helpdesk.evoting@cdslindia.com.

**Other Instructions:**

- (A) The facility to exercise the right of voting through ballot paper shall also be made available at the meeting for the members attending the meeting who have not already cast their vote by remote e-voting.
- (B) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (C) A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date (record date) of <23rd Day of September, 2015>, only shall be entitled to avail the facility of remote e-voting as well as voting in the meeting.
- (D) 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. <23rd Day of September, 2015> should follow the instructions for E-voting as mentioned for **FIRST TIME USER**. In case of any queries, the shareholder may also contact the Registrar & Transfer Agent viz. M/s. Ankit Consultancy Private Limited.
- (E) The Scrutinizer shall, after the conclusion of the AGM, first count the votes cast at the meeting and thereafter unlock 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 the AGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results of the voting.
- (F) The Results so declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. www.sitashri.com and on the website of CDSL. The results shall also be forwarded to Stock Exchanges
- (G) Electronic copy of the Notice along with the Explanatory Statement is being sent to all the members whose email id's are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice along with the Explanatory Statement is being sent in the permitted mode.
- (H) Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of their electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company's Registrar & Transfer Agents, M/s. Ankit Consultancy Private Limited by sending an e-mail to ankit_4321@yahoo.com along with details like Name, Folio No. etc.
- (I) In case you have any queries or issues regarding e-voting, you may contact the person mentioned below:
- Name: Neeraj Anjane
Designation: Company Secretary
Address: 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore, M.P. - 452020
E-mail id: complianceofficer@sitashri.com
Phone Number: 0731-2439913
- (J) A route guide map of the Annual General Meeting venue is given in the last page of this Annual Report.

By order of the Board of Directors,
For, Sita Shree Food Products Limited

Neeraj Anjane
Company Secretary
ACS No.: 37072

Place : Indore
Date : 25th August, 2015



Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

For Item No. 4

To comply with the requirements of Listing Agreement and provisions of Section 149, 196, 197, 203 of the Companies Act, 2013 and as per the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on March 27th, 2015 appointed Ms. Neha Agrawal as an Additional Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Neha Agrawal will hold office upto the date of ensuing AGM.

Ms. Neha Agrawal D/o Dinesh Agrawal, Additional Director, age 28 Years, is a MBA (Administration). She is a young entrepreneur with bright and innovative ideas to do the business. She is having expertise in real estate business. Also, she has served as a Director in GG Real Estate Private Limited (a 100% subsidiary) prior to its amalgamation with the Company for more than 5 years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from Mr. Dinesh Agrawal who is a member of the company alongwith a deposit of Rs. 1,00,000/- proposing the candidature of Ms. Neha Agrawal for the office of the Whole-time Director of the Company.

Ms. Neha Agrawal is holding Nos. 131200 shares of the company. She shall be appointed as Whole-time Director of the company for a term of Three Years w.e.f. 01st October, 2015 at remuneration of Rs. 1,00,000/- per month with the facility of Car, Telephone and Mobile as per the Company rules. Her appointment, remuneration and other facilities is also approved by Nomination and Remuneration Committee and she shall be liable to retire by rotation. Remuneration paid to her is as per normal norms and trends in industry and size of the company

SITA SHREE FOOD PRODUCTS LTD. (SSFPL) was established in the year 1996 and presently SSFPL is among the top FMCG players in India, with a turn over crossing INR 5700 million. SSFPL is presently listed on Bombay Stock Exchange Limited (BSE Code: 532961), National Stock Exchange of India Limited (NSE Symbol: SITASHREE) with a market capitalization of more than INR 540 million, as at 31st March, 2015. SSFPL has now successfully created brands of "SITA SHREE GOLD", "NATURAL HARVEST" AND "GOLDEN HARVEST" which has penetrated through the retail channel throughout the India. SSFPL established its brand overseas and having export of INR 759 Million in 2014-15. We are in process of registration for "EXPORT HOUSE"

Also, Ms. Neha Agrawal has significantly handled all the business activities of M/s GG Real Estate Private Limited (a 100% subsidiary) prior to its amalgamation with the Company with her excellent administration capabilities. She is involved in the marketing of multistory residential building at Indore set up by M/s GG Real Estate Private Limited as Sita Shree Residency and also contributed the suitable buyers for sale of flats.

	Rs. In Lacs	
	2014-15	2013-14
Sales	57764.68	49429.80
Profit Before Tax	702.03	367.78

Further, disclosure pursuant to Clause 49 (VIII) (E) of the Listing Agreement is annexed with this notice.

Except Mr. Dinesh Agrawal, Mr. Ashish Goyal, Mr. Anoop Goyal and Ms. Neha Agrawal herself, no other directors or KMP or their relatives are concerned or interested in the aforesaid resolution and your board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders in the interest of the Company.

**For Item No. 5**

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. M. P. Turakhia & Associates, Cost Accountants (Firm Regn No. 000417) to conduct the audit of the cost records of the Company for the financial year ended March 31, 2015, at a consolidated remuneration of Rs. 40,000/-, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2014-15 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the directors or KMP or their relatives are concerned or interested in the aforesaid resolution and your board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders in the interest of the Company.

For Item No. 6

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions and revised Clause 49 of the Listing Agreement, which has come into operation with effect from 01st October, 2014 has also prescribed seeking of shareholders' approval for material related party transactions.

The proviso to section 188 also states that nothing in section 188 (1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the transactions are proposed to be executed in ordinary course of business and at arm's length basis, therefore, it does not require any approval under section 188 of the Companies Act, 2013. But, pursuant to the provisions of revised Clause 49 of the Equity Listing Agreement, the following contracts / arrangements / transactions are considered to be material in nature with an amount not exceeding Rs. 750.00 Crores in aggregate on yearly basis and require the approval of the unrelated shareholders of the Company by a special resolution pursuant to listing agreement:

Sr. No.	Name of the Related Party	Relationship	Maximum Value of Transactions Per annum (Rs. In Crores)	Nature and Material Terms/Particulars of the contract or arrangement
1.	M/s. Sita Shree Marketing Limited	Company in which relative is Director	750.00	For sale, purchase or supply of any goods or products; leasing, selling or otherwise disposing of, or buying property of any kind and availing or rendering of any services or any other purpose as may be required.
2.	M/s Sita Shree Overseas Limited	Company in which relative is Director		
3.	M/s Usha Dall Mill	Proprietorship of Relative		
4.	M/s Kashiya Exports P. Ltd.	Group Company		
5.	M/s Anoop Foods Limited	Group Company		
6.	M/s Chandrika Trading Company	Proprietorship of Director		
7.	M/s Chandrika Agri Commodities Private Limited	Group Company		



The other related information is furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or key managerial personnel who is related, if any	Mr. Dinesh Agrawal, Mr. Ashish Goyal, Mr. Anoop Goyal and Ms. Neha Agrawal may be related in different capacities.
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of the contract or arrangement	All proposed transactions were carried out based on business requirements of the Company after considering of various business exigencies, such as synergy in operations, sectoral specialization and the Company's long-term strategy for sectoral investments, optimization of market share, profitability, liquidity and capital resources and in ordinary course of business and at arms' length.
Any other information relevant or important for the members to take a decision on the proposed resolution	None

The above contracts / arrangements / transactions were duly approved by the Audit Committee.

Further, that all earlier material Related Party Transactions done by the board shall also to be ratified by the unrelated members of the Company. All material transactions already done by the Board were also carried on arm's length basis and in the ordinary course of business.

As per Clause 49(VII) (E) of the Listing Agreement, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders.

Except Mr. Dinesh Agrawal, Mr. Ashish Goyal, Mr. Anoop Goyal and Ms. Neha Agrawal, no other directors or KMP or their relatives are concerned or interested in the aforesaid resolution and your board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the unrelated shareholders in the interest of the Company.

Details of Directors seeking appointment pursuant to Clause 49 of the Listing Agreement

Particulars	Mr. Dinesh Agrawal*	Ms. Neha Agrawal
Date of Birth	17.09.1954	27.11.1986
Date of Appointment	14.10.1996	27.03.2015
Qualification	BSc	MBA (Administration)
Expertise in specific functional areas	Mr. Dinesh Agrawal is the Founder & Chairperson of SITA SHREE FOOD PRODUCTS LTD. (SSFPL) which was established in the year 1996. He is having comprehensive experience of over Four decades, well - known for his business integrity and business acumen, closely associated with Flour and cereals.	Ms. Neha Agrawal is a MBA (Administration). She is a young entrepreneur with bright and innovative ideas to do the business. She is having expertise in real estate business. Also, she has served as a Director in GG Real Estate Private Limited (a 100% subsidiary) prior to its amalgamation with the Company for more than 5 years.
No. of Shares held in the Company	282430	131200



SITA SHREE

Directorships held in other companies (excluding private and foreign cos.)	Nil	ANOOP FOODS LIMITED
Memberships / Chairmanships of committees to the Board of other Public Companies (includes only Audit Committee and Stakeholders' Relationship Committee.	Nil	Nil

**Retire by rotation.*

By order of the Board of Directors,
For, Sita Shree Food Products Limited

Place : Indore
Date : 25th August, 2015

Neeraj Anjane
Company Secretary
ACS No.: 37072