

## **SUGUNA FOODS PRIVATE LIMITED**

Registered Office: 6<sup>th</sup> Floor, Jaya Enclave, 1057, Avinashi Road, Coimbatore – 641018  
Corporate Office: No.3, Savithiri Shanmugam Road, 2<sup>nd</sup> Floor, UNITEA Center,  
Race course, Coimbatore - 641018  
Phone: +91 422 4073000, Website: www.sugunafoods.com,  
E-mail: corporate@sugunafoods.com, CIN: U01222TZ1994PTC004951

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### **NOTICE OF 20<sup>th</sup> EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that the 20<sup>th</sup> Extra-Ordinary General Meeting of the Company will be held on Friday, 23<sup>rd</sup> April, 2021 at 10.00 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at Board Room, No.3, Savithiri Shanmugam Road, 2<sup>nd</sup> Floor, UNITEA Center, Race course, Coimbatore – 641018 Corporate Office of the Company, to transact the following business:

#### **Special Business:**

#### **1. To approve the Issue of Secured Redeemable Non-Convertible Debentures for the Financial Year 2021-2022 by the Company on private placement basis**

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 42, 71, and all other applicable provisions, if any, of the Companies Act, 2013, read along with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules under the Companies Act, 2013, including statutory modification(s), amendment(s) or re-enactment thereof and any circulars, notifications, clarifications, subject to Memorandum and Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot, in one or more issuances with each issuance being in one or more tranches, unlisted, secured, redeemable, non-convertible debentures for the FY 2021-2022 on a private placement basis, for an amount not exceeding in aggregate ₹ 500,00,00,000 (Rupees Five Hundred Crore only) (“**Debentures**”) on such terms and conditions as may be decided by the Board from time to time for the purpose of meeting long term requirements of funds.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Board of Directors to determine in its absolute discretion the terms and quantum of each issue of the Debentures and of each series including the considering and utilization of proceeds, class of investors and to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr.G.B.Sundararajan, Managing Director/ any one Director of the Company, Mr.P.R.Srinivas, General Manager (Accounts & Taxation) and Mr.V.Karthikeyan Company Secretary of the Company (collectively, the “**Authorized Signatories**”) be and are hereby severally authorized to finalise letter of offer in Form PAS-4 as prescribed under Rules 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to take all such steps including but not limited to sending offer letter(s) to the investors and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary,

proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, utilisation of the proceeds and redemption of the Debentures and to finalise and execute such documents and writings as may be necessary without being required to seek any further consent of Board or approval of its members or otherwise, to the end and intent that its members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** a copy of the foregoing resolutions certified to be true copies by Mr. V. Karthikeyan, Company Secretary of the Company be furnished wherever and whenever required.

**BY THE ORDER OF THE BOARD**

Sd/-  
V. Karthikeyan  
Company Secretary

Place: Coimbatore

Date: 15.04.2021

Notes:

- a) The relevant explanatory statements pursuant to Section 102 of the Companies Act, 2013 in regard to the Special Business set out as above, are annexed hereto.
- b) Pursuant to the General Circular No. 39/2020 dated December 31, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and participate there at and cast their votes.
- c) In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and Ministry of Corporate Affairs (MCA) through its Circular No. 14/2020, dated 8<sup>th</sup> April, 2020, No. 17/2020, dated 13<sup>th</sup> April, 2020, has allowed Companies to hold EGM through VC/OVAM and through referring chronologically to the General Circulars No. 22/2020, dated 15.06.2020 and No. 33/2020, dated 28.09.2020 and No. 39/2020 dated December 31, 2020, MCA has extended the time period for Companies to hold EGMs through VC/OVAM up to 30<sup>th</sup> June, 2021 Therefore, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM though VC/OAVM.
- d) Those Shareholders whose email IDs are not registered, are requested to register their email ID with the Company Secretary at [karthikeyanv@sugunafoods.com](mailto:karthikeyanv@sugunafoods.com), by providing their Name as registered with the Company, Address, email ID, PAN, Folio Number and Number of shares held by them.
- e) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- f) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

g) All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC/OAVM can apply at [karthikeyanv@sugunafoods.com](mailto:karthikeyanv@sugunafoods.com) requesting for participation in the EGM, by giving their name as registered in the records of the Company, Folio Number and the Registered email ID.
2. ***Those Shareholders whose email IDs are not registered, are requested to register their email ID with the Company Secretary at [karthikeyanv@sugunafoods.com](mailto:karthikeyanv@sugunafoods.com), by providing their Name as registered with the Company, Address, email ID, PAN, Folio Number and Number of shares held by them.***
3. ***Members may send the above-mentioned request at point no (2) latest by Wednesday, 21<sup>st</sup> April, 2021 Members who are desirous of attending the EGM may send their request on or before Thursday, 22<sup>nd</sup> April 2021 to Company Secretary mail id: [karthikeyanv@sugunafoods.com](mailto:karthikeyanv@sugunafoods.com) on successful registration with the Company, the invitation to join the EGM will be sent to the Members on their registered email IDs latest by 22<sup>nd</sup> April, 2021. If any clarification in this regard please contact Mr. Karthikeyan V, Company Secretary @ Mob: 9363360667 Ph: 0422-4073130***
4. Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and Join Meeting tab. By Clicking on Join Meeting they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
5. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ App Store.
6. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**EXPLANATORY STATEMENT**  
**Pursuant to Section 102 of the Companies Act, 2013**

Item No. 1

The Company had received the member's approval for offer, issuance and allotment of the secured redeemable non-convertible debentures ("**Debentures**") for the FY 2020-2021 by way of passing Special Resolution in the Extra-ordinary General Meeting held on 08<sup>th</sup> June, 2020.

Based on the previous shareholders' approval provided in the said EGM as aforesaid the Company has offered Debentures to International Finance Corporation (IFC) and Asian Development Bank (ADB).

To IFC, three tranches of offer was proposed and in the FY 2020-21 only one tranche of offer was made and completed. The completion of remaining two tranches to IFC were delayed due to perfection of securities, delay in receiving NOC from lender bankers and satisfaction of terms and conditions specified in the debenture deed due to Covid-19 pandemic. Likewise the offer of Debentures to ADB was also not completed in the FY 2020-21.

Section 71 of the Act which deals with the issuance of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval from its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such secured redeemable non-convertible debentures.

Hence the approval sought from members in the EGM held on 8<sup>th</sup> June, 2020 is valid for FY 2020-21 only and for the purpose of further issuance of Debentures fresh approval of the shareholders will be required for the FY 2021 - 2022.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No.1 of the Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for secured, redeemable, non-convertible debentures, as may be required by the Company, from time to time and as set out herein, for FY 2021-22.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

**BY THE ORDER OF THE BOARD**

Sd/-  
V. Karthikeyan  
Company Secretary

Place: Coimbatore  
Date : 15.04.2021

### **Route Map and Prominent Landmark of EGM Venue and Attendance Slip.**

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its General Circular - No. 14/2020, dated 8th April, 2020, No. 17/2020, dated 13<sup>th</sup> April, 2020, had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, and general circulars issued by MCA- No. 22/2020, dated 15.06.2020 and No. 33/2020, dated 28.09.2020 and No. 39/2020 dated December 31, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members on 23<sup>rd</sup> April, 2021 at 10.00 a.m. at Board Room, No.3, Savithiri Shanmugam Road, 2<sup>nd</sup> Floor, UNITEA Center, Race course, Coimbatore – 641018 Corporate Office of the Company. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.