

MAYANK CATTLE FOOD LIMITED
(Formerly Known as Mayank Cattle Food Private Limited)

(CIN NO.: L01210GJ1998PLC033969)

Regd. Off: R.S. No. 162, Rajkot Jamnagar Highway, Nr. Khandheri Stadium,

Vill. Naranka, Tal. Paddhari, Rajkot, Gujarat-360110

(M): 93777 79077 Email: info@mayankcattlefood.com

Website: www.mayankcattlefood.com

AGM NOTICE

Notice is hereby given that the 26th Annual General Meeting of the MAYANK CATTLE FOOD LIMITED (Previously known as MAYANK CATTLE FOOD PRIVATE LIMITED) will be held on Thursday, September 26, 2024 at 1.00 P.M. at the Registered Office of the Company Situated at R. S. No. 162, Rajkot Jamnagar Highway, Nr. Khandheri Stadium, Vill. Naranka, Tal. Paddhari, Dist. Rajkot 360110 India to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the Company for the year ended on 31st March, 2024 and the report of the Auditors and Directors thereon.
2. To appoint a Director in the place of Mr. Ankit Bharatbhai Vachhani (DIN: 07279064), who retires by rotation, and being eligible, offers himself for re-appointment as a director liable to retire by rotation.

SPECIAL BUSINESS:

3. To Ratify Cost Auditor's Remuneration:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 20,500/- (Rupees Twenty Thousand Five Hundred only) plus applicable taxes, travel and out-of-pocket and other expenses incurred in connection with the audit, as approved by the Board of Directors, payable to M/s Tadhani & Co., Cost Accountants (Firm Registration No. 003635) who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2025.”

4. To approve Addition in Object Clause of the Memorandum of Association of Company:

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

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to approval of Registrar of Companies, Ahmedabad, the approval of the members of the Company be and is hereby accorded to amend the Object Clause of the Memorandum of Association of the Company by inserting sub clause (2) after sub clause (1) of clause III (A) as follows:

"To Manufacturing & Trading of Cotton seed Oil, Maize oil, Cattle Food, Maize Cake, Agriculture Commodities and Products also providing service related to Ginning and Oil manufacturing industries."

RESOLVED FURTHER THAT the Board of Directors or/and Company Secretary be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

5. To take approval for granting loan to the Nanogen Agrochem Private Limited (subsidiary company) under section 185 of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs.10 Crores [Ten Crores Only] at a rate of interest of 10% per annum and upon such terms and conditions as may be mutually agreed upon/as per the draft Loan Agreement as placed before the Board duly initialed by the Chairman, at any point in time in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorised to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds/ documents/undertakings/agreements/ papers/ writings for giving effect to this Resolution.”

6. To approve revision in remuneration of Mr. Bharatkumar Popatlal Vachhani, Managing Director of the company (DIN: 00585375).

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

“**RESOLVED THAT** in accordance with the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), with the recommendation of Nomination and Remuneration Committee of the Board, and subject to other approvals, if any, the consent of the Company be and is hereby given for revision in remuneration of Mr. Bharatkumar Popatlal Vachhani, Managing Director from Rs. 30,00,000/- (Thirty Lakh Only) per annum to Rs. 50,00,000/- (Fifty Lakh Only) per annum with effect from 01.04.2024.

RESOLVED FURTHER THAT except for the above said revision in remuneration, all others terms and condition of his appointment as Managing Director of the company, as approved in the Shareholder Meeting of the company held on 24.07.2023 shall remain unchanged.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year Mr. Bharatkumar Popatlal Vachhani, shall be paid remuneration by way of salary, perquisites and other allowances as specified above as Minimum Remuneration, however restricted to the ceiling specified in the amended Section II of Part II of Schedule V of the Act as may be in force from time to time or alternatively, pay remuneration by way of salary, perquisites and other allowances subject to the approval of the Shareholder exceeding the ceiling limits prescribed in the amended of Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

7. To approve revision in remuneration of Mr. Ajay Popatlal Vachhani, Whole-time Director of the company (DIN: 00585290).

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

“RESOLVED THAT in accordance with the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), with the recommendation of Nomination and Remuneration Committee of the Board, and subject to other approvals, if any, the consent of the Company be and is hereby given for revision in remuneration of Mr. Ajay Popatlal Vachhani, Whole-time Director from Rs. 30,00,000/- (Thirty Lakh Only) per annum to Rs. 50,00,000/- (Fifty Lakh Only) per annum with effect from 01.04.2024.

RESOLVED FURTHER THAT except for the above said revision in remuneration, all others terms and condition of his appointment as Whole-time Director of the company, as approved in the Shareholder Meeting of the company held on 24.07.2023 shall remain unchanged.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year Mr. Ajay Popatlal Vachhani, shall be paid remuneration by way of salary, perquisites and other allowances as specified above as Minimum Remuneration, however restricted to the ceiling specified in the amended Section II of Part II of Schedule V of the Act as may be in force from time to time or alternatively, pay remuneration by way of salary, perquisites and other allowances subject to the approval of the Shareholder exceeding the ceiling limits prescribed in the amended of Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

For and on behalf of
MAYANK CATTLE FOOD LIMITED

Payalben Mrugesh Pandya
Company Secretary & Compliance Officer
Membership No. A53251

Date: 02.09.2024
Place: Rajkot

Registered Office:
R. S. No. 162, Rajkot Jamnagar Highway,
Nr. Khandheri Stadium, Vill. Naranka,
Tal. Paddhari, Dist. Rajkot 360110
CIN- L01210GJ1998PLC033969
E-Mail Id: info@mayankcattlefood.com
Phone Number: +91 93777 79077

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of company Secretaries of India in respect of Director seeking appointment/re-appointment at this AGM are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 proxy for any other person or shareholder.
4. The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution or authority as applicable.
5. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
7. Members/proxies/authorised representatives are requested to bring to the meeting necessary details of their shareholding and duly filled Attendance Slip enclosed herewith to attend the Meeting.
8. Members whose names are recorded in the Register of Members or in the Register of beneficial Owners maintained by the Depositories as on the Cut-off date i.e. September 13, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

9. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and Instructions including details of user id and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
11. The dividend on equity shares, if declared at the Meeting, will be credited/dispatched within a week from the conclusion of the Meeting to those members whose names appear on the Company's Register of Members on the Record Date fixed for the purpose; in respect of the shares held in dematerialised mode, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
12. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company/Company's Registrar and Transfer Agents, i.e. Cameo Corporate Services Limited.
13. Process and manner for Members opting for e-Voting are as under: -

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on 9.00 A.M (IST) of 22nd September, 2024 and ends on 5.00 P.M (IST) of 25th September, 2024. 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 13th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to

provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System My easi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful</p>

login through their Depository Participants (DP)	authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at :1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at :022-4886 7000 and 022-2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding share in Demat.	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant “**MAYANK CATTLE FOOD LIMITED**” on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@mayankcattlefood.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email/mobile no. are not registered with the company/depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 3 to 7 of the accompanying Notice dated 02.09.2024.

Item No. 3

The Board has, at its Meeting, approved the appointment of M/s. Tadhani & Co., Cost Accountants (FRN: 003635) as Cost Auditors of the Company at a remuneration of Rs. 20,500 (Rupees Twenty Thousand Five Hundred only) Plus GST for the Financial Year ending 31st March 2025. In accordance with the provisions of Section 148 of the Companies Act, 2013 (Act), read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March 2025.

None of the Directors, Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid matter.

The Board recommends the Ordinary Resolution set out at Item No. 03 of the Notice for approval by the Members.

Item No. 4

The Company, as per the provisions of Section 13 of the Companies Act, 2013 and the rules framed thereunder, shall not, except with the consent of Members by Special Resolution alter the Objects clause of its Memorandum of Association. A new Clause needs to be inserted under the Main Objects after Sub Clause 1 of clause III (A) as follows.

Sub Clause 2 of clause III (A) - *“To Manufacturing & Trading of Cotton seed Oil, Maize oil, Cattle Food, Maize Cake, Agriculture Commodities and Products also providing service related to Ginning and Oil manufacturing industries.”*

None of the Directors, Key Managerial Personnel of the Company, their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid matter.

The Board recommends the Special Resolution set out at Item No. 04 of the Notice for approval by the Members

Item No. 5

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the

"Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance to the Entities for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board recommends the Special Resolution set out at Item No. 05 of the Notice for approval by the Members

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item No. 6

Mr. Bharkumar Popatlal Vachhani acting as Managing Director of the Company since 01st July, 2023. At Extra Ordinary General Meeting of the Company held on 24th July, 2023, members have approved his re-designation as Managing Director for a further period of 3 years effective from 24th July, 2023.

Mr. Bharkumar Popatlal Vachhani has done Bachelor of Commerce from The Maharaja Sayajirao University of Baroda in the year 1985. Considering the contribution of Mr. Bharkumar Popatlal Vachhani and the progress made by the Company under his leadership and guidance in accordance with provisions of Sections 197, 198 and all other applicable provisions, if any, read with Schedule V of "the Act", the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 02nd September, 2024 approved and recommended for consideration by the Members, a revision in the remuneration of Mr. Bharkumar Popatlal Vachhani, Managing Director from Rs. 30,00,000/- (Thirty Lakh Only) per annum to Rs. 50,00,000/- (Fifty Lakh Only) per annum with effect from 01.04.2024.

In the event of absence or inadequacy of profit in any financial year Mr. Bharkumar Popatlal Vachhani, shall be paid remuneration by way of salary, perquisites and other allowances as specified above as Minimum Remuneration, however restricted to the ceiling specified in the amended Section II of Part II of Schedule V of the Act as may be in force from time to time or alternatively, pay remuneration by way of salary, perquisites and other allowances subject to the approval of the Shareholder exceeding the ceiling limits prescribed in the amended of Schedule V of the Act

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration of Mr. Bharkumar Popatlal Vachhani, Managing Director as decided by the Board of Directors is required to be approved by the Members at their meeting. Hence, consent of the members is being sought by way of Special Resolution.

Mr. Bharkumar Popatlal Vachhani and his relatives are interested in the Special Resolution set out at Item No. 6 of the Notice, which pertains to revision in remuneration of Mr. Bharkumar Popatlal Vachhani.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

The Board of Directors recommends the Special Resolution as set out under item No. 6 for approval by the Members of the company.

Item No. 7

Mr. Ajay Popatlal Vachhani acting as Whole-time Director of the Company since 24th July, 2023. At Extra Ordinary General Meeting of the Company held on 24th July, 2023, members have approved his re-designation as a Whole-time Director for a further period of 3 years effective from 24th July, 2023.

Mr. Ajay Popatlal Vachhani has done Bachelor of Commerce from H L College of Commerce, Ahmedabad in the year 1987. Considering the contribution of Mr. Ajay Popatlal Vachhani and the progress made by the Company under his guidance in accordance with provisions of Sections 197, 198 and all other applicable provisions, if any, read with Schedule V of "the Act", the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 02nd September, 2024 approved and recommended for consideration by the Members, a revision in the remuneration of Mr. Ajay Popatlal Vachhani, Whole-time Director from Rs. 30,00,000/- (Thirty Lakh Only) per annum to Rs. 50,00,000/- (Fifty Lakh Only) per annum with effect from 01.04.2024.

In the event of absence or inadequacy of profit in any financial year Mr. Ajay Popatlal Vachhani, shall be paid remuneration by way of salary, perquisites and other allowances as specified above as Minimum Remuneration, however restricted to the ceiling specified in the amended Section II of Part II of Schedule V of the Act as may be in force from time to time or alternatively, pay remuneration by way of salary, perquisites and other allowances subject to the approval of the Shareholder exceeding the ceiling limits prescribed in the amended of Schedule V of the Act

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration of Mr. Ajay Popatlal Vachhani, Whole-time Director as decided by the Board of Directors is required to be approved by the Members at their meeting. Hence, consent of the members is being sought by way of Special Resolution.

Mr. Ajay Popatlal Vachhani and his relatives are interested in the Special Resolution set out at Item No. 7 of the Notice, which pertains to revision in remuneration of Mr. Ajay Popatlal Vachhani.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution.

The Board of Directors recommends the Special Resolution as set out under item No. 7 for approval by the Members of the company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Ankit Bharatbhai Vachhani
Age	37 Years
Date of Birth	11.09.1987
DIN	07279064
Date of First Appointment on the Board	15.10.2015
Type of Appointment	Liable to Retire by Rotation
Terms and conditions of appointment or re-appointment	In terms of Section 152(6) of the Act, Mr. Ankit Bharatbhai Vachhani who was appointed as a director on 15 th October, 2015 is liable to retire by rotation at the Meeting.
Remuneration last drawn(Including Sitting Fees if any)	18,00,000 Per Annum
Remuneration proposed to be paid	NA
Qualification	He has completed Master of International Business Bachelor Degree in Commerce from La Trobe's University Australia.
Expertise in specific functional area	He is having more than 8 years of experience in the field of agro farming, Animal Health Care industry, Sales & Marketing and Client Retention. He has worked with Healthy Biosciences. Limited of the business. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies
Directorship held in other companies	NA
Memberships/Chair manships of Committees of other Companies	NIL
Relationship with other Director/s	He is Son of Mr. Bharat Vachhani, Nephew of Mr. Ajay Vachhani, Brother of Mr. Mayank Vachhani and Cousin Brother of Mr. Tanmai Vachhani.
The number of Meetings of the Board attended during the year	17
Number of Shares held in the Company	57,600

Name of Director	Mr. Bharatkumar Popatlal Vachhani
Age	60 Years
Date of Birth	04.04.1964
DIN	00585375
Date of First Appointment on the Board	21.04.1998
Type of Appointment	NA
terms and conditions of appointment or re-appointment	NA
Remuneration last drawn(Including Sitting Fees if any)	Rs. 30,00,000/- (Thirty Lakh) per annum
Remuneration proposed to be paid	Rs. 50,00,000/- (Fifty Lakh) per annum
Qualification	He has completed graduation in Bachelor of Commerce from The Maharaja Sayajirao University of Baroda.
Expertise in specific functional area	He is having more than 25 years of experience in the field of agro farming, Animal Health Care and Faucets Unit industry, Production, Sales & Marketing and Client Retention, as well as in the global Business Scenario. He is a leading entrepreneur in domestic cattle feed supplements and served in the growth of the business. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies.
Directorship held in other companies	NA
Memberships/Chair manships of Committees of other Companies	NIL
Relationship with other Director/s	He is Brother of Mr. Ajay Vachhani, Father of Mr. Mayank Vachhani and Mr. Ankit Vachhani and Uncle of Mr. Tanmai Vachhani.
the number of Meetings of the Board attended during the year	17
Number of Shares held in the Company	9,45,000

Name of Director	Mr. Ajay Popatlal Vachhani
Age	58 Years
Date of Birth	24.03.1966
DIN	00585290
Date of First Appointment on the Board	21.04.1998
Type of Appointment	NA
terms and conditions of appointment or re-appointment	NA
Remuneration last drawn(Including Sitting Fees if any)	Rs. 30,00,000/- (Thirty Lakh) per annum
Remuneration proposed to be paid	Rs. 50,00,000/- (Fifty Lakh) per annum
Qualification	He has completed graduation in Bachelor of Commerce from The Maharaja Sayajirao University of Baroda.
Expertise in specific functional area	He is having more than 25 years of experience in the field of agro farming, Animal Health Care and Faucets Unit industry, Finance, Taxation as in the global Business Scenario. He is a leading entrepreneur in domestic cattle feed supplements, Finance, Taxation. He has worked with Healthy Biosciences Limited. He looks after day-to-day routine operational activities of our Company and formulation of Finance, Taxation and Accounting strategies etc.
Directorship held in other companies	NA
Memberships/Chair manships of Committees of other Companies	NIL
Relationship with other Director/s	He is Brother of Mr. Bhartkumar Vachhani, Father of Mr. Tanmai Vachhani and Uncle of Mr. Mayank Vachhani and Mr. Ankit Vachhani.
the number of Meetings of the Board attended during the year	17
Number of Shares held in the Company	9,45,000

MAYANK CATTLE FOOD LIMITED

(Formerly Known as Mayank Cattle Food Private Limited)

(CIN NO.: L01210GJ1998PLC033969)

Regd. Off: R.S. No. 162, Rajkot Jamnagar Highway, Nr. Khandheri Stadium,

Vill. Naranka, Tal. Paddhari, Rajkot, Gujarat-360110

(M): 93777 79077 Email: info@mayankcattlefood.com

Website: www.mayankcattlefood.com

Attendance Slip for the 26th Annual General Meeting

(To be presented at the entrance)

26TH ANNUAL GENERAL MEETING ON

THURSDAY, SEPTEMBER 26, 2024, AT 01.00 P.M. (IST)

R. S. No. 162, Rajkot Jamnagar Highway, Nr. Khandheri Stadium,

Vill. Naranka, Tal. Paddhari, Dist. Rajkot 360110, Gujarat, India

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member: _____

Signature: _____

Name of the Proxy holder: _____

Signature: _____

I hereby record my presence at the 26th Annual General Meeting of the Company held on Thursday, September 26, 2024, at 01.00 P.M. IST at R. S. No. 162, Rajkot Jamnagar Highway, Nr. Khandheri Stadium, Vill. Naranka, Tal. Paddhari, Dist. Rajkot 360110, Gujarat, India.

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

MAYANK CATTLE FOOD LIMITED
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Vill. Naranka, Tal. Paddhari, Rajkot, Gujarat-360110

(M): 93777 79077 Email: info@mayankcattlefood.com

Website: www.mayankcattlefood.com

PROXY FORM

Name of the member (s):	E-mail Id:
	No. of shares held
Registered address:	Folio No.
	DP ID*.
	Client ID*.

* Applicable for investors holding shares in electronic form.

I/We being the member(s) of the above named Company hereby appoint:

S.No.	Name	Address	Email address	
1				or failing him
2				or failing him
3				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company on Thursday, 26th September, 2024 at 01.00 P.M at R. S. No. 162, Rajkot Jamnagar Highway, Nr. Khandheri Stadium, Vill. Naranka, Tal. Paddhari, Dist. Rajkot 360110, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolution	For	Against
1	To receive, consider and adopt the audited accounts of the Company for the year ended on 31st March, 2024 and the report of the Auditors and Directors thereon.		
2	To appoint a Director in the place of Mr. Ankit Bharatbhai Vachhani (DIN: 07279064), who retires by rotation, and being		

	eligible, offers himself for re-appointment as a director liable to retire by rotation.		
3	To Ratify Cost Auditor's Remuneration:		
4	To approve Addition in Object Clause of the Memorandum of Association of Company:		
5	To take approval for granting loan to the Nanogen Agrochem Private Limited (subsidiary company) under section 185 of the Companies Act, 2013:		
6	To approve revision in remuneration of Mr. Bhartkumar Popatlal Vachhani, Managing Director of the company (DIN: 00585375).		
7	To approve revision in remuneration of Mr. Ajay Popatlal Vachhani, Whole-time Director of the company (DIN: 00585290).		

** It is optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix Revenue Stamp

Signed this day of..... 2024

Signature of shareholder.....

Signature of Proxy holder(s) (1).....

Signature of Proxy holder(s) (2).....

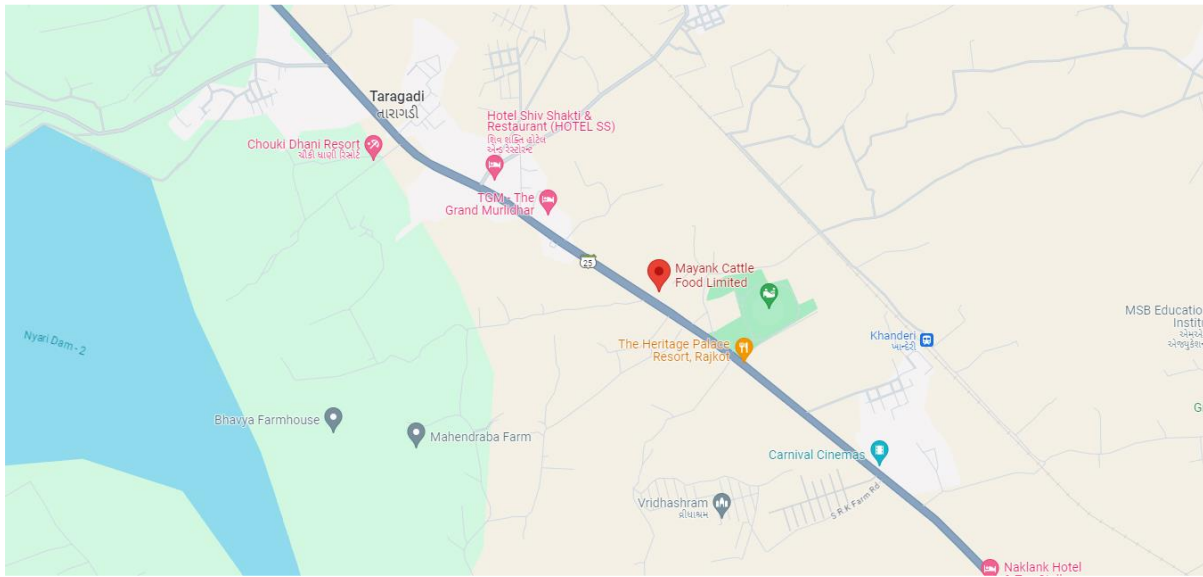
Signature of Proxy holder(s) (3).....

Notes:

- 1) 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.
- 2) A Proxy need not be a member of the company.
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

- 4) In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 5) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General Meeting.
- 6) Please complete all details including details of member(s) in above box before submission.

MAYANK CATTLE FOOD LIMITED - ROUTE MAP



Registered Office

R. S. No. 162, Rajkot Jamnagar Highway,
Nr. Khandheri Stadium, Vill. Naranka,
Tal. Paddhari, Dist. Rajkot 360110 India

Directions