

# SITA SHREE FOOD PRODUCTS LIMITED

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

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. on Monday, 10<sup>th</sup> March, 2014 at 10.30 A.M. to transact the following business:

## AS SPECIAL BUSINESS:

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

### As Ordinary Resolution:

#### ITEM 1 : Increase in Authorised Share Capital

"RESOLVED THAT pursuant to provisions of the Section 94, 97 and other applicable provisions, if any, of the Companies Act, 1956 the authorized share capital of the Company be and is hereby increased from Rs. 34,50,00,000/- (Rs. Thirty Four Crores Fifty Lacs) divided in to 3,45,00,000 (Three Crores Forty Five Lacs) Equity Shares of Rs. 10/- (Rs. Ten) each." to Rs. 59,50,00,000/- (Rs. Fifty Nine Crores Fifty Lacs) divided in to 3,45,00,000 (Three Crores Forty Five Lacs) Equity Shares of Rs. 10/- (Rs. Ten) each and 2,50,00,000 (Two Crores Fifty Lacs) Preference Shares of Rs. 10/- (Rs. Ten) each. "

### As Special Resolution:

#### ITEM 2 : Change in clause V of the Memorandum of Association

RESOLVED THAT pursuant to provisions of the Section 16 and other applicable provisions, if any, of the Companies Act, 1956 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. 59,50,00,000/- (Rs. Fifty Nine Crores Fifty Lacs) divided into 3,45,00,000 (Three Crores Forty Five Lacs) Equity Shares of Rs. 10/- (Rs. Ten) each and 2,50,00,000 (Two Crore Fifty Lacs) Preference Shares of Rs. 10/- (Rs. Ten) each."

### As Special Resolution:

#### ITEM 3 : Change in clause 3 of the Article of Association

RESOLVED THAT pursuant to provisions of the Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the existing Article 3 of the Articles of Association of the Company be and is hereby altered by substituting the new following clause 3 in its place:

"The Authorised Share Capital of the Company is Rs. 59,50,00,000/- (Rs. Fifty Nine Crores Fifty Lacs) divided in to 3,45,00,000 (Three Crores Forty Five Lacs) Equity Shares of Rs. 10/- (Rs. Ten) each and 2,50,00,000 (Two Crore Fifty Lacs) Preference Shares of Rs. 10/- (Rs. Ten) each."

### As Special Resolution:

#### ITEM 4 : Issue and allot Preference Shares:

"RESOLVED THAT pursuant to Section 80 and 81(1A) of the Companies Act 1956 and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any approval, consent, permission and / or sanction of the appropriate authorities, (hereinafter collectively referred to as "the appropriate authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as "the requisite approvals"), and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorized to create, offer, issue and allot, from time to time in one or more tranches **2,50,00,000 (Two Crore Fifty Lacs)** Preference Shares on Private placement basis to investors, banks, mutual funds, insurance companies, bodies corporate, individuals or other entities, whether or not such investors are Members of the Company, under a issue through offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions, as may be determined by the Board in its absolute discretion; provided that the nominal value of the Preference Shares is Rs. 10/- (Rupees ten) each at a price not less than Rs. 10.00/- (Rs. Ten only) per preference share.

RESOLVED FURTHER THAT the Preference shares allotted in terms of this resolution shall be Non-Convertible, Non-cumulative and Redeemable after 5 years but within 20 years from the date of allotment thereof and shall carry 0% Dividend on such shares Preference Shares.

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 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 appropriate 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."

**As Special Resolution:**

**ITEM NO. 5 : Authority to Board to Create Charge:**

**"RESOLVED THAT** consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and other applicable provisions of Companies Act, 1956, if any, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as "the Board") to mortgaging and/hypothecation, pledge or charging by the Board of Directors of the Company of all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the company in such form and in such manner as the Board of Directors may think fit for securing any loans and/or advances already obtained or that may be obtained from time to time any financial Institution/ bank/insurance companies, bodies corporate, firms or association or person or persons, and/or to secure any debentures issued, deposits and/or that may be issued and all interest, compounding interest,/ additional interest, commitment charge, cost, charges, expenses and all other moneys payable by the company to the concerned secured lenders within the overall borrowing limit of Rs. 250.00 Crore (Rupees Two Hundred Fifty Crores) at any point of time."

**"RESOLVED FURTHER THAT** the securities created or to be created by the Company as aforesaid may rank prior/pari passu/ subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the Board of Directors of the Company and the concerned parties".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized create or revise/renew the securities and/or release of the securities and to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto."

**As Special Resolution:**

**ITEM NO. 6 : Authority to Borrow funds:**

**"RESOLVED THAT** consent of the Company be and is hereby accorded in terms of Section 180(1)(c) and (2) and other applicable provisions, if any, of the Companies Act, 2013 and/or Companies Act, 1956 as may be applicable ( including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as " the Board") for borrowing any sum or sums of monies from time to time for the purpose of the Company's business on such terms and conditions and with or without security from any bank, financial institutions or any other lending institutions, firms, bodies corporate or persons, of India or otherwise from the foreign parties/entities subject to the provisions of the FDI and/ or FEMA, as may be considered appropriate and suitable by the Board notwithstanding that the sum or sums of monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free-reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 200.00 Crores (Rupees Two Hundred Crores) over and above the paid up capital of the Company and its free reserves."

**RESOLVED FURTHER THAT** Board of Directors and the Director(s) or the person authorized by the be and is hereby jointly/or severally authorized to as they may think fit and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution."

**For and on behalf of Board of Directors of  
SITA SHREE FOOD PRODUCTS LIMITED**

**Date : 05.02.2014**

**Place : Indore**

**Managing Director**

**NOTE:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
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.at least seven days before the date of the Meeting.

## **EXPLANATORY STATEMENT**

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

### **ITEM No. : 1, 2 & 3:**

The present business activities and ongoing plans of the Company required fund for working capital and for greater share capital participation as compared to the present. Bankers of the Company are also requiring greater participation in form of Capital in the Company. So your directors proposed to increase the Authorised Share capital from Rs. 34.50 Crores to Rs.59.50 Crores by adding 2.50 Crore Preference shares to its existing equity share capital.

The notice of the aforesaid general meeting is a proposition for the passing of the resolution for increasing the authorized Share capital of the company from Rs. 34.50 Crores to Rs. 59.50 Crores.

Authorised Share capital of the Company cannot be altered without approval of members in their meeting. So your directors proposed to increase the Authorised Share capital by passing the resolution 1 to 3 stand in the notice.

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.

### **Item No. 4**

Company is planning issue Preference Shares on private placement to the selected group persons on preferential basis. As per stipulation of the lending banker Company needs to increase its capital in form of the shares. Company requires funds for working capital as well as for capital expenditure for further expansion and promotion of Oil refineries plant. So, it has been propose to issue 0% Non-convertible, Non-Cumulative Preference Shares redeemable after 7 years but within 20 years from the date of allotment. There will be no change in management or control of the Company due to proposed issue. Promoters have shown their interest to subscribe the proposed issue. Preference Shares issued on the basis of this resolution will not be proposed for listing at any stock exchange. They will remain as unlisted preference shares.

Issue of preference shares on preferential basis requires approval of members of the Company under section 80 and 81(1A) of the Companies Act 1956 through Special Resolution.

Accordingly, the Board recommends the Special Resolution as mentioned at item no.4 of this Notice for your approval.

Pursuant to applicable provisions of the Companies Act, 2013, All director belonging to promoter group are interested to the extent proposed share as may be allotted to them or to the person in which they are interested, except above none of the other Directors and/or any Key managerial Personal and/or their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution.

### **Item No. 5**

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors of company shall not, without the approval of shareholders in general meeting by way of special resolution create charge over the whole or substantially the whole of the undertaking or assets of the Company.

Company is required to secure the additional loan facility provided or to be provided by Bankers/institutions alongwith amount already secured by the mortgage and charge of the assets of the Company, both present and future and the whole of the undertaking of the Company, So it is necessary for the members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013.

The members are required to authorize to the Board of Directors of the Company to create charge on the movable and immovable assets and properties of the company in favor of the lenders as per the terms of the Loans and security documents, as stated in the Resolution of item No. 5.

The Board accordingly recommends the Special Resolution as mentioned at item no.5 of this Notice for your approval.

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.

### **Item No.6**

Due to the increasing business operations and future growth plans of the Company would necessitate borrowing from any bank, financial institutions or any other lending institutions, firms, bodies corporate or persons, both in the national and international markets, as may be considered suitable by the Board. However as per the provisions of section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, apart from temporary loans obtained or to be obtained from the Company's banker in the ordinary course of business except with the consent of the Shareholders in General Meeting by way of special resolution, borrow monies in excess of the aggregate of the paid-up capital and free reserves of the Company.

Hence The Board of Directors of the Company considered needs to be authorized by the members to borrow monies, whether secured or otherwise (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), from time to time on behalf of the company not exceeding Rs. 200.00 Crores (Rupees Two Hundred Crores) over and above the paid up capital of the Company and its free reserves of the Company..

The Board accordingly recommends the Special Resolution as mentioned at item No.6 of this Notice for your approval.

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, in the proposed resolution. However the promoter directors and their relatives may be considered as financially interested to the extent of the interest as may be received by them on the unsecured loan, if any, as may be provided by them.

**For and behalf of the Board of Directors of  
SITA SHREE FOOD PRODUCTS LIMITED  
Managing Director**

# SITA SHREE FOOD PRODUCTS LIMITED

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

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

DP ID*	
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FOLIO NO.	
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CLIENT ID*	
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NAME AND ADDRESS OF THE SHAREHOLDERS \_\_\_\_\_

No. OF SHARES HELD \_\_\_\_\_

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company to be held at, Registered Office : 332/4/2, R.D. Udyog Nagar, Palda, Indore-M.P. on Monday, 10<sup>th</sup> March, 2014 at 10.30 A.M

\* Applicability for investor holding shares in electronic form.

\*\* Strike out whichever is not applicable.

\_\_\_\_\_  
SIGNATURE OF THE SHAREHOLDERS OR PROXY\*\*

.....Cut here .....

# SITA SHREE FOOD PRODUCTS LIMITED

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

## PROXY FORM

DP ID*	
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FOLIO NO.	
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CLIENT ID*	
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I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ Being a Member of Sita Shree Food Products Limited Hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ (or failing him) \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our Proxy to attend and vote for me/us and on my/our behalf at the EXTRA ORDINARY GENERAL MEETING of the Company to be held at the Registered office of the company 332/4/2, R.D. Udyog Nagar, Palda, Indore-M.P. on Monday, 10<sup>th</sup> March, 2014 at 10.30 A.M. and at any adjourned thereof.

AS WITNESS my hand / our hand this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\* Applicability for investor holding shares in electronic form.

SIGNATURE

(Rs.1 revenue Stamp)

## Book-Post

To,

\_\_\_\_\_  
\_\_\_\_\_

If Undelivered please return to :

**SITA SHREE FOOD PRODUCTS LIMITED**

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