

KUMAR FOOD INDUSTRIES LIMITED

Regd. Office : 71/1, Siraspur, Delhi - 110042 (INDIA)

Phone : +91-11- 27357808 Fax : +91-11- 47055499

Email : info@kumarfood.com Website : www.kumarfood.com

CIN : L15310DL1991PLC043456

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Kumar Food Industries Limited will be held on Tuesday, 15th November, 2016 at 12.30 P.M. at 11th Floor, Pearls Business Park, Netaji Subhash Place, Pitampura, New Delhi-110034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2016 and the Balance Sheet as on that date and the Reports of the Director's & Auditor's thereon.

2. To appoint a Director in place of Mr. Kewal Krishan Kumar (holding DIN:00042504), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

3. To re-appoint Statutory Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 & the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Raman Bhuraria & Associates, Chartered Accountants, (Reg. No. 009103N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, till the conclusion of the Twenty Sixth Annual General Meeting of the Company to be held in the year 2017, at such remuneration plus Service Tax and reimbursement of out of pocket expenses etc. incurred by them for the purpose of audit as may be decided by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS:


4. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution for regularization of Additional Director, Ms. Manju Sharma

"RESOLVED THAT pursuant to the provisions of section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder , Ms. Manju Sharma who was appointed as an Additional Director on the Board of the Company with effect from June 20th, 2016 in terms of Section 161 of the Companies Act, 2013 and the Article of Association of the Company and who holds the office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing under

Sec 160 of Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company”.

Date: 05.10.2016
Place: New Delhi

By Order of the Board of Directors
For KUMAR FOOD INDUSTRIES LIMITED



Rahul Thakur
Company Secretary
PAN: ALXPT1553B

NOTES:

a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT TO BE A MEMBER OF THE COMPANY

A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies submitted on behalf of the Companies must be supported by an appropriate resolution/authority, as applicable. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith.

b) The Register of Members and Share Transfer Books of the Company will remain closed from wednesday, 09th November, 2016 to Tuesday, 15th November, 2016. (Both days inclusive)

c) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting) and for which purpose the Company has engaged the services of NSDL. The Board of Directors of the Company has appointed Mr. Dinesh Aggarwal, Practicing Chartered Accountant (Membership No. 532728), as the Scrutinizer for this purpose.

d) For those Members who do not cast their votes by remote e-voting prior to the AGM will vote through Ballot Process or Poll at the AGM. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.

e) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 11th November, 2016 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting.

f) Members are requested to intimate immediately change of address, if any, to the Company's Registrar & Transfer Agents or Depository Participant, as the case may be.

g) Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/ Proxies should bring the attendance slip to the Meeting duly filled in, for attending the Meeting.

h) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.

i) Corporate Members intending to send their authorised representatives to attend the AGM are required to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote at the AGM on their behalf.

j)The notice of the AGM along with the copies of the Annual Report 2016, instructions for remote e-voting, attendance slip and proxy form are being sent by the permitted mode to the members.

k) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A.M. to 6.00 P.M.) on any working day upto and including the date of the Annual General Meeting of the Company.

The procedure with respect to **remote e-voting** is provided below: -

I. In case of Members who receive the Notice in electronic mode:

- (a) Open the e-mail and the PDF file viz. '**KFI e-voting.pdf**' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the URL: **<https://www.evoting.nsdl.com/>** and click on **Shareholder – Login**'.
- (c) Insert user ID and password as initial password stated in (a) above. Click on '**Login**'.
- (d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits / characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- (e) Home page of remote e-voting opens. Click on '**e-voting: Active E-voting Cycles**' and select the Electronic Voting Event Number (EVEN) of Kumar Food Industries Limited.
- (f) Now you are ready for remote e-voting as '**Cast Vote**' page opens.
- (g) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- (h) Thereafter the message '**Vote cast successfully**' will be displayed.
- (i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at **cadineshaggarwal84@gmail.com** with a copy marked to NSDL's e-mail ID **evoting@nsdl.co.in**.

II. In case of Members who receive the Notice by post:

- (a) User ID and initial password is provided in the admission slip for the AGM. (b) Please follow the steps from Sl. Nos. (b) to (i) mentioned in (I) above, to cast your vote.

III. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (I) above, to cast your vote.

IV. Those who become Members of the Company after dispatch of the AGM Notice but on or before 11th November, 2016 (cut-off date) may write to NSDL at **evoting@nsdl.co.in** or to the Company at **cs@kumarfood.com** requesting for user ID and password. On receipt of user ID and password, the steps from Sl. Nos. (b) to (i) mentioned in (I) above should be followed for casting of vote. However, those

Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login.

V. In case of any queries, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com. You may also send your queries to the e-mail ID cs@kumarfood.com.

VI. The period for remote e-voting starts at 5.00 p.m. on 12th November, 2016 and ends at 5.00 p.m. on 14th November, 2016. Remote e-voting will be blocked by NSDL at 5.00 p.m. on 14th November, 2016.

VII. General Information

(a) Every Client ID No. / Folio No. will have one vote, irrespective of the number of joint holders.

(b) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall counter sign the same.

(c) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kumarfood.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to Metropolitan Stock Exchange of India Limited (Formerly known as MCX Stock Exchange Limited), where the shares of the Company are listed.

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

Item No 5

Ms. Manju Sharma was appointed as an Additional Director with effect June 20th, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company and holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing candidature of Ms. Manju Sharma for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board feels that presence of Ms. Manju Sharma on the Board is desirable and would be beneficial to the company and hence recommend above Board resolution for adoption. None of the Directors, except Ms. Manju Sharma is any way concerned or interested in the said resolution.


The Board recommends above resolutions to be passed as an ordinary resolution.

INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER SEBI (LODR) Regulations, 2015.

Particulars	Mr. Kewalkrishankumar
Date Of Birth	05.10.1953
Date of Appointment	13.03.1991
Expertise in specific functional area	Wide Business experience across a variety of Industries
Directorship held in other Companies	<ul style="list-style-type: none"> • Shakti Bhog Foods Limited • Shakti Bhog Snacks Limited • Dash Exports Private Limited • Goal Securities and Credits Limited • Sumesh Financiers Private Limited • Bkano Foods Private Limited • V.M. Agro Private Limited
Membership /- Chairmanships of Committees of other public Companies (Includes only Audit Committee and Stakeholders Relationship Committee)	3
Number of shares Held in the Company	Nil

Date: 05.10.2016
Place: New Delhi

By Order of the Board of Directors
For KUMAR FOOD INDUSTRIES LIMITED


 Rahul Thakur
 Company Secretary
 PAN: ALXPT1553B

Proxy Form

Form No. MGT-11

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

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id :

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

1. Name:
Address:
E-mail Id:
Signature:, or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company at 11TH FLOOR, PEARLS BUSINESS PARK, NETAJI SUBHASH PLACE, PITAMPURA, NEW DELHI- 110034 at 12.30 P.M. on TUESDAY, NOVEMBER15, 2016and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1.....
2.....
3.....
4.....

Signed this..... day of..... ..2016

Signature of shareholder

Signature of Proxy holder(s)

Affix Re. 1/- Revenue Stamp

Notes:

1. The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.
2. Company reserves the right to ask for identification of the proxy.
3. Proxy cannot speak at the meeting or vote on show of hands.

ATTENDANCE SLIP

DP ID*

Folio No.

Client ID*

No. of Shares

Name of the Shareholder:

I hereby record my presence at the 25th Annual General Meeting at 11TH FLOOR, PEARLS BUSINESS PARK, NETAJI SUBHASH PLACE, PITAMPURA, DELHI- 110034 at 12.30 P.M. on TUESDAY, 15TH NOVEMBER, 2016

Signature of the Shareholder/Proxy

Notes:

1. Member/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. Member/Proxy holder desiring to attend the meeting should bring his/her Copy of the Annual Report for reference at the meeting.

KUMAR FOOD INDUSTRIES LIMITED
CIN L15310DL1991PLC043456
(Regd. Office: 71/1, SIRASPUR DELHI -110042, Ph. No.011- 273587808)

Sr. No.:

Registered Folio No/DP ID No/ Client ID No:
No of share(s) held:

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Dear Member,

Subject: Voting through Electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 & Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 25th Annual General Meeting of the company to be held on Tuesday, 15th November 2016 at 12.30 P.M.. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility.

E-voting facility is available at the link www.evoting.nsdl.com

The e-voting particulars are set out below:

<i>EVEN (E-Voting Event No.)</i>	<i>USER ID</i>	<i>PASSWORD/PIN</i>

The e-voting facility will be available during the following voting period:

<i>Commencement of e-voting</i>	<i>12th November, 2016 at 5.00 P.M.</i>
<i>End of e-voting</i>	<i>14th November, 2016 at 5.00 P.M.</i>

Please read the instructions printed overleaf before exercising the vote electronically.

These details and instructions form integral part of the Notice of the 25th Annual General Meeting to be held on 15th November, 2016. The cut-off date (i.e. the record date) for the purpose of e-voting is 11th November, 2016.

Place: New Delhi
Date: 05th October, 2016

Yours Faithfully
For Kumar Food Industries Limited