

AN ISO 22000-2005 CERTIFIED COMPANY

AC

By Listing Centre

September 06, 2019

To,
Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

DATE: _____

Dear Sir,

Sub: Notice of 6th Annual General Meeting (AGM) and Annual Report 2018-19
Scrip Code: 540757

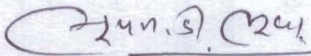
Pursuant to Regulations 30 and regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith the Notice of 6th Annual General Meeting with Annual Report for the financial year 2018-19, which is being dispatched / sent to the members by the permitted mode(s). The same will be made available on the website of the Company at www.sheetalicecream.com

You are requested to please take the same on your record.

Thanking you,

Yours faithfully,

For **SHEETAL COOL PRODUCTS LIMITED**



Bhupatbhai D Bhuva
MANAGING DIRECTOR
DIN : 06616061



Encl : As above



Notice of 6th Annual General Meeting

SHEETAL COOL PRODUCTS LIMITED

CIN: L15205GJ2013PLC077205

Registered Office: Plot No. 75-81, G.I.D.C. Estate, Amreli, Gujarat 365 601.

Phone : 02792-240 501 | www.sheelalicecream.com | info@sheetalicecream.com

NOTICE is hereby given that the 6th Annual General Meeting of the Members of SHEETAL COOL PRODUCTS LIMITED will be held at 1600 Hours on Saturday the 28th September, 2019, at Corporate House, 2nd Floor, Plot No. 84/1, G.I.D.C. Estate, Amreli, Gujarat 365601, to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 and the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Dakubhai J. Bhuva, (Din : 06616070) who retires by rotation and being eligible for re-appointment.
3. To consider and if thought fit, to pass, with or without modifications(s), the following resolution as an Ordinary resolution:

"RESOLVED THAT, pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. H.B. Kalaria & Associates, Chartered Accountants (ICAI registration No. 104571W), be and are hereby appointed as statutory auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting for the financial year 2019-20, on such remuneration as may be determined by the Audit Committee/Board of Directors of the Company in consultation with the auditors."

Special Business:

4. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force), a remuneration of Rs. 18,500 (Rupees Eighteen Thousand Five Hundred Only) plus Goods & Service Tax (GST) as applicable and reimbursement of actual travel and out-of-pocket expenses, for the Financial Year ending on 31st March, 2020, as fixed by the Audit Committee and approved by the Board of Directors of the company, to be paid to M/s Tadhani and Co., Cost Accountants (Registration Number 101837) for the conduct of the Cost Audit of the

Company's Milk products (CETA heading 0402), be and is hereby ratified and confirmed”

5.To consider and if thought fit, to pass with or without modification(s), the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 197, 188, Schedule V, other applicable provisions, if any, of the Companies Act, 2013, rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in the Memorandum of Association and Articles of Association of the Company and in pursuance of recommendation of the Nomination & Remuneration Committee of the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded to increase remuneration payable to Mr. Bhupatbhai D Bhuva, Managing Director (DIN : 06616061) of the Company, as per details given here below, with effect from 1st April, 2019:

Remuneration:

A. Salary per month: Rs.1,60,000/- (Rupees One Lac Sixty Thousands Only)

B. He shall be entitled to provident fund, superannuation fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the Rules of the Company.

C. Other Perquisites:

i. Mr. Bhupatabhai D Bhuva shall also be provided with Company maintained car with driver.

ii. The Company shall reimburse reasonable medical cost incurred by him, his wife and children either directly or through appropriate insurance.

iii. The Company shall make available to him telephone facility at his residence including cell phone to be used for the purposes of the business.

“RESOLVED FURTHER THAT the draft agreement to be entered into by the Company with Mr. Bhupatbhai D Bhuva, setting out the said increase in remuneration, be and is hereby initialed by the Chairman for the purpose of identification and which is hereby specifically approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'board') be and are hereby authorized to vary and/or modify the terms and conditions of the Agreement that may be entered as set out in the said draft agreement including remuneration payable to Mr. Bhupatbhai D Bhuva in such manner as may be agreed between the Board and Mr. Bhupatbhai D Bhuva and within the limits as prescribed in Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment there of which will be subject to the approval of shareholders at the General Meeting.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Bhupatbhai D Bhuva, the above referred remuneration shall be paid to Mr. Bhupatbhai D Bhuva as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V to the Companies Act, 2013”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby Authorized to do all things, deeds, acts as may be necessary in this regard.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 197, 188, Schedule V, other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in the Memorandum of Association and Articles of Association of the Company and in pursuance of recommendation of the Nomination & Remuneration Committee of the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded to increase remuneration payable to Mr. Dineshbhai D Bhuva, Whole Time Director (DIN : 06616078) of the Company, as per details given here below, with effect from 1st April, 2019:

Remuneration:

- A. Salary per month: Rs.1,50,000/- (Rupees One Lac Fifty Thousands Only)
- B. He shall be entitled to provident fund, superannuation fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the Rules of the Company.
- C. Other Perquisites:
 - i. Mr. Dineshbhai D Bhuva shall also be provided with Company maintained car with driver.
 - ii. The Company shall reimburse reasonable medical cost incurred by him, his wife and children either directly or through appropriate insurance.
 - iii. The Company shall make available to him telephone facility at his residence including cell phone to be used for the purposes of the business.

“RESOLVED FURTHER THAT the draft agreement to be entered into by the Company with Mr. Dineshbhai D Bhuva, setting out the said increase in remuneration, be and is hereby initialed by the Chairman for the purpose of identification and which is hereby specifically approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'board') be and are hereby authorized to vary and/or modify the terms and conditions of the Agreement that may be entered as set out in the said draft agreement including remuneration payable to Mr. Dineshbhai D Bhuva in such manner as may be agreed between the Board and Mr. Dineshbhai D Bhuva and within the limits as prescribed in Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment there of which will be subject to the approval of shareholders at the General Meeting.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Dineshbhai D Bhuva, the above referred remuneration shall be paid to Mr. Dineshbhai D Bhuva as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V to the Companies Act, 2013”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all things, deeds, acts as may be necessary in this regard.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 197, 188, Schedule V, other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in the Memorandum of Association and Articles of Association of the Company and in pursuance of recommendation of the Nomination & Remuneration Committee of the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded to increase remuneration payable to Mr. Sanjaybhai D Bhuva, Whole Time Director (DIN : 06616086) of the Company, as per details given here below, with effect from 1st April, 2019:

Remuneration:

- A. Salary per month: Rs.1,40,000/- (Rupees One Lac Forty Thousand Only)
- B. He shall be entitled to provident fund, superannuation fund, gratuity, retirement benefits, leave encashment and any other benefit & facilities as per the Rules of the Company.
- C. Other Perquisites:
 - i. Mr. Sanjaybhai D Bhuva shall also be provided with Company maintained car with driver.
 - ii. The Company shall reimburse reasonable medical cost incurred by him, his wife and children either directly or through appropriate insurance.
 - iii. The Company shall make available to him telephone facility at his residence including cell phone to be used for the purposes of the business.

"RESOLVED FURTHER THAT the draft agreement to be entered into by the Company with Mr. Sanjaybhai D Bhuva, setting out the said increase in remuneration, be and is hereby initialed by the Chairman for the purpose of identification and which is hereby specifically approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'board') be and are hereby authorized to vary and/or modify the terms and conditions of the Agreement that may be entered as set out in the said draft agreement including remuneration payable to Mr. Sanjaybhai D Bhuva in such manner as may be agreed between the Board and Mr. Sanjaybhai D Bhuva and within the limits as prescribed in Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof which will be subject to the approval of shareholders at the General Meeting."

"RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Sanjaybhai D Bhuva, the above referred remuneration shall be paid to Mr. Sanjaybhai D Bhuva as minimum remuneration and the same shall be subject to the limits as set out in Section II of Part II of Schedule V to the Companies Act, 2013"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all things, deeds, acts as may be necessary in this regard."

By Order of the Board of Directors
For SHEETAL COOL PRODUCTS LIMITED

Place: Amreli
Date: August 31, 2019

(Bhupatbhai D Bhuva)
MANAGING DIRECTOR

NOTES:

1. The relevant Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013, in respect of the special business is annexed hereto.
2. A statement giving the relevant details of the Directors seeking re-appointment is annexed hereto.
3. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a member of the Company. The proxy form duly completed and signed should be lodge with the Company at its Registered Office at least 48 hours before the time of the meeting.
4. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other person or shareholder.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
7. 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 at the Meeting.
8. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10.00 a.m. to 5.00 p.m. from the date of hereof up to the date of the Annual General Meeting.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 22rd September, 2019 to 28th September, 2019 (both days inclusive) for the purpose of 6th Annual General Meeting.
10. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the R&T Agents M/s. Karvy Fintech Private Limited, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad 500 032 or Plot No 75 to 81, G.I.D.C. Estate, Amreli 365601. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).

11. Equity shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
12. Voting through electronic means: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (LODR) Regulation 2015, the Company is pleased to offer e-voting facility to its members in respect of the business to be transacted at the 6th Annual General Meeting (AGM). The Company has engaged the service of Karvy Fintech Private Limited as authorized agency to provide e-voting facilities. The instructions for remote e-voting are as under:
 - A. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.
 - B. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - C. For this purpose, the Company has engaged the services of Karvy Fintech Private Limited as the Authorised Agency (Service provider) to provide e-voting facilities. The manner of carrying out e-voting are provided herein below.
 - D. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Saturday, September 21, 2019.
 - E. The Board of Directors has appointed Mr. Viral Thakrar, Proprietor Thakrar & Associates, Practicing Company Secretary (Membership No. ACS46235 and Certificate of Practice No. 16856), as a Scrutinizer to scrutinize the process of remote e-voting and voting at the venue of the meeting in a fair and transparent manner.
 - F. A person, whose name is 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 21, 2019 only shall be entitled to avail the facility of remote e-voting /voting at the meeting through Ballot Papers.
 - G. The Scrutinizer shall immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock 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 submit a consolidated Scrutinizers Report of the total votes cast in favor of or against, if any, not later than two (2) days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result if the voting forthwith.
 - H. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favor of the Resolutions.

Please read the instructions given below before exercising the vote. The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.sheetalicecream.com and that of the Service provider "Karvy" at www.evoting.karvy.com.

The instructions for the Shareholders for remote e-voting are as under:

- i. The remote e-Voting will be kept open from Wednesday, September 25, 2019 from 09.00 a.m. (IST) till Friday, September 27, 2019 up to 5.00 p.m. (IST).
- ii. Launch internet browser by typing the URL: <https://evoting.karvy.com>
- iii. Enter the login credentials (i.e. User ID and password mentioned above). Your Folio No. /DP ID- Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	<p>For Members holding shares in Demat Form:-</p> <p>a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID</p> <p>b) For CDSL:- 16 digits beneficiary ID</p> <p>For Members holding shares in Physical Form: - Event no. followed by Folio Number registered with the company</p>
Password	Your Unique password is printed in this communication/ or sent via email along with the Notice sent in electronic form.
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iv. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.

v. After entering these details appropriately, click on "LOGIN".

vi. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

vii. You need to login again with the new credentials.

viii. On successful login, the system will prompt you to select the E-Voting Event Number for Sheetal Cool Products Limited.

- ix. On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number of shares held, "FOR" and partially "AGAINST" but the total number of shares mentioned both "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- x. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- xi. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- xii. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xiii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xiv. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: thakrarassociates@yahoo.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
- xv. In case a person has become a member of the Company after dispatch of the AGM Notice but on or before the cut-off date i.e. Saturday, September 21, 2019 may write to Karvy on the email id einward.ris@karvy.com or to Mr. Rajeev Kumar contact no 040-67161524 at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500 032, requesting for the user id and password. After receipt of the same , please follow all the steps as from 1 to 7 as mentioned above to cast the vote.
- xvi. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
- xvii. In case of Members receiving physical copy of the AGM Notice by Courier [for Members whose email IDs are not registered with the Depository Participant(s)]:
 - (a) User ID and initial password as provided in cover slip.
 - (b) Please follow all steps from Sr. No. (1) to (7) as mentioned above, to cast your vote.
- xviii. The remote e-voting period commences on Wednesday, September 25, 2019 at 09:00 A.M. and ends on Friday, September 27, 2019 at 5:00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Saturday, September 21, 2019, may cast their vote by electronic means in the manner and process set out hereinabove. The evoting module shall be disabled for voting thereafter.

- xix. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- xx. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the AGM through Ballot Papers.
- xxi. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com> or contact Mr. Rajeev Kumar, Contact No. 040-67161524 at Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
- xxii. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.sheetalicecream.com) and on Karvy's website (<https://evoting.karvy.com>) after communication of the same to the BSE Limited.
13. To ensure correct identity of the members for the smooth conduct of the Annual General Meeting, each Member and Proxy Holder attending the meeting is expected to bring with him/her an appropriate photo ID document like a Driving License, Passport, and Voter ID Card.
14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
15. Members having any questions on accounts are requested to send their queries at least 10 days in advance to the Company at its Registered Office address to enable the Company to collect the relevant information.

By Order of the Board of Directors
For SHEETAL COOL PRODUCTS LIMITED

Place: Amreli
Date: August 31, 2019

(Bhupatbhai D Bhuva)
MANAGING DIRECTOR

EXPLANATORY STATEMENT
(Pursuant to section 102(2) of the Companies Act, 2013)

In conformity with the provisions of Section 102(2) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

Item No. 3 of Ordinary Business:

The Board of directors at their meeting held on August 31, 2019 after receiving recommendation from Audit Committee, have recommended appointment of M/s. H.B. Kalaria, Chartered Accountants (FRN: 104571W) to shareholder for approval.

Brief Profile of Statutory Auditor:

M/s. H.B. Kalaria & Associates, is a Rajkot based Chartered Accountants firm which was established in 1988 (FRN: 104571W) with the vision of Mr. Hasmukh B. Kalaria, FCA, LLB, B.Com, to provide an entire suite of services to their clients.

30 years later, they are providing a wide range of quality services to many clients from their office located in Rajkot. Services they provide include:

1. Auditing, Assurance and Attestation Services
2. Financial Consulting Services
3. Direct Taxation Consulting Services
4. Management Consulting Services
5. Subsidy Related Consulting Services
6. Corporate Compliance Services
7. Indirect Tax Compliance Services

Their client roster includes listed companies, public limited companies, private limited companies, LLPs, partnerships and proprietorships from industries such as engineering, automobiles, rubber, natural resources, food processing, packaging, textiles, construction etc.

The Board of Directors recommend passing of the Ordinary Resolution as set out in this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the passing of the Resolutions set out at Item No. 3.

Item No. 4 of Special Business:

Pursuant to provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on 31st August, 2019, the Board has considered and approved appointment of M/s Tadhani and Co., Cost Accountants (Registration Number 101837), for the conduct of the Cost Audit of the Company's Milk products (CETA heading 0402) at a remuneration of Rs. 18,500 plus Goods & Service Tax (GST) as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2020.

The Board recommends the resolution set out at Item No. 4 of the Notice for the approval and ratification by the members in terms of Section 148 of the Companies Act, 2013, as Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the passing of the Resolutions set out at Item No. 4.

Item No. 5 of Special Business:

Mr. Bhupatbhai D Bhuva, Managing Director, having Director identification number. 06616061 has been appointed by Board of Directors meeting held on 5th September, 2017 as Managing Director for a period of three years beginning from 5th September, 2017 and approved by shareholders at Annual General Meeting of the Company held on 23rd September, 2017.

Mr. Bhupatbhai D Bhuva, Managing Director of the Company takes care of Human Resource and Industrial Relations of the Company. He has excellent administrative and leadership skills and also leading the market expansion strategy of the Company specifically in creating new and existing product line.

The remuneration is in consonance with the remuneration being paid by Companies of similar size in the Industry with respect to experience of the appointee. Further, details such as financial performance, export performance of the Company, components of the remuneration package of Directors, are given in Directors' Report as well as Report on Corporate Governance.

The Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on Thursday, 30th May, 2019 have approved the increase in remuneration payable to Mr. Bhupatbhai D Bhuva with effect from 1st April, 2019.

Accordingly, the Board of Directors recommend passing of the Special Resolution as set out in this Notice.

Except Mr. Bhupatbhai D Bhuva, being the proposed beneficiary, Mr. Dineshbhai D Bhuva, Mr. Sanjaybhai D Bhuva and Mr. Dakubhai J Bhuva no other director or Key Managerial Personnel including their relative is concerned and/or interested in this Resolution.

Item No. 6 of Special Business:

Mr. Dineshbhai D Bhuva, Whole Time Director, having Director Identification number. 06616078 has been appointed by Board of Directors meeting held on 5th September, 2017 as Whole Time Director for a period of three years beginning from 5th September, 2017 and approved by shareholders at Annual General Meeting of the Company held on 23rd September, 2017.

Mr. Dineshbhai D Bhuva, Whole Time Director of the Company has excellent administrative, team work and leadership skills. He looks after expansion strategy of the Company for developing smiley parlor and dealership for Sheetal Ice Cream.

The remuneration is in consonance with the remuneration being paid by Companies of similar size in the industry with respect to experience of the appointee. Further, details such as financial performance, export performance of the Company, components of the remuneration package of Directors, are given in Directors' Report as well as Report on Corporate Governance.

The Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on Thursday, 30th May, 2019 have approved the increase in remuneration payable to Mr. Dineshbhai D Bhuva with effect from 1st April, 2019.

Accordingly, the Board of Directors recommend passing of the Special Resolution as set out in this Notice.

Except Mr. Dineshbhai D Bhuva, being the proposed beneficiary, Mr. Bhupatbhai D Bhuva, Mr. Sanjaybhai D Bhuva and Mr. Dakubhai J Bhuva no other director or Key Managerial Personnel including their relative is concerned and/or interested in this Resolution.

Item No. 7 of Special Business:

Mr. Sanjaybhai D Bhuva, Whole Time Director, having Director identification number. 06616086 has been appointed by Board of Directors meeting held on 5th September, 2017 as Whole Time Director for a period of three years beginning from 5th September, 2017 and approved by shareholders at Annual General Meeting of the Company held on 23rd September, 2017.

Mr. Sanjaybhai D Bhuva, Whole Time Director of the Company having excellent skills in making new flavor ice cream and namkeen products. He has expertise in making products with good quality with best taste. He looks after the whole manufacturing activities of the Company and helps to develop new products as per market requirements.

The remuneration is in consonance with the remuneration being paid by Companies of similar size in the industry with respect to experience of the appointee.

The Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on Thursday, 30th May, 2019 have approved the increase in remuneration payable to Mr. Sanjaybhai D Bhuva with effect from 1st April, 2019.

Accordingly, the Board of Directors recommend passing of the Special Resolution as set out in this Notice.

Except Mr. Sanjaybhai D Bhuva, being the proposed beneficiary, Mr. Bhupatbhai D Bhuva, Mr. Dineshbhai D Bhuva and Mr. Dakubhai J Bhuva no other director or Key Managerial Personnel including their relative is concerned and/or interested in this Resolution.

By Order of the Board of Directors
For SHEETAL COOL PRODUCTS LIMITED

Place: Amreli
Date : August 31, 2019

(Bhupatbhai Bhuva)
MANAGING DIRECTOR

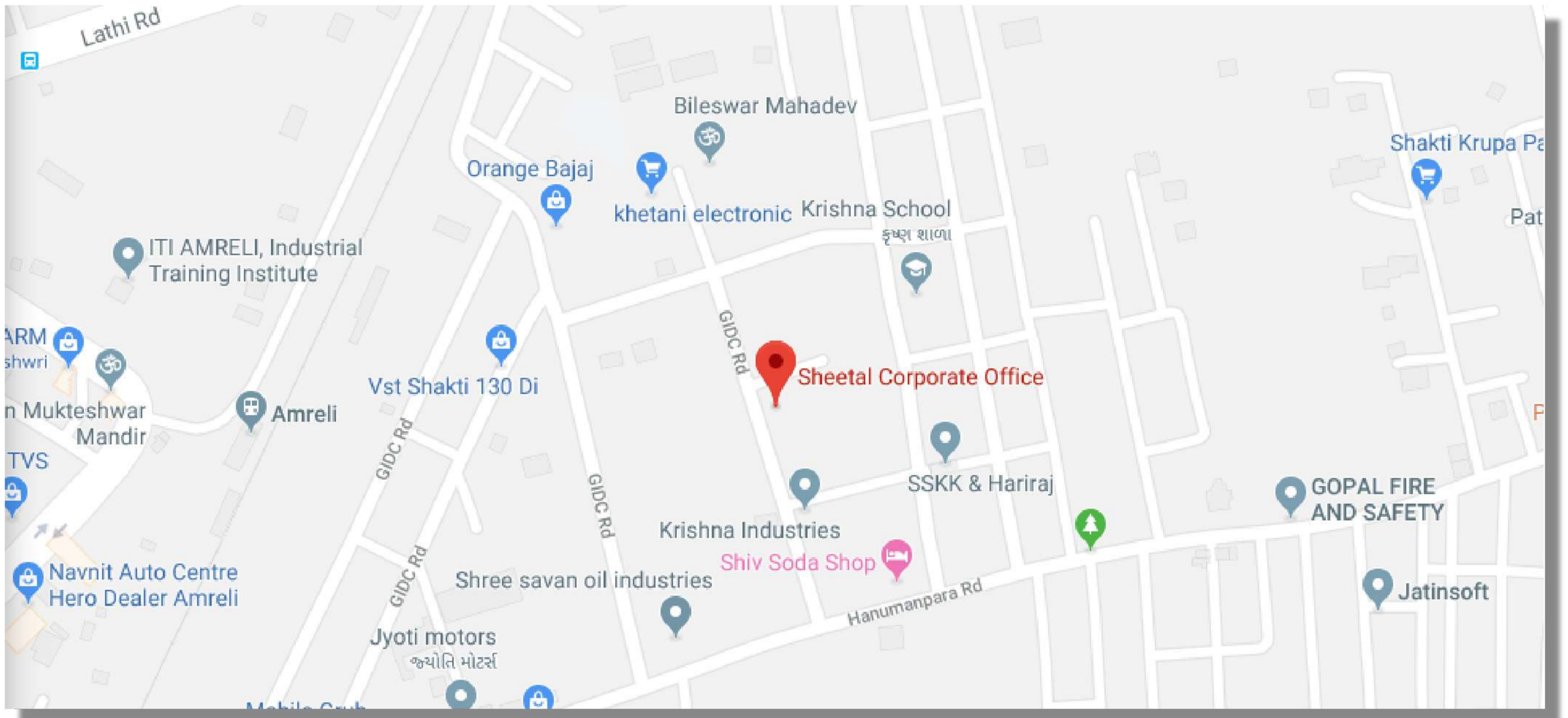
ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Directors seeking re-appointment at the 6th Annual General Meeting

(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)

Name of the Director	Mr. Dakubhai J Bhuva D (DIN No. 06616070)
Date of Birth	01.06.1954
Nationality	Indian
Date of Appointment on Board	14..10.2013
Qualification	Under Matriculate
Experience	He is the founder of Sheetal Brand. He is the visionary person behind the success of the company.
Shareholding	He holds 5,06,250 Equity Shares (4.82%) in the Company.
Terms and conditions of appointment or re-appointment along with details of remuneration	-
Remuneration last drawn	Rs. 16,000/- during financial year 2018-19
No. of Meetings of the Board attended during the year	Eight meetings attended out of Eight meetings held during the Financial Year 2018-19.
Directorships of other Companies	NIL
Membership/ Chairmanship of Committees of other Companies	No Memberships / Chairmanships of Committees of other Companies.
Mr. Dakubhai J Bhuva being father of all three sons, Mr. Bhupatbhai D Bhuva, Mr. Dineshbhai D Bhuva and Mr. Sanjaybhai D Bhuva.	

**ROUTE MAP TO THE VENUE OF 6TH AGM OF SHEETAL COOL PRODUCTS LIMITED TO
BE HELD ON SATURDAY, 28TH SEPTEMBER, 2019**



SHEETAL COOL PRODUCTS LIMITED

Registered Office: Plot No 75-81 G.I.D.C. Estate, Amreli, Gujarat, India 365 601.

FORM NO. MGT-11 - PROXY FORM

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

Name & Address of the Shareholder: (In BLOCK Letters)			
Email ID:			Folio No.:
No. of shares held:			DP ID – Client ID:

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

1.	Name:		
	Address:		
	E-mail ID:	Signature:	

Or failing him/her

2.	Name:		
	Address:		
	E-mail ID:	Signature:	

Or failing him/her

3.	Name:		
	Address:		
	E-mail ID:	Signature:	

as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2019 at 1600 hours at Corporate Office, Plot No. 84/1, G.I.D.C. Estate, Amreli, Gujarat 365601 and at any adjournment thereof in respect of all resolutions proposed to be passed therein as under:

SHEETAL COOL PRODUCTS LIMITED

Regd. Office : Plot No. 75-81, G.I.D.C. Estate, Amreli, Gujarat, India 365 601.

ATTENDANCE FORM

Name of Shareholder		
Number of Equity Shares held		
Folio Number		
If Demat Shares	DP ID	
	Client ID	

I hereby record my presence at the 6th Annual General Meeting of the Company at Corporate Office, Plot No. 84/1, G.I.D.C. Estate, Amreli, Gujarat 365601 at 1600 hours on September 28, 2019.

Signature of the attending Member/Proxy	
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Note:

1. A Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand it over at the entrance duly signed.
2. He/She is advised to bring along a copy of the Annual Report to the meeting for reference.

Resolution No.	Resolution(s)	Vote	
		For	Against
Ordinary Business			
1	To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the Report of the Board of Directors' and Auditors' thereon		
2	To appoint a Director in place of Mr. Dakubhai J Bhuva, Director Identification Number 06616070, who retires by rotation and being eligible offers himself for re-appointment.		
3	To reappoint , M/s. H. B. Kalaria & Associates, Chartered Accountants (ICAI registration No. 104571W) as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company.		
Special Business			
4	To ratify remuneration payable to M/s Tadhani & Co, Cost Accountants (Registration No. 101837) for the conduct of the Cost Audit of the Company's Milk products (CETA heading 0402) for the financial year 2019-20.		
5	To increase in remuneration payable to Mr. Bhupatbhai D Bhuva (DIN No. 06616061), Managing Director with effect from 1st April, 2019.		
6	To increase in remuneration payable to Mr. Dineshbhai D Bhuva (DIN No. 06616078), Whole Time Director with effect from 1st April, 2019.		
7	To increase in remuneration payable to Mr. Sanjaybhai D Bhuva (DIN No. 06616086), Whole Time Director with effect from 1st April, 2019.		

Signed on this day of 2019 Signature of shareholder:

Affix One Rupee Revenue Stamp

Signature of Proxy holder(s):

Signature across
Revenue Stamp

Affix One Rupee
Revenue Stamp

Note:

1. The Proxy must be lodged at the Regd. Office of the Company mentioned as above, not less than 48 hours before the time of the Annual General Meeting.
2. The Proxy need not be a Member of the Company.
3. In 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. This 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.

For Office Use Proxy No.:	Date of Receipt:
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