

NOTICE

Notice is hereby given that the Third Annual General Meeting of the Members of Modern Food Enterprises Private Limited (Formerly known as Nimman Foods Pvt Ltd) will be held on Monday, 25th day of September 2017 at Corporate office of Company i.e. 205, Vipul Plaza, Suncity, Sector-54, Golf Course Road, Gurugram-122002, Haryana at 10:30 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the audited Financial Statements comprising of the Balance Sheet as at 31st March 2017 and the Profit and Loss Account for the period ended 31st March 2017 and the Cash Flow Statement for the period ended on that date along with all the Schedules and Notes annexed thereto and the Report of the Board of Directors and Auditors thereon.
2. To Ratify the appointment of Statutory Auditor and fix their remuneration and, if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to section 139 and section 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of BSR & Co. LLP, Chartered Accountants, Firm Registration No. 101248W/W-100022 as statutory auditor of Company to hold office from conclusion of Second Annual General Meeting of the Company till the conclusion of Seventh Annual General Meeting on a remuneration as may be agreed upon by the Board of Directors and the Auditors, be and is hereby ratified."

BY ORDER OF THE BOARD



Aseem Soni
DIRECTOR

DIN: 07436184

10th June 2017

Place: Gurugram

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE

PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The instrument appointing proxy, as annexed herewith, in order to be valid must be duly filled in all respects and should be deposited at the registered office of the Company at Office No. 2, One Horizon Center, 14th Floor, Sector 43, Golf Course Road, Gurugram - 122002 not later than 48 hours before the commencement of the meeting. The proxy form shall be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
3. In terms of Section 105 of the Companies Act, 2013, the proxy so appointed shall not have right to speak at the meeting and shall not be entitled to vote except on a poll.
4. 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.
5. Every member entitled to vote at the meeting, or on any resolution to be moved there at, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days notice in writing of the intention so to inspect is given to the Company.
6. Corporate Members intending to send their authorized representatives are requested to send, to the Company, a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
7. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business mentioned in the Notice above (item No 3) to be transacted at the Meeting is annexed hereto and forms part of this Notice.
8. All documents referred to in the accompanying Notice and Explanatory Statement, are available for inspection at the registered office of the Company on all working days between 10.00 a.m. to 12.00 noon upto the date of Annual General meeting.
9. The Register of Contracts maintained under section 189 and other Registers shall be produced at the commencement of the meeting and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.
10. Shareholders seeking information with regard to accounts or any items of the business of this meeting are requested to write to the Company at least 3 days

before the meeting do as to enable the management to keep the information ready.

11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

ATTENDANCE SLIP

Venue of the meeting: 205, Vipul Plaza, Suncity, Sector-54, Golf Course Road,
Gurugram- 122002

Date & Time: Monday, 25th day of September 2017, at 10:30A.M.

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE
ENTRANCE OF THE MEETING VENUE**

Name:

Address:

Folio No.:

No. of shares held:

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 3rd Annual General Meeting of the Company held on Monday, 25th day of September 2017, 10:30 a.m. at 205, Vipul Plaza, Suncity, Sector-54, Golf Course Road, Gurugram- 122002.

Signature of Member / Proxy

Note:

1. Electronic copy of the Annual Report for 2017 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy of the Annual Report for 2017 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email ids are not registered with the Company or have requested for a hard copy.

Form No. MGT 11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Venue of the meeting: 205, Vipul Plaza, Suncity, Sector-54, Golf Course Road, Gurugram- 122002

Date & Time: Monday, 25th day of September 2017 at 10:30 a.m.

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

Name
Address
Folio No.
No. of shares held

I/We _____ of _____
_____ being a member/members of Modern Food Enterprises Private Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 2nd Annual General Meeting of the Company to be held on 10th July, 2017 at 10:30 am and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her _____ Registered address _____ Email _____ id _____ Signature _____

2. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her _____ Registered address _____ Email _____ id _____ Signature _____

3. Mr/Mrs _____ (Name & Signature of the Proxy) or failing him/her _____ Registered address _____ Email _____ id _____ Signature _____

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

S. No.	Resolution	For	Against
	Ordinary Resolution: -		
1	Adoption of audited Financial Statements (including consolidated financial statements) for the financial year ended March 31, 2017 and reports of the Board of Directors and the Auditors thereon.		
2	To Ratify the appointment of BSR & CO. LLP, chartered Accountant as statutory Auditor of the company.		

This is optional. Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature (s) of Member(s)

1. _____
2. _____
3. _____

Signed this ----- day of ----- 2017.

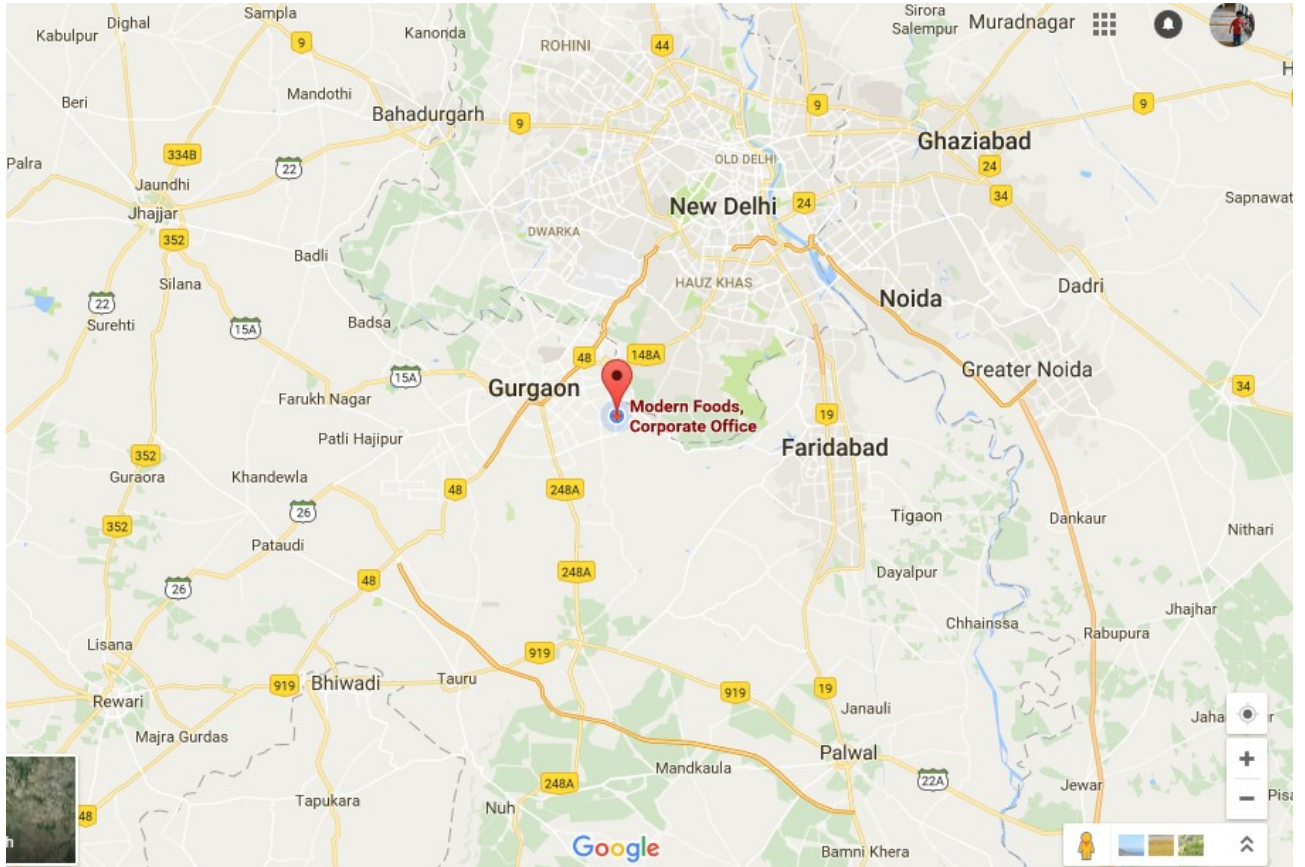
Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

Affix one
Rupee
Revenue
Stamp

ROUTE MAP



Modern Food Enterprises Private Limited (Formerly known as Nimman Foods Private Limited)

Corporate Office: 205, 2nd Floor, Vipul Plaza, Suncity, Sector 54, Golf Course Road, Gurugram, Haryana - 122 002

Registered Office: Office #2, One Horizon Centre, 14th Floor, Sector 43, Golf Course Road, Gurugram, Haryana - 122 002

T: +91- 124 - 4121 900 || E: info@modernfoods.co.in || www.modernfoods.co.in

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