

SUGUNA FOODS PRIVATE LIMITED

Registered Office: 6th Floor, Jaya Enclave, 1057, Avinashi Road, Coimbatore – 641018

Corporate Office: 2nd Floor, UNITEA Center, No.3, Savithiri Shanmugam Road, Racecourse, Coimbatore - 641018

Phone: +91 422 4073000, Website: www.sugunafoods.com,

E-mail: corporate@sugunafoods.com, CIN: U01222TZ1994PTCOO4951

NOTICE OF 21st EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 21st Extra-Ordinary General Meeting of the Company will be held on Wednesday, 25th May, 2022 at 10.00 a.m. at Board Room, 2nd Floor, UNITEA Center, No.3, Savithiri Shanmugam Road, 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 2022-2023 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 2022-2023 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. Vignesh Soundararajan, Managing Director/ any one Director of the Company, Mr. N. Srinivasan, Chief Financial Officer, 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 any one of the Director or 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: 16.05.2022

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) A MEMBER ENTITLED TO ATTEND AND VOTE AT 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.

c) Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Corporate Office of the Company not less than 48 hours before the time for holding the Extra Ordinary General Meeting.

d) Corporate Members intending to send their authorized representative(s) 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 Extra Ordinary General Meeting.

e) Members/Proxies are requested to bring the duly filled in attendance slip(s).

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

Item No. 1

Pursuant to Section 71 of the Companies Act, 2013 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.

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 2022-23.

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 : 16.05.2022

EGM Hall Route Map



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PROXY FORM

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

21st Extra Ordinary General Meeting on Wednesday of 25th May, 2022

Name of the member (s) : Registered address : Email Id : Folio No :
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I / We, being the member (s) of..... shares of Suguna Foods Private Limited, hereby appoint

1. Name :
 Address :
 Email-ID :
 Signature : or failing him

2. Name :
 Address :
 Email-ID :
 Signature :

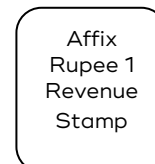
as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 21st Extra Ordinary General Meeting of the Company, to be held on Wednesday, the 25th May, 2022 at 10.00 a.m. at the Corporate Office of the Company and at any adjournment thereof in respect of such resolution as indicated below:

Resolutions
1. To approve the Issue of Secured Redeemable Non-Convertible Debentures for the Financial Year 2022-2023 by the Company on private placement basis

Signed this..... day of..... 2022

**Signature of Shareholder:
Proxy Holder:**

Signature of



Notes:

1. This form of Proxy, in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.

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ATTENDANCE SLIP

I hereby record my presence at the 21st Extra Ordinary General Meeting of the Company held on Wednesday of 25th May, 2022 at 10.00 a.m. at the Corporate Office at Board Room, 2nd Floor, UNITEA Center, No.3, Savithri Shanmugam Road, Racecourse, Coimbatore 641018

.....
Full Name of the Shareholder/Proxy
(In Block Letters)

Folio No:

.....
Signature of Shareholder/Proxy

Notes:

1. Member/Proxy must bring the attendance slip to the meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.