

SITA SHREE FOOD PRODUCTS LIMITED

Registered Office: 332/4/2, R D Udhog Nagar, Palda Nemawar Road, Mathurawalas Colony, Indore, Madhya Pradesh - 452001
E-mail: info@sitashri.com | CIN - L15314MP1996PLC010741 | Website: www.sitashri.com

NOTICE

Notice pursuant to Section 100 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given that an Extra Ordinary General Meeting of the members of Sita Shree Food Products Limited is scheduled to be held on **Wednesday, 25th January, 2017 at 01.00P.M. at 332/4/2, R D Udhog Nagar, Palda Nemawar Road, Mathurawalas Colony, Indore, Madhya Pradesh - 452001** to transact to following businesses:

1. Increase in Authorised Share Capital of the Company and Consequent Alteration to the Capital Clause in the Memorandum of Association

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

“RESOLVED THAT pursuant to the provisions of Section 13 sub-section (1), read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the relevant rules framed there under and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from the existing Rs. 61,55,00,000/- divided into 2,85,50,000 (Two Crore Eighty Five Lacs and Fifty Thousand) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) and 3,30,00,000 (Three Crore Thirty Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) to Rs. 81,55,00,000/- (Rupees Eighty One Crores Fifty Five Lacs only) divided into 4,85,50,000 (Four Crore Eighty Five Lacs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees ten only) and 3,30,00,000 (Three Crore Thirty Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only), by creation of additional 2,00,00,000 (Two Crores) Equity Shares of Rs. 10 each and that clause V of the Memorandum of Association of the Company be and is hereby altered accordingly.

RESOLVED FURTHER THAT clause No. V of the Memorandum of Association of the Company be altered and substituted as under: -

V. The Authorised Share Capital of the Company is 81,55,00,000/- (Rupees Eighty One Crores Fifty Five Lacs only) divided into 4,85,50,000 (Four Crore Eighty Five Lacs and Fifty Thousand) Equity Shares of Rs. 10/- (Rupees ten only) each and 3,30,00,000 (Three Crore Thirty Lacs) Preference Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate.”

2. Increase in limit of shareholding by registered Foreign Institutional Investors (“FIIs”) from 24% to 100% of the paid up share capital of the Company

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Foreign Exchange Management Act (FEMA) 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and the Companies Act, 2013, all other applicable laws, rules, regulations, guidelines and subject to such approval, consents and permissions of the Government of India, the Reserve Bank of India (RBI) and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the board of directors (hereinafter referred to as the “board” which term shall be deemed to include any committees constituted/to be constituted by the board to exercise its powers including the powers conferred by this resolution), consent of the company be and is hereby accorded to the Board to permit Foreign Institutional Investors (the “FII”) registered with the SEBI to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts or Foreign Portfolio Investors (FPIs) by whatever name called, to make investment in any manner in the equity shares of the Company up to an aggregate limit of 100% of the paid up equity share capital of the company or upto such other limit as be permitted by law, provided, however, that the shareholding of each FII/FPI in its own account and on behalf of each of their SEBI approved sub-accounts in the Company shall not exceed such limits as are applicable or as may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT consent of the members of the Company be and is hereby accorded to the board, to do all such acts, deeds, matters and things and execute all such documents, deeds and writings as may be in its absolute discretion be necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the company.”

3. Issuance of Equity Shares under Qualified Institutional Placement (QIP)

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c), as may be applicable and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made there-under (“Companies Act”)(including any amendment thereto or re-enactment thereof or ‘as amended’) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to and in accordance with any other applicable laws or regulation, in India or outside India, including without limitation, listing agreement entered into with the stock exchanges where the equity shares of the Company are listed (“Stock Exchanges”), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“SEBI ICDR Regulations”) as amended, provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended, the Foreign Exchange Management Act, 1999 (“FEMA”), as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon, from time to time, by Securities and Exchange Board of India, Reserve Bank of India, the Stock Exchanges, the Government of India, the Registrar of Companies or any other relevant authority from time to time (“Governmental Authorities”), to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required from such Governmental Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by such Governmental Authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) thereof constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution to the extent permitted by law), consent of the members of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), such number of equity shares of the Company with a face value of Rs. 10/- (Rupees Ten) each (“Equity Shares”), for cash and at such premium, as applicable as the board deems fit to all eligible investors

in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, by way of one or more private offerings, Qualified Institutions Placement ("Qualified Institutional Placement" or "QIP") and/or on preferential allotment or any combination thereof, through issue of prospectus and /or placement document/or other permissible/requisite offer document to any eligible person, including qualified institutional buyers ("QIBs") in accordance with Chapter VIII of the SEBI (ICDR) Regulations, (whether residents and/or non residents and/or institutions/banks and/or incorporated bodies, mutual funds, venture capital funds (foreign or Indian) alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors and/or multi-lateral financial institutions, stabilizing agents and/or any other eligible investors, and whether they be holders of the Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 20 Crores (Rupees Twenty Crores) or its equivalent thereof, in one or more currencies, if any, inclusive of such premium as may be fixed on the Securities by offering the Securities, at such price or prices, or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in terms of abovementioned regulations and/ or in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) or intermediary (ies) appointed and / or to be appointed by the Company.

RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP in terms of Chapter VIII of the SEBI (ICDR) Regulations, the allotment of the Securities or any combination of Securities as may be decided by the Board shall be completed within twelve (12) months from the date of this Resolution or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time at such a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI (ICDR) Regulations and the Company may, in accordance with applicable law is also authorized and / or such other additional percentage as may be permitted vide any amendment under applicable law on price calculated in accordance with the pricing formula provided under SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the securities issued shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under SEBI (ICDR) Regulation as may be amended from time to time.

RESOLVED FURTHER THAT in the event the Equity Shares are issued pursuant to the QIP in accordance with Chapter VIII of the SEBI (ICDR) Regulations, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (including a committee of the Board) decides to open the proposed issue.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to finalize and approve the offering circular / placement document/offer letter for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the offering circular / placement document/offer letter and any amendments and supplements there to with any applicable Stock Exchanges (whether in India or abroad), government, statutory and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted, referred to above or as may be necessary in accordance with the terms of the Issue, all such Equity Shares shall rank pari passu inter-se and with the then existing Equity Shares of the Company in all respects, including dividend, which shall be subject to relevant provisions of the Memorandum of Association and Articles of Association of the Company and the applicable laws and regulations including any rules and regulations of any Stock Exchanges.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board, where required in consultation with the merchant bankers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to terms and conditions for issuance of Securities including number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deemed expedient, entering into

an executing arrangement for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments, supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to finalization and approval of the preliminary as well as final offer document(s), letter of offer, determining the form and manner of the Issue, including the selection of qualified institutional buyers to whom the Securities are to be offered, issued and allotted, number of Securities to be allotted, issue price, face value, permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, and matters related thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval there to expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agents, trustees, bankers, lawyers, advisors and all such professionals or agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on the Stock Exchange(s) and the Equity Shares to be issued on conversion of the Securities as set forth in the aforesaid resolution, if any, on the Stock Exchange(s), authorizing any director(s) or any officer(s) of the Company to sign for and on behalf of the Company, the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s) / document(s) and give any undertaking(s), affidavit(s), certificate(s), declaration(s) as the Board may in its absolute discretion deem fit including the authority to amend or modify the aforesaid document(s).

RESOLVED FURTHER THAT the Board / committee of directors be and is hereby authorized to form a committee and/or delegate all or any of its power to any committee of directors (including any officer(s) of the Company) to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.

By the Order of the Board
For Sita Shree Food Products Limited

Dinesh Agarwal

Director

DIN - 00348853

Address: 332/4/2, R D Udhog Nagar,

Palda Nemawar Road,

Mathurawalas Colony, Indore,

Madhya Pradesh - 452001

Place: Indore

Date: December 30, 2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF / HER SELF. THE PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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 shareholder.
2. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate Members intending to send their authorized representatives to attend the EGM pursuant to section 113 of the Companies Act, 2013 are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the EGM.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts are appended herein below.
5. The Company has appointed M/s. Manish Maheshwari, Practising Company Secretaries, as Scrutinizer for conducting the Ballot process in a fair and transparent manner.

6. The Company has also extended e-voting facility to its Members to enable them to cast their votes electronically.
7. Members are requested to register their email id's with Registrar and Transfer Agent. Members who have already registered their e-mail ids for receipt of documents in electronic mode, under the Green Initiatives of Ministry of Corporate Affairs, Notice is being sent by e-mail and others are sent by post along with Ballot Paper. Members have option to vote either through e-voting or through Ballot Paper.
8. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid E-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
9. All relevant documents referred in the Explanatory Statement as well as Memorandum and Articles of Association of the Company shall be kept open for inspection at the Registered / Corporate Office of the Company on all working days between 11.00 a.m. to 04.00 p.m.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.
11. Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 issued by the Ministry of Corporate Affairs, Government of India and SEBI (Listing Obligations and Disclosure) Requirements, 2015, the Company is providing facility of e-voting and voting through ballot to all members as per the applicable regulations. The voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for members for voting electronically and through ballot are given in the Ballot Paper.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Increase in Authorized Share Capital of the Company and consequent alteration to the Capital clause in the Memorandum of Association

Taking into account the progressive process of economic and market revival both in domestic and international markets and also to en cash the resultant potentialities and opportunities under the prevailing conditions, your Company needs to augment long term financial resources for the purpose of:

- Strengthening the project portfolio by adding new projects having wide opportunity in the market;
- Strengthening the existing and ongoing projects;
- To fund the capital expenditure of the Company;
- Such other General Corporate requirements as may be required.

The Company proposes to tap the capital market to raise additional long-term resources to meet the likely investment requirements for its ongoing projects and abovementioned projects among others.

The Board of Directors are looking for various opportunities to raise funds, inter-alia, further issue/QIPs. To accommodate the increase in capital it is necessary to increase the Authorized Share Capital from the existing level of Rs. 61.55Crores to Rs. 81.55Crores.

Pursuant to the provisions of Sections 13(1) of the Companies Act, 2013, any amendment to the Capital Clause requires approval of members by passing a Special Resolution. Hence this resolution is recommended for your approval.

The increase in Authorized Share Capital from Rs. 61.55 Crores to Rs. 81.55Crores as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association of the Company as set out at item no. 1 of the Notice.

The Resolutions at item no. 1 seek approval of the members for the increase in Authorized Share Capital from Rs. 61.55 Crores to Rs. 81.55Crores.

The Board of Directors are of the opinion that the aforesaid increase in Authorised Share Capital is in the best interest of the Company and its investors.

Pursuant to the provisions of Sections 13 of the Companies Act, 2013, any amendment to the Memorandum of Association requires approval of members by passing a Special Resolution. Hence these resolutions are recommended for your approval.

A copy of the existing Memorandum and Articles of Association of the company along with the proposed draft amendment is available for inspection by any members at the Registered Office during business hours on any working day of the Company.

Board recommends the resolution to the members for their approval.

Board of Directors, therefore, recommends the Resolution set out at item no. 1 of notice for the approval of members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested in the resolution except to the extent of their shareholding in the company.

Item No. 2

Increase in limit of shareholding by registered Foreign Institutional Investors (“FIIs”) from 24% to 100% of the paid up share Capital of the Company

In accordance with the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 issued under the Foreign Exchange Management Act, 1999 investment in Equity shares by Foreign Institutional Investors (FIIs) including their sub-accounts is limited to 24% of a company’s paid-up Equity Share Capital. This limit can be increased by the Company by passing a Special Resolution.

In view of the likely issuance of securities in the international market and to improve the free float of the Company’s scrip for purchase/trading by FII’s, it is proposed to raise the limit for investment by FIIs in the paid-up Equity Share Capital of the Company from 24% to 100%. It is needless to emphasize that such a proposal would be in the wider interest of the members.

The Resolution set out in Item no. 2 of the Notice would enable the FII’s to acquire shares of the Company within the revised ceiling under the Portfolio Investment Scheme of Reserve Bank of India (RBI).

Board of Directors, therefore, recommends the Resolution set out at item no. 2 of notice for the approval of members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested in the resolution except to the extent of their shareholding in the company.

Item No. 3

Issue of Equity shares under Qualified Institutional Placement

Taking into account the progressive process of economic and market revival both in domestic and international markets and also to en cash the resultant potentialities and opportunities under the prevailing conditions, your Company needs to augment long term financial resources for the purpose of:

- Strengthening the project portfolio by adding new projects having wide opportunity in the market;
- Strengthening the existing and ongoing projects;
- To fund the capital expenditure of the Company;
- Such other General Corporate requirements as may be required.

The Company proposes to tap the capital market to raise additional long-term resources to meet the likely investment requirements for its ongoing projects and abovementioned projects among others.

For the purpose of the same, your Company would like to obtain members approval to issue Securities for aggregate amount not exceeding Rs. 20Crores (Rupees Twenty Crores) in one or more tranches as the Board of Directors of the Company may determine.

Further, the Board of Directors of the Company will decide about the timing of the raising of the money and nature of securities to be offered based on the requirement of money for the purpose as mentioned above.

This special resolution enables the Board of Directors and/or the Committee to undertake a qualified institutions placement with qualified institutional buyers as per Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, ("SEBI ICDR Regulations") and section 42 as well as Section 62 of the Companies Act, 2013 and rules there under including the Companies (Prospectus and Allotment of Securities) Rules, 2014, amended from time to time. The Board of Directors/Committee may adopt this mechanism, as prescribed under SEBI (ICDR) Regulations in order to facilitate the proposed plan of expansion and meet capital expenditure needs of the existing/ future projects of the Company and to meet any exigencies etc. without the need for fresh approval from the shareholders.

The pricing of the Securities to be issued to qualified institutional buyers pursuant to the chapter VIII of SEBI (ICDR) Regulations shall be determined by the Board of Directors and/or Committee subject to the condition that the price for the same shall not be less than the price calculated in accordance with the SEBI ICDR Regulations.

The special Resolution also enables the Board of Directors and/or Committee to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board of Directors and/or the Committee deems fit. The 'Relevant Date' for this purpose will be the date when the Board of Directors and/or Committee thereof decide to open the QIP for subscription.

The detailed terms and conditions for the Issue will be determined by the Board of Directors and/or Committee in consultation with the lead managers and such other authorities as may be required considering the market conditions and in accordance with the applicable provisions of law.

None of the Promoter, Director or KMP intends to subscribe the said issue. There will be no change in the control of the Company subsequent to the proposed issue.

The Equity Shares shall be locked in for such period as may be specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The special resolution seeks the consent and authorization of the members to the Board of Directors / Committee to make the proposed issue of Securities, in consultation with the lead managers, advisors, other intermediaries to be issued in accordance with the terms of the Issue, keeping in view the prevailing market conditions in accordance with the applicable rules, regulation and guidelines.

Board of Directors, therefore, recommends the Resolution set out at item no. 3 of notice for the approval of members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested in the resolution except to the extent of their shareholding in the company.

By the Order of the Board

For Sita Shree Food Products Limited

Dinesh Agarwal

Director

DIN - 00348853

Address: 332/4/2, R D Udhyog Nagar,

Palda Nemawar Road,

Mathurawalas Colony, Indore,

Madhya Pradesh - 452001

Place: Indore

Date: December 30, 2016

SITA SHREE FOOD PRODUCTS LIMITED

Registered Office: 332/4/2, R D Udhog Nagar, Palda Nemawar Road, Mathurawalas Colony, Indore, Madhya Pradesh - 452001
E-mail: info@sitashri.com | CIN - L15314MP1996PLC010741 | Website: www.sitashri.com

Attendance Slip

Name:

No. of Shares:

Folio No./DP/Client ID:

I hereby record my presence at the Extraordinary General Meeting of the Company on Wednesday, the January 25, 2017 at 01.00 p.m. at 332/4/2, R D Udhog Nagar, PaldaNemawar Road, Mathurawalas Colony, Indore, Madhya Pradesh - 452001

(Proxy's full name in block capitals)

Member's/Proxy's Signature

**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]

Name of the member:

Registered address:

No of Shares held

Folio No./Client ID:

DP. ID:

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

Name:.....

Address:.....

Signature:....., or failing him

Name:.....

Address:.....

Signature:....., or failing him

Name:.....

Address:.....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, January 25, 2017 at 01.00. p.m. at 332/4/2, R D Udhog Nagar, Palda Nemawar Road, Mathurawalas Colony, Indore, Madhya Pradesh - 452001 and at any adjournment thereof in respect of such Resolutions as are indicated in the notice:

Signed this.....day of2017.

Signature of shareholder(s)

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.

Affix
Revenue
Stamp

SITA SHREE FOOD PRODUCTS LIMITED

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Dear Shareholder(s),

This is to inform you that the company is in process of up dation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new SEBI listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures : i.

ii.

iii.

Thanking you,
Yours Faithfully,

For Sita Shree Food Products Limited

Dinesh Agarwal
Director
DIN - 00348853

SITA SHREE FOOD PRODUCTS LIMITED

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Form No MGT - 12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

1. Name and Registered address of the Sole/First Named Shareholder:
2. Name of Joint Holders If any (in block letters):
3. Folio No. /DP ID no*/Client ID No. :
4. Number of shares held:

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Description	No. of shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Item No. 1 of the Notice Increase in Authorised Share Capital of the Company and Consequent Alteration to the Capital Clause in the Memorandum of Association			
Item No. 2 of the Notice Increase in limit of shareholding by registered Foreign Institutional Investors ("FIIs") from 24% to 100% of the paid-up share capital of the Company			
Item No. 3 of the Notice Issuance of Equity Shares under Qualified Institutional Placement			

Place:

Date:

Signature of the Shareholder

The instructions for e-voting are as under:-

- (i) The e-voting period begins on January 22, 2017 at 10.00 am and ends on January 24, 2017 at 5.00 pm. During this period shareholders of the Company, holding shares as on the cut-off date i.e. January 19, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in 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.
- (vii) 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 in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member ID / Folio number on the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (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 **Sita Shree Food Products Limited** 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 votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians.**
 - 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 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.
- (xx) 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