॥ श्री बालाजी नमः ॥

SITA SHREE
FOOD PRODUCTS LIMITED
AN ISO 22000 : 2005 CERTIFIED COMPANY

- **Flour Division & Regd. Off. :** 332/4/2, R.D. Udyog Nagar, Palda, Nemawar Road, Indore - 452 020 (M.P.)
  Tel : +91-731-2439901 to 2439950
- **Soya Division :** Khasra No. 5/1, Gram Barlai Jagir, Post-Kshipra Tah. Sanwer, Dist. Indore - 453 771 (M.P.)
  Tel : +91-731-2439971 to 2439999
  Website : www.sitashri.com, E-mail : info@sitashri.com
  CIN-L15314MP1996PLC010741

Manufacturer of : Wheat, Pulses & Soya Products. Importer & Exporter of all kind of Agro Commodities.

To,

Dated: 07th September, 2017

BSE Limited, Phiroze Jeejeebhoy Towers, Rotunda Bldg, Dalal Street, Mumbai- 400 001	**National Stock Exchange of India Ltd.,** Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051.

SUB: SUBMISSION OF "NOTICE OF ANNUAL GENERAL MEETING".

REF: SCRIP ID/SYMBOL: SITASHREE, SCRIP CODE: 532961, ISIN: INE686I01011

Dear Sir/ Ma'am,

In consonance with the provision of Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly find enclosed h/w the "Notice of Annual General Meeting" i.e. scheduled to be held on Friday, the 29th of September, 2017 at 10:30 A.M. at the Registered Office of the Company.

This is for the intimation of Exchange and members thereof.

You are requested to take the same on record.

Thanking You
Yours Sincerely
For, **Sita Shree Food Products Limited**

Dinesh Agrawal
(Chairman cum Director)

SITA SHREE FOOD PRODUCTS LTD. INDORE

Encl: a/a.

सीताश्री - उच्च गुणवत्ता, बेहतर स्वाद
धरती को पेड़ों से भर दो

BOARD OF DIRECTORS

1.	Shri Dinesh Agrawal	-	Chairman cum Director
2.	Shri Ashish Goyal[1]	-	Managing Director
3.	Shri Anoop Goyal[2]	-	Whole – time Director
4.	Smt. Neha Agrawal[3]	-	Executive Director
5.	Shri Ganesh Prasad Sharma[4]	-	Non-Executive Independent Director
6.	Shri Suresh Narayan Wagh[5]	-	Non-Executive Independent Director
7.	Shri Santosh Kumar Gupta[6]	-	Non-Executive Independent Director
8.	Shri Omkar Prasad Tiwari[7]	-	Non-Executive Independent Director
9.	Smt. Anshu Goyal[8]	-	Non-Executive Director
10.	Shri Mannalal Sethi[9]	-	Non-Executive Director
11.	Shri Sunil Garg[10]	-	Non-Executive Independent Director
12.	Shri Lucky Mevati[11]	-	Non-Executive Independent Director
13.	Shri Ankit Magare[11]	-	Non-Executive Independent Director
14.	Smt. Archana Shukla[11]	-	Non-Executive Director

[1] *Resigned from the board w.e.f. 14.12.2016*
[2] *Resigned from the board w.e.f. 17.09.2016*
[3] *Resigned from the board w.e.f. 17.05.2016*
[4] *Resigned from the board w.e.f. 30.05.2017*
[5] *Ceased to be director due to his sad demise on 28.12.2016*
[6] *Resigned from the board w.e.f. 14.02.2017*
[7] *Resigned from the board w.e.f. 29.06.2016*
[8] *Appointed w.e.f. 31.08.2016 and Resigned from the board w.e.f. 17.09.2016*
[9] *Appointed w.e.f 14.12.2016 and Resigned w.e.f. 30.05.2017*
[10] *Appointed as director w.e.f. 14.02.2017*
[11] *Appointed as director w.e.f. 20.05.2017*

CHIEF FINANCIAL OFFICER	-	Shri Dinesh Agrawal
COMPANY SECRETARY & COMPLIANCE OFFICER	-	Ms. Vipenjeet Kaur Banger

Auditors:
M/s M. K. Shah & Associates
Chartered Accountants
City Plaza, 564 M.G. Road, IInd Floor
Chamber No. 207, Near Regal Square
Indore- 452001

Registrar and Share Transfer Agent:
M/s Ankit Consultancy Private Limited
60, Electronic Complex, Pardeshipura
Indore (M.P.) 452010
Tel.:+91-731-2551745-46,4065799, 3198601-602
Fax: +91-731-4065798,
Email – ankit_4321@yahoo.com

Bankers:
State Bank of India
Union Bank of India
Canara Bank
Andhra Bank

Branch:
Khasra No. 5/1, Gram Barlai Jagir,
Post- Kshipra, The. Sanwer,
Dist. Indore (M.P.) – 453771

Registered Office:
332/4/2, R.D. Udyog Nagar,
Palda Nemawar Road, Mathurawala's
Colony, Indore (M.P.) 452020
Tel.: +91-731-2439901-902-912
Website: www.sitashri.com
Email: info@sitashri.com
CIN: L15314MP1996PLC010741

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NOTICE

NOTICE is hereby given that Twenty First Annual General Meeting of the Members of the Company will be held on Friday, 29th September, 2017 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 and Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Twenty First 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 Financial Statements of the Company for the year ended on 31st March, 2017 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. Appointment of Statutory Auditor:

   To appoint the auditor of the Company, and to fix their remuneration.

   The Companies Act, 2013 ('the Act') was notified effective April 1, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors, M/s M.K. Shah & Associates, Chartered Accountants (ICAI Firm Registration No. 002077C M. No. 400-71199) have served the Company for over 6 years before the Act was notified and will be completing the maximum number of transitional period (three years) at the ensuing 21st AGM.

   The audit committee of the Company has proposed, the Board has recommended the appointment of M/s Dilip K Neema & Associates, Chartered Accountants (Firm registration number 005279C) as the statutory auditors of the Company. M/s Dilip K Neema & Associates, will hold office for a period of five consecutive years from the conclusion of the 21st Annual General Meeting of the Company till the conclusion of the 26th Annual General Meeting to be held in 2022. The first year of audit will be of the financial statements for the year ending March 31, 2018, which will include the audit of the quarterly financial statements for the year.

   Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as ordinary resolution :

   RESOLVED THAT, pursuant to Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 and other applicable provisions of the Act, if any and the rules framed thereunder, as amended from time to time, pursuant to the proposals of the audit committee of the Board and recommendation of the Board, M/s Dilip K Neema & Associates, Chartered Accountants (Firm registration number : 005279C) be and is hereby appointed as the statutory auditor of the Company, to hold office for a period of five consecutive years commencing from the financial year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors, and as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors."

AS SPECIAL BUSINESS:

4. **Appointment of Mr. Sunil Garg as an Independent 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 Ordinary Resolution:

   "RESOLVED That pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Mr. Sunil Garg (DIN No. 07645308), as an Independent Director of the Company who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 14th February, 2017 and may hold office of the independent Director for a term of 5 consecutive year commencing form 14th February 2017 to 13th February, 2022, whose period of office shall not be liable to determination by retirement of Directors by rotation."

RESOLVED FURTHER THAT Dinesh Agrawal, 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. **Appointment of Mr. Ankit Magare as an Independent 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 **Ordinary Resolution:**

"RESOLVED That pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Mr. Ankit Magare (DIN No. 07793276), as an Independent Director of the Company who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 20th May, 2017 and may hold office of the independent Director for a term of 5 consecutive year commencing form 20th May 2017 to 19th May, 2022, whose period of office shall not be liable to determination by retirement of Directors by rotation."

RESOLVED FURTHER THAT Dinesh Agrawal, 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."

6. **Appointment of Mr. Lucky Mevati as an Independent 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 **Ordinary Resolution:**

"RESOLVED That pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Mr. Lucky Mevati (DIN No. 07793340), as an Independent Director of the Company who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 20th May, 2017 and may hold office of the independent Director for a term of 5 consecutive year commencing form 20th May 2017 to 19th May, 2022, whose period of office shall not be liable to determination by retirement of Directors by rotation."

RESOLVED FURTHER THAT Dinesh Agrawal, 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."

7. **Appointment of Mrs. Archana Shukla as an Non-executive 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 **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) 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 Mrs. Archana Shukla, DIN (07821336), as a Non-executive Director of the Company who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 20th May, 2017, whose period of office shall be liable to determination by retirement of Directors by rotation."

RESOLVED FURTHER THAT Dinesh Agrawal, 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."

8. **To ratify the remuneration of the Cost Auditors for the financial year 2016-17** 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 2016-17 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 2016-17, amounting to Rs. 40,000/- (Rupees Forty Thousand Only) be and is hereby ratified and confirmed."

9. **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 Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 R.J. Marketing Limited(formerly known as Sita Shree Marketing Limited) and M/s M.R. Agro Overseas Limited(formerly known as 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 or accepting loan and availing or rendering of any services or taking loan 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, 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
Vipenjeet Kaur Banger
Company Secretary
ACS No.: 48685

Date: 28.08.2017
Place: Indore

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the special business to be transacted at the Annual General Meeting is annexed hereto.
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.**

   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.
3. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.

4. The register of members and transfer books of the Company shall remain closed from **<<24th day of September, 2017>> to <<29th day of September, 2017>> (both days inclusive)** for the purpose of Annual General Meeting.
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 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 and Clause 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
15. 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 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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).
16. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/ reappointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/ reappointment as required under the Companies Act, 2013 and the Rules thereunder.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to Registrar and Transfer Agents, M/s. Ankit Consultancy Private Limited, 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010.
18. Mr. Pratik Tripathi (FCS 5812), Partner of P. S. Tripathi and Associates, Practicing Company Secretaries shall act as Scrutinizer for conducting the E-voting process in a fair and transparent manner.
19. 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 09.00 A.M. (IST) on 26th Day of September, 2017> and ends on < upto 05.00 P.M. (IST) on 28th Day of September, 2017>.** 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 **<22nd Day of September, 2017>,** 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) • 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 and 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. • 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).

NOTE: PLEASE KEEP THE SEQUENCE NUMBER IN SAFE CUSTODY FOR FUTURE E-VOTING.

(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 **<Sita Shree Food Products Limited>** 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) 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.

(xx) **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 Corporate.
- 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) Mr. Pratik Tripathi (FCS 5812), Partner of P. S. Tripathi and Associates, Practicing Company Secretaries , having his office at 306, Manas Bhawan Extn., 11, R. N. T. Marg, Indore – 452 001, M. P., has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xxii) 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 **<22nd Day of September, 2017>,** 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. **<22nd Day of September, 2017>** 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 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.

(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	:	Vipenjeet Kaur Banger
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	:	0731-2439924

(J) (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

Vipenjeet Kaur Banger
Company Secretary
ACS No.: 48685

Date: 28.08.2017
Place: Indore

Explanatory Statement

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

For Item No. 4

To comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 149, 152, 160 of the Companies Act, 2013 and as per the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 14.02.2017 appointed Mr. Sunil Garg as an Additional Independent Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sunil Garg will hold office upto the date of ensuing AGM.

Mr. Sunil Garg S/o Rajendra Garg, Additional Independent Director, age 49 Years, is a Graduate. He is having 30 or more years business experience in Agro Commodity Market and related activities.

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 and parted the requisite amount of deposit proposing the candidature of Mr. Sunil Garg for the office of the Independent Director of the Company.

Mr. Sunil Garg does not hold any shares of the company. He shall be appointed as Independent Director of the company w.e.f. date of this meeting.

None of the Directors, Key Managerial Personnel or their relatives are interested in the above said resolution except Mr. Sunil Garg, himself 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

To comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 149, 152, 160 of the Companies Act, 2013 and as per the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 20.05.2017 appointed Mr. Ankit Magare as an Additional

Independent Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ankit Magare will hold office upto the date of ensuing AGM.

Mr. Ankit Magare S/o Gopal Magare, Additional Independent Director, age 26 Years old, is a Self employed. He is a young entrepreneur with bright and innovative ideas to do the business. He is having 3 or more years finance business experience and related activities.

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 and parted the requisite amount of deposit proposing the candidature of Mr. Ankit Magare for the office of the Independent Director of the Company.

Mr. Ankit Magare does not hold any shares of the company. He shall be appointed as Independent Director of the company w.e.f. date of this meeting.

None of the Directors, Key Managerial Personnel or their relatives are interested in the above said resolution except Mr. Ankit Magare, himself 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

To comply with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 149, 152, 160 of the Companies Act, 2013 and as per the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 20.05.2017 appointed Mr. Lucky Mevati as an Additional Independent Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Lucky Mevati will hold office upto the date of ensuing AGM.

Mr. Lucky Mevati S/o Ashok Mevati, Additional Independent Director, age 31 Years old, is a Self employed. He is a young entrepreneur with bright and innovative ideas to do the business. He is having 3 or more years finance business experience and related activities.

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 and parted the requisite amount of deposit proposing the candidature of Mr. Lucky Mevati for the office of the Independent Director of the Company.

Mr. Lucky Mevati does not hold any shares of the company. He shall be appointed as Independent Director of the company w.e.f. date of this meeting.

None of the Directors, Key Managerial Personnel or their relatives are interested in the above said resolution except Mr. Lucky Mevati, himself and your board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders in the interest of the Company.

For Item No. 7

As per the provisions of Section 152, 160 of the Companies Act, 2013 and the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 20.05.2017 appointed Mrs. Archana Shukla as a Non-Executive Director of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Archana Shukla will hold office upto the date of ensuing AGM.

Mrs. Archana Shukla D/o Gammu Dube, Additional Non-Executive Director, age 36 Years old, is a Housewife.

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 and parted the requisite amount of deposit proposing the candidature of Mrs. Archana Shukla for the office of the Non-Executive Director of the Company.

Mrs. Archana Shukla does not hold any shares of the company. She shall be appointed as Non-Executive Director of the company w.e.f. date of this meeting.

None of the Directors, Key Managerial Personnel or their relatives are interested in the above said resolution except Mrs. Archana Shukla, herself and your board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders in the interest of the Company.

For Item No. 8

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, 2017, 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 2016-17 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. 8 of the Notice for approval by the shareholders in the interest of the Company.

For Item No. 9

Section 188 of the Companies Act, 2013 read with rules 15, 16 and 6A of Companies (Meetings of Board and its Powers) Rules, 2014, wherever applicable prescribes certain procedure for approval of related party transactions and revised Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which has come into operation with effect from 01st of December, 2015, 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 requires any approval under section 188 of the Companies Act, 2013. But, pursuant to the provisions of revised Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sr. No.	Name of the Related Party	Relationship	Maximum Value of Transactions Per annum (Rs. In Crores) or	Nature and Material Terms/ Particulars of the contract arrangement
1.	M/s R.J. Marketing Limited (formerly known as 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 or acquiring loan and availing or rendering of any services or any other purpose as may be required
2.	M/s M.R. Agro Overseas Limited(formerly known as Sita Shree Overseas Limited)	Company in which relative is Director		
3.	M/s Usha Dall Mill	Proprietorship of Relative		
4.	M/s Kashiya Exports Private Limited	Group Company		
5.	M/s Anoop Foods Limited	Group Company		
6.	M/s Chandrika Trading Company	Proprietorship of Director		

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, 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 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, 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. 9 of the Notice for approval by the unrelated shareholders in the interest of the Company.

Details of Directors seeking appointment as required in terms of Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mr. Dinesh Agrawal*	Mr. Sunil Garg	Mr. Lucky Mevati	Mr. Ankit Magare	Mrs. Archana Shukla
Date of Birth	17.09.1954	18.05.1968	06.12.1985	09.03.1991	01.01.1981
Date of Appointment	14.10.1996	14.02.2017	20.05.2017	20.05.2017	20.05.2017
Qualification	B.Sc.	Graduate	High School (12th)	Matric (10th)	Matric (10th)
Brief Resume and Expertise in specific functional area	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.	Mr. Sunil Kumar Garg having 30 or more years business experience in agro commodity market.	Mr. Lucky Mevati is Self employed running his own business of finance from more than 3 years.	Mr. Ankit Magare is Self employed running the finance business.	Mrs. Archana Shukla is housewife.
No. of Shares held in the Company	282430	NIL	NIL	NIL	Nil
Directorships held in other companies (excluding private and foreign cos.)	Nil	Anoop Foods Limited	Nil	Nil	Nil
Memberships / Chairmanships of committees to the Board of other Public Companies (includes only Audit Committee and Stakeholders' Relationship Committee.	Nil	Anoop Foods Limited- Member	Nil	Nil	

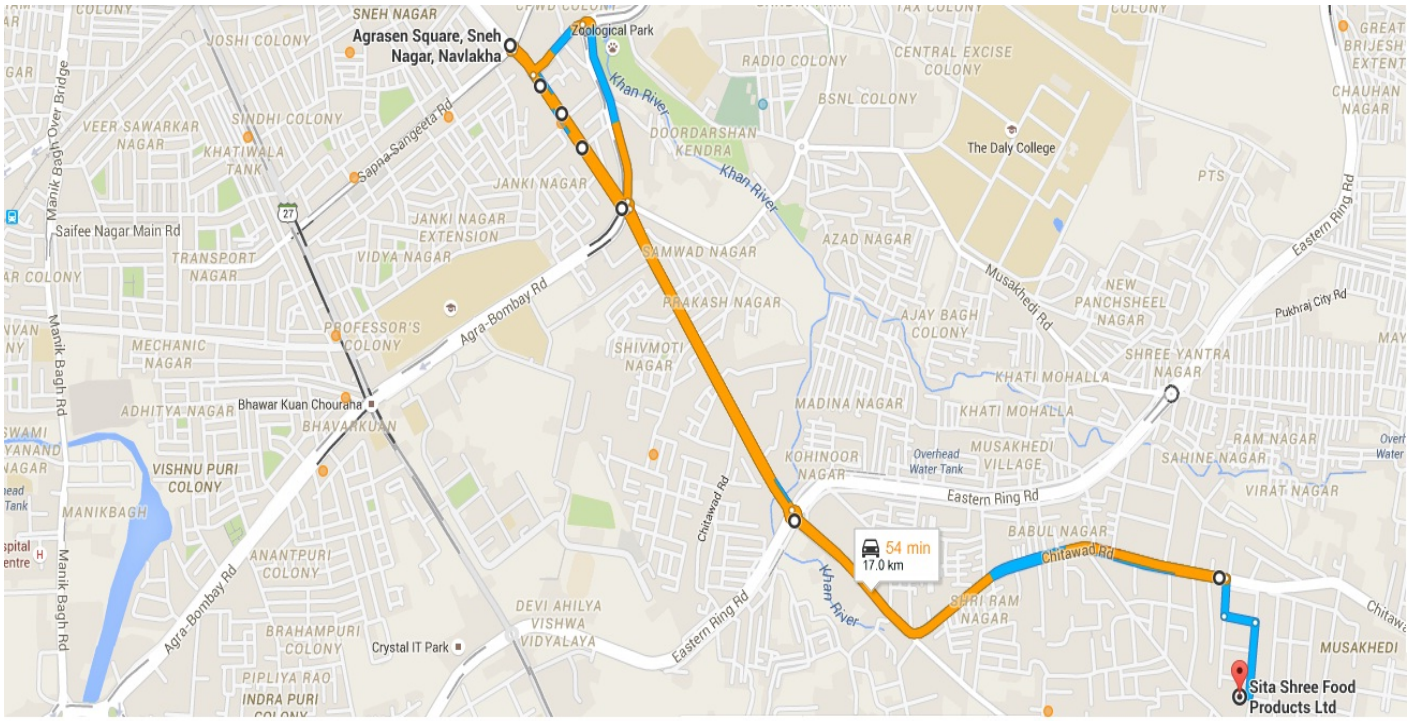
**** Retire by rotation.***

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

Vipenjeet Kaur Banger
Company Secretary
ACS No.: 48685

Date: 28.08.2017
Place: Indore

AGM VENUE ROUTE MAP



AGM VENUE:

332/4/2, R. D. UDYOG NAGAR,
PALDA, NEMAWAR ROAD,
INDORE (M.P.) – 452020

ROUTE GUIDANCE:

1. Easy Local Transit, Local Taxi (Mini Van) and Hired Cabs* available for reaching to Agrasen Square, Sneh Nagar, Navlakha, Indore From the following places:
    a. Airport,
    b. Railway Station,
    c. Sarvate Bus Stand and
    d. Navlakha Bus Stand

2. From Agrasen Square, Sneh Nagar, Navlakha, Indore you can easily reach R. D. Udyog Nagar, Palda, Nemawar Road, Indore (AGM Venue) via following modes of transit:
    a. Local Taxi (Mini Van) and Hired Cabs.