

ANNUAL REPORT

2018- 2019

Sunil Agro Foods Limited

An ISO22000 : 2005 Certified

**SUNIL AGRO FOODS LIMITED
THIRTY FIRST ANNUAL GENERAL MEETING****CONTENTS :**

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BOARD OF DIRECTORS:

Mr. B. Shantilal	Managing Director
Mr. Pramod Kumar S	Chief Executive Officer & Director
Mr. AVS Murthy	Director
Mrs. Sarika Bhandari	Director
Mrs. Pinky Jain	Director
Mrs. Gayithri Shankarappa	Chief Financial Officer

REGISTERED OFFICE & FACTORY

Plot No: 39/A2
Hosakote Industrial area,
Chokkahalli
Hoskote - 562 114

CORPORATE OFFICE

No: 1/104, Ahuja Chambers,
Kumara Krupa Road,
Bengaluru - 560 001

AUDITORS

Messrs GRV & PK
Chartered Accountants
Bengaluru

COMPANY SECRETARY ADVISOR

Mr. Vijayakrishna K T
Practising Company Secretary

BANKERS

HDFC Bank Ltd.
Seshadripuram Branch, Bengaluru

SHARE TRANSFER AGENTS

Integrated Registry Management Services Private
Limited, Bengaluru

SUNIL AGRO FOODS LIMITED

REGD. OFFICE : PLOT NO. 39/A2, HOSAKOTE INDUSTRIAL AREA
CHOKKAHALLI, BENGALURU - 562 114
CIN: L01111KA1988PLC008861

NOTICE

Notice is hereby given that the Thirty First (31st) Annual General Meeting of the Shareholders of the Company will be held at 10.30 A.M. on Thursday, the 19th day of September, 2019 at Bharatiya Vidya Bhavan, Race Course Road, Bengaluru – 560 001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements including Audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow for the year ended on that date, together with Independent Auditors Report and the Board's Report including Secretarial Audit Report thereon.
2. To appoint Mrs. Pinky Jain (DIN: 03636974), Director, who retires by rotation and being eligible, offers herself for reappointment.
3. To declare a Dividend of Re. 0.50 per Equity Share of Rs.10/- each for the financial year ended 31st March, 2019.

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MR. B SHANTILAL (DIN: 00719808) AS MANAGING DIRECTOR OF THE COMPANY:**

To consider and it thought fits to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 2(54), 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, approval of the members be and is hereby accorded for the re-appointment of, and remuneration payable to, Mr. B Shantilal (DIN: 00719808), Managing Director of the Company for a period of three (3) years with effect from 01.10.2019 to 30.09.2022 on the following terms and conditions as mentioned below:

1. Salary:

Sl. No.	Tenure	Salary per month
i.	01.10.2019 - 30.09.2022	Rs.1,00,000/-

2. Commission:

Commission: At 1% of the net profits of the Company computed in the manner laid down in the Companies Act, 2013, but subject to a ceiling of Rs. 1,20,000 (Rupees One Lakh Twenty Thousand only).

3. Perquisites:

Perquisites: As detailed hereinafter restricted to an amount equal to the annual salary or Rs. 3,60,000/- (Rupees Three Lakhs Sixty Thousand only) per annum, whichever is less. Unless the context otherwise requires, the perquisites are classified into three categories “A”, “B” and “C” as follows:

CATEGORY “A”

- i. Housing:

The expenditure incurred by the Company on providing furnished residential accommodation for the appointee shall be subject to a ceiling of 60% (sixty percent) of the appointee's salary over and above 10% (ten percent) payable by the appointee himself;

Alternatively:

In case the accommodation is provided by the Company, 10% (ten percent) of the salary of the appointee shall be deducted by the Company;

Alternatively:

In case no accommodation is provided by the Company, the appointee shall be entitled to House Rent Allowance, subject to a ceiling of 60% (sixty percent) of salary payable to the appointee.

Explanation:

The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income-Tax Rules, 1962, as amended from time to time; however, such expenditure shall be subject to a ceiling of 10% (ten percent) of appointee's salary.

- ii. Medical Reimbursement:

Expenses incurred for the appointee and his family, subject to, a ceiling of one month's salary over a period of three years.

iii. Leave Travel Concession:

For appointee and his family once in a year, while on leave, in accordance with the rules and regulations applicable to Senior Managers of the Company from time to time.

iv. Personal Accident Insurance: Premium not to exceed Rs. 4,000/- (Rupees four thousand only) per annum. Explanation:

For the purpose of Category "A"; "Family" means spouse, dependent children and dependent parents of the appointee.

CATEGORY "B"

1. Contribution to Provident Fund, Superannuation Fund or Annuity Fund: these will be in accordance with the schemes applicable to senior Managers of the Company from time to time and will not be included in the computation of the ceiling of perquisites mentioned above to the extent they, either singly or put together are not taxable under the Income Tax Act, 1961 and as amended from time to time.
2. Gratuity: In accordance with the Rules and Regulations applicable to Senior Managers of the Company from time to time not exceeding half month's salary for each completed year of service.
3. Encashment of leave at the end of the tenure- in accordance with the Rules and Regulations applicable to the Senior Managers of the Company from time to time; the monetary equivalent of such encashed leave shall not be included in the computation of the ceiling on perquisites referred to in paragraph(c).

CATEGORY "C"

Provision of car for use on Company's business and telephone at residence. Both these facilities will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company to the appointee.

OTHER BENEFITS

'Keyman Insurance' shall be taken in the name of the Managing Director and all premium(s) in this respect to be paid by the Company.

Apart from aforesaid remuneration, the Managing Director shall be entitled to reimbursement of expenses incurred in connection with the business of the Company.

Managing Director shall not be paid any sitting fees for attending the Meetings of the Board of Directors or Committees thereof.

MINIMUM REMUNERATION

In the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, the Managing Director may be paid the substantive remuneration as stated above as the Minimum Remuneration; the amount of salary, commission, perquisites and other allowances payable to the Managing Director shall be subject to the limits prescribed under Schedule V of the Companies Act, 2013, as may be in force for the time being. Further, in the event of any Statutory Amendments or modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including the salary, commission, perquisites, allowances, etc., with such prescribed limit or ceiling and any arrangement between the Company and Mr. B Shantilal be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in General Meeting.

5. APPOINTMENT OF MR. AKSHAT JAIN (DIN: 08424334) AS 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 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Akshat Jain (DIN: 08424334), who was appointed as an Additional Director of the Company w.e.f. 1st June, 2019 by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and who holds office only up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

6. APPOINTMENT OF MR. AKSHAT JAIN (DIN: 08424334) AS WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 2(94), 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of the Members be and is hereby accorded to the appointment of, and remuneration payable to, Mr. Akshat Jain

(DIN: 08424334), as Whole-time Director of the Company for the period of three years with effect from 01.06.2019 to 31.05.2022 on the following terms and conditions as mentioned below:

REMUNERATION:

Overall Remuneration of Rs. 50,000/- per month which includes the following:

	Rs
Basic Salary	: 25,000/-
HRA	: 10,000/-
Special Allowance	: 11,800/-

OTHER PERQUISITES:

Medical Insurance (Hospital): Self and his immediate dependant family to be covered under "Mediclaim Insurance Policy".

Contribution to Provident fund, superannuation fund or annuity fund will not be considered as perquisites.

Gratuity not exceeding half a month's basic salary for each completed year of service.

Conveyance and Telephone: Provisions of car for use on Company business and telephone at residence will not be considered as perquisites. The Whole Time Director will repay the Company the cost of any personal long distance calls on telephone. Personal use of car to be considered as a perquisite.

Reimbursement of Entertainment Expenses: The Whole Time Director shall also be entitled to reimbursement of reasonable entertainment expenses actually and properly incurred in the course of legitimate business of the Company.

Subject to the provisions of Schedule V to the Companies Act, 2013 and applicable guidelines if any, the aforesaid remuneration and terms and conditions may be varied by the Board, including the overall ceiling on remuneration, any other allowances, benefits and perquisites may also be paid in accordance with the policy of the Company.

The Perquisites allowed/paid shall be evaluated as per the Income Tax Rules, 1962 wherever applicable and in the absence of any such Rules, perquisites shall be evaluated at cost.

OTHER BENEEFITS:

'Keyman Insurance' shall be taken in the name of the Whole time Director and all premium(s) in this respect to be paid by the Company.

Apart from aforesaid remuneration, the Whole time Director shall be entitled to reimbursement of expenses incurred in connection with the business of the company.

The Whole time Director shall not be paid any sitting fees for attending the Meetings of the Board of Directors or committees thereof.

MINIMUM REMUNERATION:

In the event of absence or inadequacy of profits in any Financial Year during the tenure of his appointment, the Whole time Director may be paid the substantive remuneration as stated above as the Minimum Remuneration; the amount of salary, commission, perquisites and other allowances payable to the Whole time Director shall be subject to the limits prescribed under Schedule V of the Companies Act, 2013, as may be in force for the time being. Further, in the event of any Statutory Amendments or modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration, including the salary, commission, perquisites, allowances, etc., with such prescribed limit or ceiling and any arrangement between the Company and Mr. Akshat Jain be suitably amended to give effect to such modification, relaxation or variation without any further reference to the Company in General Meeting."

7. **APPOINTMENT OF MRS. SARIKA BHANDARI (DIN: 07140112) AS A 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 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mrs. Sarika Bhandari (DIN: 07140112), who was appointed as an Additional Director of the Company w.e.f. 28th January, 2019 by the Board of Directors based on the recommendation of Nomination and Remuneration Committee and who holds office only up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

8. **APPOINTMENT OF MRS. SARIKA BHANDARI (DIN: 07140112) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to Sections 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013

(including any statutory modification(s) or enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to appoint Mrs. Sarika Bhandari (DIN: 07140112), as an Independent Director of the Company, for a period of 5 years up to 27th January, 2024 and whose office shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

By the Order of the Board
For Sunil Agro Foods Limited

Place: Bengaluru
Date: 09.08.2019

Pramod Kumar S
Chief Executive Officer
& Director
DIN: 00719828
No. 10, Kamal Nivas
Srikantaiah Layout
Crescent Cross Road
Bengaluru – 560 001

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate, not more than ten (10) percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member.

The instrument of proxy in order to be effective must be deposited / lodged at the Registered / Corporate office of the Company duly completed and signed not later than 48 hours before the time fixed for holding the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

2. Explanatory Statement as per Section 102 of the Companies Act, 2013 is attached hereto.
3. Listing fee has been paid to the BSE Ltd, Mumbai up to date.

4. a. As Dividend of Re 0.50 (5%) Per Equity Share as recommended by the Board, if approved by the members, will be paid to those members whose names appear on the Register of members of the Company/beneficial owners as per the records of depositories as on 12th September, 2019.
- b. The Register of Members and the Share Transfer books of the Company will remain closed from 13th September, 2019 (Friday) to 19th September, 2019 (Thursday) (both days inclusive).
5. Members are requested to quote the Folio Numbers or Demat Account Numbers and Depository Participant ID (DPID) in all correspondence to the Registrar and Share Transfer Agents of the Company.
6. The shares of the Company are mandated by the Securities and Exchange Board of India for trading in dematerialized form by all investors. Members holding shares in physical form are requested to consider converting their holding to dematerialized to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Integrated Registry Management Services Private Limited (formerly Integrated Enterprises (India) Limited) for assistance in this regard.
7. Pursuant to SEBI Notification No. LIST/COMP/15/2018-19, dated July 05, 2018, it has become mandatory that transfer of securities would be carried out in dematerialized form only. Members can contact the Company or Integrated Registry Management Services Private Limited (formerly Integrated Enterprises (India) Limited) for assistance in this regard.
8. The Equity Shares of the Company are available for trading in dematerialized form (electronic form) through Depository Participants. The Company has entered in to agreements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). ISIN is INE224D01012. All the Shareholders holding Shares in the physical form are requested to make use of this facility. Members are requested to open Demat Account with any of the Depository Participants to enable transacting in the Stock Exchange.
9. Electronic copy of the Notice of the 31st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to

all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 31st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

10. Members are requested to bring copy of the Annual Report along with them to the Annual General Meeting. Only Members/ Proxies will be admitted into the Hall for the Meeting.
11. The Shares of the Company are compulsorily traded in electronic form. Members are requested to inform the Company's Registrars and Share Transfer Agents viz., Integrated Registry Management Services Private Limited Unit: Sunil Agro Foods Limited, 30, Ramana Residency, Ground Floor, 4th Cross, Sampige Road, Malleshwaram, Bengaluru-560 003, about the changes, if any, in their registered addresses, along with the PIN Code number quoting their folio number. All correspondence relating to transfer of shares may be sent directly to the aforesaid Transfer Agents of the Company.
12. Members may refer Additional Information on Directors recommended for appointment / re-appointment under the provisions of the Listing Regulations.
13. Pursuant to Section 72 of the Companies Act, 2013, Shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
14. As regards the re-appointment of Mrs. Pinky Jain (DIN: 03636974), referred to in item No. 2 of the notice, the following necessary disclosures are made for the information of the Shareholders:

Particulars	Details
Name	Mrs. Pinky Jain
Date of Birth	12.01.1971
Date of Appointment	30.07.2011
Qualifications	Graduate in Arts
Expertise in specific functional area	General Management

Directorships held in other Companies (excluding	1. Micro Labs Limited
Membership/Chairmanships of Committees of other public companies (included only Audit and Shareholders/ Investors Grievance Committee)	0
No. of Board Meetings attended during the year	4

15. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 31st Annual General Meeting to be held on Thursday, the 19th September, 2019 at 10.30 am. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The instructions for e-voting are as under:

- (i) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 12th September, 2019 (Thursday) i.e., the date prior to the commencement of Book closure date are entitled to vote on the Resolution set forth in this Notice. The voting period begins on Monday, 16th September, 2019 (9.00 AM) and ends on Wednesday, 18th September, 2019 (5.00 PM). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The Members desiring to vote through remote e-voting mode may refer to the detailed procedure on e-voting given hereinafter.

The instructions for e-voting are as under:

- (i) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on 'Shareholders/Members' tab.

(iii) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank OR Date of Birth DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the EVSN of Sunil Agro Foods Limited on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- (i) The voting rights of Shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of 12th September, 2019.
- (ii) if the share holder exercises his vote both electronically and physically, then the vote cast by him electronically will supercede.
- (iii) Mr. Vijayakrishna KT, Practising Company Secretary (Membership No. FCS - 1788) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall within a period not exceeding Forty Eight (48) hours from the

conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- (v) The Results shall be declared within Forty Eight (48) hours from the conclusion of the AGM. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sunilagro.in and on the website of CDSL. The results will also be communicated to the Stock Exchanges where the Shares of the Company are listed.
- (vi) Further, members may note the following:
 - a. Remote e-voting shall not be allowed beyond the said date and time.
 - b. The Company is providing facility to vote on a poll to the members present at the meeting.
 - c. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - d. A person whose name is recorded in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting in the General Meeting.

16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company i.e. Plot No. 39-A2, Industrial Area, Chokkahalli, Hosakote – 562 114 during normal hours (10.00 am to 12.00 noon) on all working days, up to and including the date of the Annual General Meeting of the Company.

By the Order of the Board
For SUNIL AGRO FOODS LIMITED

Place: Bengaluru
Date: 09.08.2019

Pramod Kumar S
Chief Executive
Officer & Director
DIN: 00719828
No. 10, Kamal Nivas
Srikantaiah Layout
Crescent Cross Road
Bengaluru – 560 001

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM NO. 4:**

Mr. B Shantilal has been associated with the Company as a Promoter since inception. He was instrumental in the significant growth of the Company and has good amount of experience in the line of the business. The tenure of Mr. B Shantilal expires on 30th September, 2019, as per the terms approved by the Shareholders of the Company. It is proposed to re-appoint Mr. B Shantilal (DIN: 00719808) as Managing Director of the Company with such terms and conditions as mentioned in the aforesaid resolution. Based on the recommendation of the Nomination and Remuneration Committee and the justifications, the Board recommends the resolution for your approval.

None of the Directors and Key Managerial Personnel other than Mr. B. Shanthilal and Mr. Pramod Kumar S and Mrs. Pinky Jain, being his relatives, is concerned or interested in the said resolution.

This may be deemed as abstract under Section 190 of the Companies Act, 2013, of the terms and conditions of appointment of Mr. B. Shantilal as Managing Director.

ITEM NOS. 5 & 6 :

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 28th May, 2019, appointed Mr. Akshat Jain (DIN: 08424334) as an Additional Director and Whole time Director of the Company with effect from 1st June, 2019 . Mr. Akshat Jain is responsible for Factory operations of the Company.

The tenure of Mr. Akshat Jain will be for three years i.e., 01.06.2019 to 31.05.2022, and was appointed as Whole Time Director of the Company with such terms and conditions as mentioned in the aforesaid resolution. The Board recommends the resolutions at Item Nos. 5 & 6 for your approval.

None of the Directors and Key Managerial Personnel other than Mr. Akshat Jain, Mr. B. Shanthilal, Mr. Pramod Kumar S and Mrs. Pinky Jain, being his relatives, is concerned or interested in the Resolutions at Item Nos. 5 & 6.

This may be deemed as abstract under Section 190 of the Companies Act, 2013, of the terms and conditions of

appointment of Mr. Akshat Jain as Whole Time Director.

ITEM NOS. 7 & 8:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 28th January, 2019, appointed Mrs. Sarika Bhandari (DIN: 07140112) as an Additional Director and Independent Director of the Company with effect from 28th January, 2019 for a term of five consecutive years upto 27th January, 2024.

As regards appointment of Mrs. Sarika Bhandari as an Independent Director referred to, in Item No.8 of the notice, the following necessary disclosures are made for the information of the Shareholders:

Mrs. Sarika Bhandari has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act"). In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the Management. Brief background of Mrs. Sarika Bhandari is exhibited in this document separately.

Mrs. Sarika Bhandari is a proactive and enthusiastic entrepreneur. She is a Civil Engineer who has taken leaps in her field. Her areas of expertise include marketing, operations, accounts, sales etc.

Considering the experience and knowledge of Mrs. Sarika Bhandari, the Board recommends the resolutions at Item Nos. 7 & 8 for your approval.

None of the Directors/Key Managerial Personnel except Mrs. Sarika Bhandari, being the appointee, is concerned or interested in the Resolutions at Item Nos. 7 & 8.

By the Order of the Board
For SUNIL AGRO FOODS LIMITED

Place: Bengaluru
Date: 09.08.2019

Pramod Kumar S
Chief Executive
Officer & Director
DIN: 00719828
No. 10, Kamal Nivas
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Crescent Cross Road
Bengaluru – 560 001