

SITA SHREE FOOD PRODUCTS LIMITED

Registered Office: 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, INDORE - 452001 (M. P.)

CIN NUMBER L15314MP1996PLC010741

NOTICE

NOTICE is hereby given that Extra Ordinary General Meeting of the Members of the Company will be held at the registered Office of the company at 332/4/2, R.D. Udyog Nagar, Palda, Indore-M.P.-452001 on Saturday, 30th May, 2015 at 11.00 A.M. to transact the following business:

SPECIAL BUSINESS:

1. To Convert 60,00,000 Equity Shares of Rs. 10/- each into Preference Shares of Rupees 10/- Each:

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

"RESOLVED THAT 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- each of the Company forming part of the authorized capital (unallotted) be and is hereby converted into 60,00,000 (Sixty Lacs) Preference Shares of Rs. 10/- each aggregating to Rs. 6,00,00,000 (Rs. Six Crores only)."

2: Alteration in Memorandum of Association:

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

"RESOLVED THAT pursuant to provisions of the Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 the existing clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the new following clause V in its place:

The Authorised Share Capital of the Company is Rs. 59,55,00,000/- (Rs. Fifty Nine Crores Fifty Five Lacs only) divided in to 2,85,50,000 (Two Crores Eighty Five Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rs. Ten) each and 3,10,00,000 (Three Crores Ten Lacs) Preference Shares of Rs. 10/- (Rs. Ten) each."

3. Increase in Authorised Share Capital:

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

"RESOLVED THAT pursuant to provisions of the Section 61 and other applicable provisions, if any, of the Companies Act, 2013 the authorized share capital of the Company be and is hereby increased from Rs. 59,55,00,000/- (Rs. Fifty Nine Crores Fifty Five Lacs) divided into 2,85,50,000 (Two Crores Eighty Five Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rs. Ten) each and 3,10,00,000 (Three Crores Ten Lacs) Preference Shares of Rs. 10/- (Rs. Ten) each to Rs. 61,55,00,000/- (Rs. Sixty One Crores Fifty Five Lacs) divided into 2,85,50,000 (Two Crores Eighty Five Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rs. Ten) each and 3,30,00,000 (Three Crore Thirty Lacs) Preference Shares of Rs. 10/- (Rs. Ten) each by adding 20,00,000 Preference shares of Rs. 10/- each."

4. Alteration in Memorandum of Association:

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

"RESOLVED THAT pursuant to provisions of the Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 the existing clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the new following clause V in its place:

"The Authorised Share Capital of the Company is Rs. 61,55,00,000/- (Rs. Sixty One Crores Fifty Five Lacs) divided into 2,85,50,000 (Two Crores Eighty Five Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rs. Ten) each and 3,30,00,000 (Three Crore Thirty Lacs) Preference Shares of Rs. 10/- (Rs. Ten) each."

5. Issue And Allot Preference Shares on Preferential Basis:

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

"RESOLVED THAT pursuant to Section 42, 55 and 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the company and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to create, offer, issue and allot from time to time on preferential basis 12,000,000 Non-Convertible and Redeemable after 18 years but within 20 years from the date of allotment thereof and shall carry 0% dividend on such shares Preference Shares of Rs. 10/- each out of the conversion of unsecured loans of proposed allottees lying with the Company to promoter/existing shareholders, other than in their existing ratio on preferential basis;

RESOLVED FURTHER THAT the preference shares allotted in terms of this resolution shall rank Non-Convertible and Redeemable after 18 years but within 20 years from the date of allotment thereof and shall carry 0% Dividend on such shares Preference Shares in all respects with the then existing preference shares of the Company, if any and not intended for listing at any stock exchange;

RESOLVED FURTHER THAT in accordance with provisions of Section 43 of the Act, the Non-Convertible and Redeemable after 18 years but within 20 years carrying 0% Dividend on such Preference Shares shall be non-participating, carry a preferential right, vis-à-vis Equity Shares of the Company with respect to repayment in case of winding up or repayment of capital and shall carry voting rights as per the provisions of Section 47(2) of the Act;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the said Securities, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, or Executive Director or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

DATE : 05.05.2015

PLACE : INDORE

**FOR AND ON BEHALF OF THE BOARD
SITA SHREE FOOD PRODUCTS LIMITED**

**ASHISH GOYAL
MANAGING DIRECTOR
DIN: 00144899**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.** The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M.
3. 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 at 332/4/2, R.D. Udyog Nagar, Palda, Indore, M.P. - 452001 at least seven days before the date of the Meeting.
4. 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.
5. 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).
6. Members may also note that the Notice of the EGM will be available on the Company's website viz. www.sitashri.com.
7. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
8. 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.
9. 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 Extraordinary General Meeting (EGM) by using the electronic voting facility provided by Central Depository Services Limited (CDSL).
10. 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.
11. The voting rights of Members shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.

Procedure for E-voting:-

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website 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 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 and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend the Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for said demat account or folio.</p> <ul style="list-style-type: none">➤ Please enter the DOB or Dividend 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.

- (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.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- Non-Individual shareholders (i.e. other than Individuals, HUF, 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 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on < **From 10.00 A.M. (IST) on May, 27, 2015**> and ends on < **upto 05.00 P.M. (IST) on May, 29, 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 <**25th May, 2015**>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) The facility to exercise the right of voting through electronic voting system 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.
- (D) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) The members 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.
- (F) 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 <**25th May, 2015**>, only shall be entitled to avail the facility of remote e-voting as well as voting in the meeting.
- (G) 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. 25th May 2015 should follow the instructions for E-voting as mentioned below 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.
- (H) The Scrutinizer shall, after the conclusion of the EGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote evoting 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 EGM, 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.
- (I) 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.
- (J) Electronic copy of the Notice along with the Explanatory Statement is being sent to all the members whose email ids 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.
- (K) 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.

(L) 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, Indore, M.P. - 452001
E-mail id: complianceofficer@sitashri.com
Phone Number: 0731-2439913

DATE: 05.05.2015
PLACE: INDORE

FOR AND ON BEHALF OF THE BOARD
SITA SHREE FOOD PRODUCTS LIMITED

ASHISH GOYAL
MANAGING DIRECTOR
DIN: 00144899

EXPLANATORY STATEMENT

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

For Item Nos. 1 to 4:

To carry on the present business activities and ongoing plans of the Company, company is planning for more capital participation as compared to the present. Board of Directors found it suitable if some of existing equity shares, which are yet not allotted be converted into preference shares and issued as per the terms agreed. This kind of shares will bring capital in the company without affecting control of the Company. Your directors proposed to convert the present Authorised Share capital having 60,000,000 Equity Share capital to be divided into 60,00,000 (Sixty Lac) Preference Shares of Rs. 10/- (Rs. Ten) each. Also to accommodate further issue of preference shares, your directors also proposed to increase the authorized capital of the Company from Rs. 59.55 Crores to Rs.61.55 Crores by adding 22.00 Lacs Preference shares to its existing share capital.

Authorised Share Capital of the Company cannot be converted and increased without the approval of members in their meeting. So your directors proposed to convert and increased the present Authorised Share capital by passing the resolution 1 to 4 stand in the notice.

The notice of the aforesaid general meeting is a proposition for the passing of the resolution for converting and increasing the authorized share capital.

The Memorandum of Association of the company is open for inspection by the members at the registered office of the Company during the usual business hours of the Company on any working day.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors and Key managerial Personal and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

For Item No. : 5

The Company is pursuing several growth opportunities in its existing scale of business. Your company is trying to maximize the shareholders value by accelerating the growth in pace with the opportunities. To augment the long term resources of the company and in order to meet the growth opportunities and as per the stipulation of lenders, your board intends to mobilize funds through issue of shares persons by way of preferential allotment of Preference shares out of conversion of unsecured loan. The terms and conditions are detailed in the draft resolution set out in the Notice and Explanatory Statement. The 1,20,00,000 0% Non-convertible, Redeemable Preference Shares proposed to be issued to persons/promoters of the Company on preferential basis. Disclosure required to be given in the explanatory statement to the Notice of the General Meeting, in terms of provisions of Rule 9 of Chapter IV, Companies (Share Capital and Debentures) Rule, 2014 as in force on the date of notice, are as under.

The details of the issue and other particulars as required in terms of the rules are given as under:

- (i) **The Size of Issue:** 1,20,00,000 Preference Shares of Rs. 10/- each aggregating to Rs. 12,00,00,000/-.
- (ii) **Nature of such Shares:** Non Cumulative, non participating and non convertible, redeemable Preference Shares.

- (iii) **Object of the Issue:** Object of this issue to convert unsecured loan into capital due to stipulation made by the Banker of the Company, to improve debt equity ratio of the Company and to meet long term capital requirements.
- (iv) **Manner of the Issue/Securities to be issued:** The resolution set out in the accompanying Notice is an enabling resolution, entitling the Board to issue and allot preference shares on preferential basis entitling to apply for preference shares as may be deemed appropriate in the best interest of the Company.
- (v) **Pricing of the Preference Shares:** Each preference share of face value of Rs. 10/- each shall be allotted at par.
- (vi) **Basis on which the price has been arrived:** Shares are being issued at face value. Price has been determined on the basis of valuation report given by valuer M/s. M. K. Shah & Associates, Chartered Accountants. Shares are being issued out of conversion of unsecured loan, so valuation of consideration is not required.
- (vii) **Terms of Issue/redemption:** Preference shares shall be issued out of conversion of unsecured loan already lying with the Company carry 0% dividend, non convertible and redeemable.
- (viii) **Manner and Mode of Redemption:** after 18 years out of reserve or fresh issue as the case may be.
- (ix) **Relevant Date:** In case of preferential issue of preference shares relevant date is 05th May, 2015
- (x) **The class or classes of persons to whom the allotment is proposed to be made:** Allotment is being made to existing shareholders of the Company belonging to promoter group.
- (xi) **Particulars of Subscribers and Intention proposal of Promoters / directors / Key Managerial Persons to Subscribe the Offer:** Following promoters are interested to subscribe the issue:-

Sr. No.		Name of Proposed Subscriber/ allottees	Category	No. of shares after Preferential allotment		Percentage of Post Preferential offer capital
1.	Dinesh Agrawal	Promoter	11836000	20836000	Preference Shares	3.14
2	Ashish Goyal	Promoter	164,000	164,000	Preference Shares	0.05

- (xii) **Completion of Allotment:** The allotment of the Preference Shares being issued on preferential basis is proposed to be made within 12 months from the passing of special resolution.
- (xiii) **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

Sr. No.		Name of Proposed Subscriber/ allottees	Category	No. of shares after Preferential allotment		Percentage of Post Preferential offer capital
1.	Dinesh Agrawal	Promoter	11836000	20836000	Preference Shares	8.06
2	Ashish Goyal	Promoter	164,000	164,000	Preference Shares	0.05

- (xiv) **Expected Dilution in Equity Share Capital/Change in Control:** As preference shares are not convertible in equity shares hence, no change in control, in the company will occur due this preferential allotment.
- (xv) **The number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price:** No allotment has been made during the year.
- (xvi) **Shareholding Pattern:** The Shareholding pattern giving present position as also considering full allotment of shares arising out of securities issued as above is given as below:

Shareholding Pattern (Preference Shares)

S. No	Category	Pre – issue		Post Issue	
		No. of Preference Shares	Percentage (%)	No. of Preference Shares	Percentage (%)
(A)	Promoters Holding				
0	1.Indian				
	a) Individual	9,000,000	42.86	21,000,000	63.64
	b) Body Corporate	12,000,000	57.14	12,000,000	36.36
	Sub Total	21,000,000	100	33,000,000	100
2	Foreign Promoter	0	0	0	0
	Sub Total (A)		0	0	0
(B)	Non- Promoter Holding:				
1	Individual	0	0	0	0
2	Institutional Investors				
	a) Mutual Funds & UTI				
	b) Banks, FI, FIIs,	0	0	0	0
3	Non- Institutional	0	0	0	0
4	Private Corporate Bodies	0	0	0	0
5	Directors and Relative	0	0	0	0
6	Indian Public	0	0	0	0
7	Other including NRI'S	0	0	0	0
	Sub Total (B)	0	0	0	0
	GRAND TOTAL	21,000,000	100	33,000,000	100

- (xiii) **Lock-in:** The preference shares issued under the above Preferential Issue shall not be listed on the stock exchange (s) and do not require lock-in requirement.
- (xiv) **Auditors Certificate:** Auditors certificate as required in terms of rules will be available for inspection 21 days prior to the date of this meeting at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day excluding Saturday, Sunday and Public Holiday and shall be placed at the meeting.
- (xv) Mr. Dinesh Agrawal, Director of the Company and Mr. Ashish Goyal, Managing Director of the Company are interested as being the proposed allottee, Ms. Neha Agrawal, Additional Director of the Company and Mr. Anoop Goyal, Whole time Director of the Company being the relative of the proposed allottees are interested or concerned, either directly or indirectly, in the proposed resolution. Other than above none of the other director or key managerial persons or their relatives are interested or concerned, either directly or indirectly, in the proposed resolution.

**FOR AND ON BEHALF OF THE BOARD
SITA SHREE FOOD PRODUCTS LIMITED**

**ASHISH GOYAL
MANAGING DIRECTOR
DIN: 00144899**

ATTENDANCE SLIP
EXTRAORDINARY GENERAL MEETING

DP ID		Name & Address of Registered shareholder
Client ID		
No. of shares(s) held		

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.
I hereby record my presence at the EXTRAORDINARY GENERAL MEETING of the Company convened Saturday, 30th May, 2015 at 11.00 A.M. at 332/4/2, R.D. Udyog Nagar, Palda, Indore-M.P-452001.

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the hall.

----- TEAR HERE -----

The E-Voting Particulars are set out as below

Note: Please read common instructions carefully before exercising the vote

The E-Voting facility will be available during the following voting period:

Commencement of E-voting	End of E-voting
From 10.00 A.M. (IST) on 27, May, 2015	Upto 5.00 P.M. (IST) on 29, May, 2015

Note: The procedure and instructions for e-voting as provided above should be followed.

Form MGT-11
FORM OF PROXY

CIN: L15314MP1996PLC010741

Name of the Company: Sita Shree Food Products Limited

Registered Office: 332/4/2, R.D. Udyog Nagar, Palda, Indore-M.P.-452001

Name of the Member:.....Registered address:.....

Email ID: Folio No./Client ID: DPID:

I/We, the undersigned, equity shareholder(s) of Sita Shree Food Products Limited of the above company hereby appoint

1. Name..... Address.....

Email..... Signature

or failing him/her,

2. Name..... Address

Email..... Signature

as my/our proxy, to act for me/us at the meeting of the equity shareholder(s) of the Company to be held on Saturday, the 30th day of May, 2015 at 11:00 a.m. at "332/4/2, R.D. Udyog Nagar, Palda, Indore-M.P.-452001, for the purpose of considering and, if thought fit, approving, with or without modification(s), an arrangement proposed to be made between the said company and its equity shareholder(s) and at such meeting and at any adjournment thereof, to vote, for me/us and in my/ our name/s..... [here, 'if for', insert 'for'; 'if against', insert 'against', and in the latter case, strike out the words below after arrangement'] the said arrangement either with or without modification as my/our proxy may approve.

Affix Revenue Stamp

Resolution No. 1..... 2.....

[Strike out what is not necessary.]

Dated this day of, 2015

Signature:
(Across the Stamp)
Address:

Notes:

- Proxy to be deposited at the Registered Office of the Company at "332/4/2, R.D. Udyog Nagar, Palda, Indore-M.P.-452001," not later than FORTY-EIGHT hours before the meeting.
- All alterations made in the Form of Proxy should be initialed.
- Please affix appropriate Revenue Stamp before putting signature.
- In case of multiple proxies, proxy later in time shall be accepted.
- A proxy need not be a shareholder of the Company