

**KUMAR FOOD INDUSTRIES LIMITED**

**Regd. Office:** 71/1, Siraspur, Delhi - 110042

**CIN:** L15310DL1991PLC043456

**Email:** [info@kumafood.com](mailto:info@kumafood.com) Website: [www.kumarfood.com](http://www.kumarfood.com)

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**NOTICE**

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of Kumar Food Industries Limited will be held on Saturday, 28<sup>th</sup> September, 2019 at 04:00 P.M. at its corporate office at 1101-1103 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 financial statements of the Company for the financial year ended March 31<sup>st</sup>, 2019, the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Shri. Bharat Lal Shukla (holding DIN: 05174820), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
3. To fix the remuneration of Statutory Auditors for the Financial Year 2019-20

**SPECIAL BUSINESS:**

4. **TO CONSIDER APPOINTMENT OF MR. BHARAT LAL SHUKLA AS WHOLE TIME DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution for appointment of Mr. Bharat Lal Shukla as a Whole-time Director

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Shri Bharat Lal Shukla (DIN: 05174820) as a Whole-time Director, designated as Executive Director of the Company, for period of 5 (five) years, with effect from 01<sup>st</sup> April, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Human Resources, Nomination and Remuneration

Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**5. TO CONSIDER THE APPOINTMENT OF MR. AJAY PAL AS INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150 & 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act, (including any statutory modifications or re-enactment(s) thereof for the time being in force) Mr. Ajay Pal (DIN 08393165), in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying her intention to propose Mr. Ajay Pal as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from September 28, 2019 up to September 27, 2024 and whose office shall not be liable to retire by rotation.

**RESOLVED FUTHER THAT** any one Director be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the above said resolution.”

By Order of the Board  
For **Kumar Food Industries Limited**

**Place: Delhi**  
**Date: 29.08.2019**

**Ganesh Gulati**  
**Company Secretary**  
**Memb. No.: F14419**

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to section 105 of the Companies Act, 2013 read with the companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members 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 10% of the total share capital of 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.**

Proxies, in order to be effective must be lodged with the Company not less than 48 hours before the commencement of the Annual General Meeting, i.e. latest by 04.00 p.m. on Saturday, 28<sup>th</sup> September, 2019. Blank proxy form is enclosed (MGT-11).

2. As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant details of Shri Bharat Lal Shukla (DIN: 05174820), Executive Director, retiring by rotation and seeking re-appointment under aforesaid Item No. 4 and Mr. Ajay Pal, Independent Director seeking appointment under aforesaid Item No. 5, respectively, in accordance with applicable provisions of the Articles of Association of the Company are annexed.
3. None of the Directors of the Company is in any way related to each other.
4. Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
7. 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.
8. 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.
9. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is given herein.
10. All documents referred to in the accompanying Notice and the Explanatory Statement is open to inspection by the members at the corporate office of the Company on all

working days up to the date of Annual General Meeting between 10:00 AM and 06:00 PM.

11. Members are requested to notify change in address (if any) immediately, at the Registered Office of the Company.
12. The Register of members and Share Transfer books of the Company will remain closed from, Sunday 22<sup>nd</sup> September, 2019 to Saturday 28<sup>th</sup> September, 2019 (both days inclusive), for the purpose of Annual General Meeting.
13. Annual Listing fee for the year 2018-19 has been paid to the Stock Exchanges wherein shares of the Company are listed.
14. Members are requested to send all correspondence concerning registration of transfers, transmissions, sub-division, consolidation of shares or any other shares related matter to Company's Registrar and Share Transfer Agent.
15. Members are requested to notify immediately any change in their address: (i) to their Depository Participants (DP) in respect of shares held in dematerialized form, and (ii) to the Company at its Registered Office or its Registrar & Share Transfer Agent, Skyline Private Limited in respect of their physical shares, if any, quoting their Folio Number.
16. Members desirous of getting any information on any items of business of this meeting are requested to address their queries to the Company Secretary at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.

#### **VOTING THROUGH ELECTRONICS MEANS**

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.

#### **The instructions for members for voting electronically are as under:-**

**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](mailto:cadineshaggarwal84@gmail.com) with a copy marked to NSDL's e-mail ID [evoting@nsdl.co.in](mailto: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 19<sup>th</sup> September, 2019 (cut-off date) may write to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [cs@kumarfood.com](mailto: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](http://www.evoting.nsdl.com). You may also send your queries to the e-mail ID [cs@kumarfood.com](mailto:cs@kumarfood.com).

VI. The period for remote e-voting starts at 10.00 a.m. on Wednesday, 25<sup>th</sup> September, 2019 and ends at 5.00 p.m. on Friday, 27<sup>th</sup> September, 2019. Remote e-voting will be blocked by NSDL at 5.00 p.m. on 28<sup>th</sup> September, 2019.

## VII. General Instructions:

- Every Client ID No. / Folio No. will have one vote, irrespective of the number of joint holders.
- 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 favor or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kumarfood.com](http://www.kumarfood.com) and on the website of NSDL [www.evoting.nsdl.com](http://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.
- The e-voting period will commence at 10.00 a.m on Wednesday, 25<sup>th</sup> September, 2019 and ends at 5.00 p.m. on Friday, 27<sup>th</sup> September, 2019 (both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut off date of Thursday, 19<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- M/s. S.B.G. & Co., Chartered Accountants have been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period submit his report in respect of the votes cast in favour or against each of the resolutions as set out in this Notice, to the Chairman of the Company.
- The Results shall be declared by the Chairman at the meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., [www.kumarfood.com](http://www.kumarfood.com) and on the website of CDSL on or before Tuesday, 02<sup>nd</sup> October, 2019.
- All documents referred to in this Notice and Statement setting out material facts and other statutory registers are open for inspection by the Members at the Corporate Office of the Company between 10.00 A.M. to 06.00 A.M. noon on all working days except Saturdays, Sundays and National Holidays up to the date of the AGM.
- For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects

and signed at the place provided there at and hand it over at the entrance of the Meeting venue.

17. Important Communication to Members:- As per the provisions of Sections 101 and 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the service of notice/ documents including Annual Report can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of dematerialized shares with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the E-Communication Mandate Form and hand over the same along with Attendance Slip at the Registration Counter of venue of Annual General Meeting for registration of Email address for receiving notice/documents including Annual Report in future.

### **Brief resume of the Directors seeking Re-Election**

#### **Directors seeking re-election at the 28<sup>th</sup> AGM**

#### **1.**

<b>Particulars</b>	<b>Details</b>
Name of Director	Mr. Bharat Lal Shukla
Date of Birth	<b>01/04/1972</b>
Expertise in Specific functional area	Wide experience in the field of logistics and control
Qualification	U-Graduate
No. of equity shares held in the Company	8,500
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	<ul style="list-style-type: none"> <li>• Prince Food Tech Private Limited</li> <li>• Fruto Fresh Industries Private Limited</li> <li>• Vizzy Finvest Private Limited</li> <li>• Elanza Investments Private Limited</li> <li>• Pansy Holdings Private Limited</li> <li>• Vital Holdings Private Limited</li> <li>• Divyarth Health care Private Limited</li> </ul>
List of all committees of Board of Directors (across all companies) in which Chairmanship/	<ul style="list-style-type: none"> <li>- Audit Committee</li> <li>- Nomination And Remuneration</li> </ul>

membership is held (includes only Audit committee and Shareholders/ Investor Grievance committee)	Committee - Vigil Mechanism Committee - Stakeholder Relationship Committee - Risk Management Committee
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<b>Particulars</b>	<b>Details</b>
Name of Director	Mr. Ajay Pal
Date of Birth	09/05/1972
Expertise in Specific functional area	Administration, Agricultural and Education
Qualification	Post Graduate
No. of equity shares held in the Company	NIL
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	NIL
List of all committees of Board of Directors (across all companies) in which Chairmanship/ membership is held (includes only Audit committee and Shareholders/ Investor Grievance committee)	- Audit Committee - Nomination And Remuneration Committee - Vigil Mechanism Committee - Stakeholder Relationship Committee - Risk Management Committee



## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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#### **Item No. 4.**

#### **TO CONSIDER APPOINTMENT OF MR. BHARAT LAL SHUKLA AS WHOLE TIME DIRECTOR OF THE COMPANY**

The Board of Directors of the Company ("the Board") at its meeting held on 21st December, 2017 has, subject to approval of members, appointed Shri Bharat Lal Shukla (DIN: 05174820) as a Whole time Director, designated as Executive Director, for a period of 5 (five) years with effect from 01<sup>st</sup> April, 2018 , on a monthly remuneration of Rs. 66000/ - 1,00,000/- p.m. and perquisites & terms which are separately stated in the statement initialed by the Chairman.

In the event of any loss or inadequacy of profits in any financial year of the Company during the tenure of Mr. Bharat Lal Shukla as Whole Time Director of the Company the payment of salary, perquisites and other allowances shall be governed by the limits prescribed in Schedule V of the Companies Act, 2013 as amended from time to time.

#### **Terms & Conditions of Appointment of Mr. Bharat Lal Shukla. as Whole Time Director of the Company w.e.f. 01<sup>st</sup> April. 2018:**

- Basic Salary: Rs. 30,000
- House Rent Allowance: Rs. 15,000
- Travelling Allowance: Rs. 1,600
- Uniform Allowance: Rs. 2,000
- Child Educ. Allowance: Rs. 200
- Medical Reimbursement: Rs: 1,250
- Special Allowance: Rs: 15950

The basic Salary & allowances will be revised subject to the approval from Nomination & Remuneration Committee from time to time.

#### **ITEM NO.5**

#### **APPOINTMENT OF MR. AJAY PAL AS INDEPENDENT DIRECTOR OF THE COMPANY**

Pursuant to the provisions of section 149 of the Act, which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations Committee has recommended the appointment of Mr. Ajay Pal as Independent Directors from September 28, 2019 up to February 27, 2024

Mr. Ajay Pal non-executive director of the Company has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Ajay Pal as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturdays, Sundays and National Holidays.

Brief resume of Mr. Ajay Pal is annexed as under.

By Order of the Board  
For **Kumar Food Industries Limited**

**Place: Delhi**  
**Date: 29.08.2019**

**Ganesh Gulati**  
**Company Secretary**  
**Memb. No.: F14419**

## ATTENDENCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 28<sup>th</sup> Annual General Meeting of the Company on the 28<sup>th</sup> Day of September, 2019 at 04:00 P.M. at ***1101-1103 Floor, Pearls Business Park, Netaji Subhash Place, Pitampura, New Delhi-110034***

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
  2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
  3. Please note that no gifts will be distributed at the meeting.

**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]

CIN: L15310DL1991PLC043456

Name of the company: Kumar Food Industries Limited

Registered office: 71/1, SIRASPUR DELHI North West DL 110042

Name of Member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id:

DP ID :

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

1. 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 28<sup>th</sup> Annual general meeting of the company, to be held on 28th day of September, 2019 at 04:00 PM. at 1101-1103 Floor, Pearls Business Park, Netaji Subhash Place, Pitampura, New Delhi-110034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional	
		For	Against
<b>Ordinary Business</b>			
1	<b>Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2019</b>		
2	<b>Ordinary Resolution for appointment of Mr. Bharat Lal Shukla who is liable to retire by rotation.</b>		
3	<b>Ordinary Resolution for fixation of remuneration of Statutory Auditors of the Company for the Financial Year 2019-20.</b>		
<b>Special Business</b>			
4	<b><i>Ordinary Resolution for Appointment Of Mr. Bharat Lal Shukla As Whole Time Director Of The Company</i></b>		
5	<b><i>Ordinary Resolution for Appointment Of Independent Director Mr. Ajay Pal.</i></b>		

Signed this..... day of..... 2019

Signature of shareholder

Affix Revenue  
Stamp

Signature of Proxy holder(s)

Note: 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.

# Route Map

