
SUGUNA FOODS PRIVATE LIMITED

Regd. Office: 6th Floor, Jaya Enclave, 1057, Avinashi Road, Coimbatore 641 018

Corporate Office: UNITEA Building, 2nd Floor, No.3, Savithri Shanmugam Road,
Race Course, Coimbatore 641018

Phone: +91 422 4073000, Website: www.sugunafoods.com,
E-mail: corporate@sugunafoods.com, CIN: UO1222TZ1994PTCOO4951

NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Members of Suguna Foods Private Limited will be held on Wednesday the 16th day of August, 2023 at 10.00 a.m. at Board Room, UNITEA Building, 2nd Floor, No.3, Savithri Shanmugam Road, Racecourse, Coimbatore 641018 - Corporate Office of the Company to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2023 and the Profit and Loss Account and Cash Flow Statement for the financial year ended 31st March 2023 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 2023 including Audited Balance Sheet as at 31st March 2023, Statement of Profit and Loss Account and Cash Flow Statement for the year ended 31st March 2023 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 issue of Equity shares on preferential basis to M/s. Suguna Holdings Private Limited (Holding Company)

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT in accordance with the provisions of sections 42, 62 and other applicable provisions, if any of the Companies Act, 2013 ("Act") read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and such other rules and regulations framed there under as may be amended from time to time and subject to Memorandum and Articles of Association of the Company the consent of the shareholders be and is hereby accorded to create, offer, issue, and

allot 1340483 equity shares of Face value ₹ 10/- (Rupees Ten only) with a premium of Rs. 736/- each to total amounting ₹ 100,00,00,318/- (Rupees One Hundred Crore Three Hundred and Eighteen only) on preferential basis to M/s. Suguna Holdings Private limited.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary in this regard.

3. To ratify the remuneration payable to Cost Auditors, M/s. Narasimha Murthy & Co, Cost Auditors, for the financial year 2023 – 2024

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. Narasimha Murthy & 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 2023 -2024, be paid a remuneration of ₹ 2,00,000/- (Rupees Two Lakh 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



V. Karthikeyan
Company Secretary

Place: Coimbatore
Date : 19.07.2023

NOTES:

a) 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.

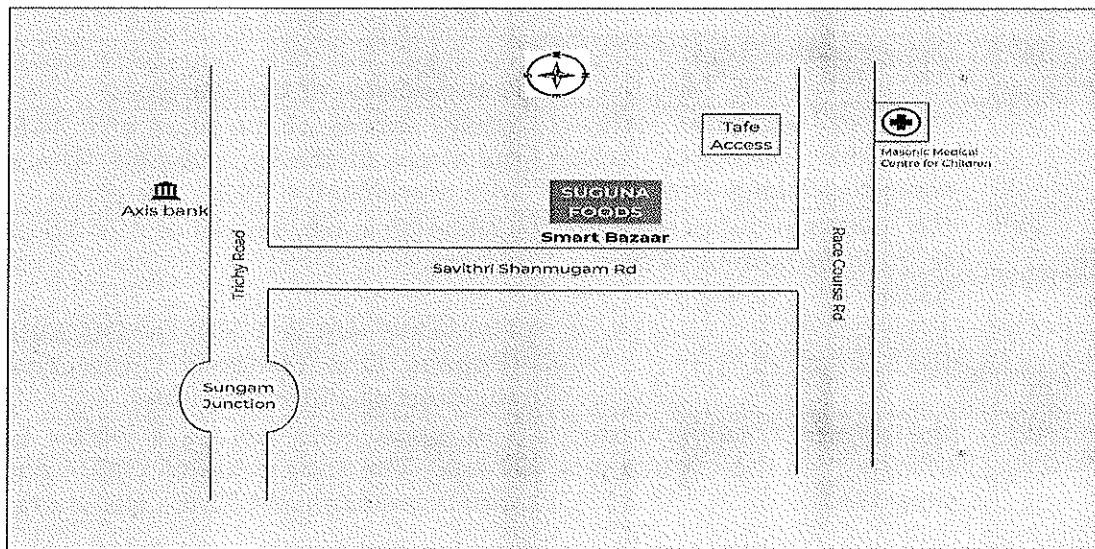
b) Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Corporate Office of the Company not less than 48 hours before the time for holding the Annual General Meeting.

c) 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 Annual General Meeting.

d) Members desirous of obtaining any information as regards to accounts of the Company are requested to write to the Company at least 48 hours before the Meeting, so that the information required will be made available at the Annual General Meeting.

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

AGM HALL - ROUTE MAP



EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No. 2

The Board of Directors at their meeting held on 19th July, 2023, had approved the offer and issuance of 1340483 (Thirteen Lakh Forty Thousand Four Hundred and Eighty Three) Equity shares of ₹ 10/-each (Rupees Ten Only) with premium of ₹ 736/- each i.e ₹ 746/- per share, aggregating ₹ 100,00,00,318/- (Rupees One Hundred Crore Three Hundred and Eighteen only) on a preferential basis to M/s. Suguna Holdings Private Limited (Holding Company).

Pursuant to section 42 and 62 of the Companies Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of equity shares on preferential basis to M/s. Suguna Holdings Private Limited.

Given below is a statement of disclosures as required under the applicable provisions of the Companies Act, 2013 read with Rules made thereunder and the terms of issue of the Equity shares:

(i)	particulars of the offer including date of passing of Board resolution	Issue of equity shares on preferential basis to Holding Company approved by Board on 19 th July, 2023
(ii)	Object of the issue	To meet out the long-term capital requirements of the Company
(iii)	kinds of securities offered and the price at which security is being offered;	Equity shares at the price of ₹ 746/- per share at the face value ₹ 10 each with a premium ₹ 736/- per share
(iv)	the total number of shares or other securities to be issued	1340483 equity shares at ₹ 746/- per shares. The issue size is ₹ 100,00,00,318/- (Rupees One Hundred Crore Three Hundred and Eighteen only)
(v)	the price or price band at / within which the allotment is proposed	The issue price will be ₹ 746/- per share. The face value of ₹ 10/- each with a premium of ₹ 736/- per share
(vi)	basis on which the price has been arrived at along with report of the registered valuer and their address	Price has been arrived based on Discounted Cash Flow Method and Valuation report received from Mr. K. Paramasivam, Chartered Accountant & Independent Registered Valuer.

	No.4, First Floor, 63, Sarojini Street, Ram Nagar, Coimbatore – 641009
(vii) relevant date with reference to which the price has been arrived at	The price arrived at DCF method, the valuation based on future performance of the Company for projection of next 5 years (FY2024 to 2028)
(viii) material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	There is no material terms for raising securities. Equity shares raised for long term capital requirements, promoters and Directors have not contributed to this offer. Securities charges are not applicable as there are no assets charged.
(ix) the class or classes of persons to whom the allotment is proposed to be made	The Equity share is proposed to be issued to existing equity share holder M/s. Suguna Holdings Private Limited (Holding Company) on preferential basis
(x) intention of promoters, directors or key managerial personnel to subscribe to the offer;	To infuse share capital into the Company from M/s. Suguna Holdings Private Limited. (Holding Company). The Directors and Promoters Mr. B. Soundararajan, Mr. G.B. Sundararajan and Mr. Vignesh Soundararajan are interested in this offer to the extent of controlling ownership in Suguna Holdings Private Limited. Remaining Directors and Key Managerial Personnel do not have any material interest in this offer.
(xi) the proposed time within which the allotment shall be completed	Within 30 days from the date of receipt of application money
(xii) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	The proposed allottee is M/s. Suguna Holdings Private Limited. (Holding Company) Post allotment M/s. Suguna Holdings Private Limited will hold 99.80% of equity share capital of the Company.
(xiii) the change in control, if any, in the company that would occur consequent to the preferential offer;	No changes in control

(xiv)	the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.	No allotment made during the year
(xv)	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable
(xvi)	Pre issue and post issue share holding pattern of the Company	The pre issue and post issue equity shareholding pattern mention below

PRE-ISSUE AND POST-ISSUE EQUITY SHAREHOLDING PATTERN

Sl. NO.	Category	Pre-Issue		Post Issue	
		No. of Share held	% of Share holding	No. of Share held	% of Share holding
A.	Promoter holding				
1	Indian				
	Individual	0	0	0	0
	Bodies Corporate	16317214	99.78%	17657697	99.80
	Sub -Total	16317214	99.78%	17657697	99.80
2	Foreign Promoters	0	0	0	0
	Sub-Total (A)	16317214	99.78%	17657697	99.80
B.	Non- Promoters Holding				
1.	Institutional Investor	0	0	0	0
2.	Non Institutional Investors				
	Private Corporate Bodies	666	0.00	666	0.00
	Directors and relatives	0	0	0	0
	Indian Public	34898	0.22	34898	0.20
	Others (Including Non-Resident) Indians (NRIs)	0	0	0	0
	Sub- Total (B)	35564	0.22	35564	0.20
	GRAND TOTAL	16352778	100.00	17693261	100.00

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue of Equity Shares to Suguna Holdings Private Limited (Holding Company).

The promoters Mr. B. Soundararajan, Director, Mr. G.B. Sundararajan, Director, Mr. Vignesh Soundararajan, Managing Director are interested in this resolution.

None of the Directors other than above said, Key Managerial Personnel or their relatives is concerned or interested financially set out in the special business Item No.2 of the Notice

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

BY THE ORDER OF THE BOARD



V. Karthikeyan
Company Secretary

Place: Coimbatore
Date: 19.07.2023

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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]

29th Annual General Meeting on 16th day of August, 2023

Name of the member (s) :	:
Registered address :	:
Email Id :	:
Folio No :	:

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 29th Annual General Meeting of the Company, to be held on Wednesday, the 16th day of August, 2023 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 receive, consider and adopt the Audited Balance Sheet as on 31 st March 2023 and the Profit and Loss Account and Cash Flow Statement for the financial year ended 31 st March 2023 together with the Report of the Directors and Auditors thereon.
2. To issue of Equity shares on preferential basis to M/s. Suguna Holdings Private Limited (Holding Company)

3. To ratify the remuneration payable to Cost Auditors, M/s. Narasimha Murthy & Co, Cost Auditors, for the financial year 2023 - 2024

Signed this..... day of..... 2023

Signature of Shareholder:

Signature of Proxy Holder:

Affix
Rupee 1
Revenue
Stamp

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 29th Annual General Meeting of the Company held on Wednesday the 16th day of August, 2023 at 10.00 a.m. at the Corporate Office at Board Room, UNITEA Building, 2nd Floor, No.3, Savithri Shanmugam Road, Racecourse, Coimbatore 641018

Folio No: _____

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

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. Copy of the Notice may please be brought to the Meeting Hall.