

SUGUNA FOODS PRIVATE LIMITED

Regd. Office: 5th Floor, Jaya Enclave, 1057, Avinashi Road, Coimbatore 641 018
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E-mail: corporate@sugunafoods.co.in, CIN: U01222TZ1994PTC004951

NOTICE OF THE TWENTY SIXTH ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the Members of Suguna Foods Private Limited will be held on the Wednesday the 09th day of September 2020 at 10.00 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at UNITEA Building, 2nd Floor, No.3, Savithri Shanmugam Road, Race Course, Coimbatore 641018 - Corporate Office of the Company to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2020 and the Profit and Loss Account and Cash Flow Statement for the financial year ended 31st March 2020 together with the Report of the Directors and Auditors thereon.

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the Financial Statements of the Company for the year ended 31st March 2020 including Audited Balance Sheet as at 31st March 2020, Statement of Profit and Loss Account and Cash Flow Statement for the year ended 31st March 2020 together with the Directors' Report and the Auditors' Report thereon as presented in the meeting, be and are hereby, approved and adopted.

SPECIAL BUSINESS

2. To ratify the remuneration payable to Cost Auditors, M/s. Ujwal P. Loya & Co, for the financial year 2020 - 2021

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 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) amendment Rules, 2016 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors, M/s. Ujwal P. Loya & Co, appointed by the Board of Directors of the Company, to conduct the audit of the cost records "Edible oil" of the Company for the financial year 2020-2021, be paid a remuneration of 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus applicable tax and reimbursement of out of pocket expenses incurred by them in connection with the audit, be and is hereby ratified.

By Order of the Board of Directors

Place: Coimbatore
Date : 14.08.2020

Sd/-
V. Karthikeyan
Company Secretary

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 Circular No. 14/2020 dated April 08, 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/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 pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
- d) The Members can join the AGM 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.
- e) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- f) All documents referred to in the Notice calling the AGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.

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

1. Members whose email IDs are already registered with the Company and who are desirous to attend the AGM through VC/OAVM can apply at karthikeyanv@sugunafoods.co.in requesting for participation in the AGM, 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.co.in, 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, 2nd September, 2020 Members who are desirous of attending the AGM may send their request on or before Friday 4th September, 2020 to Company Secretary mail id: karthikeyanv@sugunafoods.co.in on successful registration with the Company, the invitation to join the AGM will be sent to the Members on their registered email IDs latest by Monday 7th September, 2020. If any clarification in this regard please contact Mr.Karthikeyan V, Company Secretary @ Mob: 9363360667***
4. Members may attend the AGM, 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. 2

The Board at its meeting held on 10.06.2020, has appointed M/s.Ujwal P. Loya & Co, Cost Accountants as the Cost Auditors to conduct the audit of the cost records of “Edible oil” of the Company for the financial year commencing from 01.04.2020 on a remuneration of Rs.1,25,000/- plus applicable tax and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Amendment Rules, 2016, the remuneration as mentioned above, payable to the cost auditor is required to be ratified by the shareholders of the Company. The Board recommends the aforesaid resolution item No.2 for approval of the members.

None of the Directors of the Company, the Key Managerial Personnel of the Company or their relatives is concerned or interested financially in the aforesaid Resolution.

By Order of the Board of Directors

Place: Coimbatore
Date : 14.08.2020

Sd/-
V. Karthikeyan
Company Secretary

Route Map and Prominent Landmark of AGM Venue and Attendance Slip.

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 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, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members at UNITEA Building, 2nd Floor, No.3, Savithri Shanmugam Road, 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 AGM conducted shall be deemed to be made at this venue.