

# SARVESHWAR FOODS LIMITED

(Formerly known as SARVESHWAR ORGANIC FOODS LIMITED)

CIN: L15312JK2004PLC002444

Regd. Off.: Sarveshwar House, Below Gumat, Jammu, (J&K)-180001

Ph. : 0191-2483981, 2481954, Fax : 0191-2481941, Email : [Info@sarveshwarice.com](mailto:Info@sarveshwarice.com)

TO

Dated: 01/09/2018

LISTING COMPLIANCE DEPARTMENT,  
NATIONAL STOCK EXCHANGE OF INDIA LIMITED,  
EXCHANGE PLAZA, BANDRA KURLA COMPLEX,  
BANDRA EAST, MUMBAI-400051

**SUB: NOTICE OF 14<sup>TH</sup> ANNUAL GENERAL MEETING OF SARVESHWAR FOODS LIMITED.**

**Ref: Sarveshwar Foods Limited**

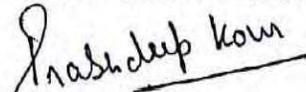
**Scrip Code: SARVESHWAR**

**Dear Sir/ Madam,**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose herewith the Notice of 14<sup>th</sup> Annual General Meeting of our company is scheduled to be held on **Tuesday, September 25, 2018** at 03:00 PM at **Radisson Blu Hotel, Radisson Square, Narwal Bala, Bypass Road, Jammu, Jammu and Kashmir-180006.**

Kindly take the same on your record and oblige us.

*For Sarveshwar Foods Limited*

  
PRABHDEEP KOUR

COMPANY SECRETARY AND COMPLIANCE OFFICER



Encl: As Above

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **14<sup>th</sup> Annual General Meeting** of the members of **SARVESHWAR FOODS LIMITED (CIN:L15312JK2004PLC002444)** will be held on Tuesday, the **25<sup>th</sup> Day of September, 2018** at 03.00 PM at **Radisson Blu Hotel, Radisson Square, Narwal Bala, Bypass Road, Jammu, Jammu and Kashmir 180006, India** to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> of March, 2018 and Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon and the audited consolidated financial statements of the company for the financial year ended 31<sup>st</sup> March, 2018.
2. To appoint Director in place of **Mr. Anil Kumar (DIN: 07417538)**, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors and fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT M/s K R A & Co**, Chartered Accountants, New Delhi, having Firm Registration No. 020266N were appointed as Statutory Auditors for the period of 5 years in the 13<sup>th</sup> Annual General Meeting held as per the provision of Section 139 & other applicable provisions, if any, of Companies Act, 2013 subject to the ratification by the members at every Annual General Meeting held thereafter till 18<sup>th</sup> Annual General Meeting. The appointment of **M/s K R A & Co**, Chartered Accountants, New Delhi, having Firm Registration No. 020266N, who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies Audit and Auditors) Rules, 2014, as Statutory Auditors to hold office from the conclusion of the 14<sup>th</sup> Annual General Meeting of the Company to the conclusion of the 15<sup>th</sup> Annual General Meeting to be held in 2019, on a remuneration as may be agreed upon by the Board of Directors be and is hereby ratified.”

### SPECIAL BUSINESS:

#### 4. RE-APPOINTMENT OF MR. ADARSH KUMAR GUPTA (DIN: 08135776) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the consent of the members of the company be and is hereby given to the appointment of **Mr. Adarsh Kumar Gupta**, appointed as an Additional Director with effect from 26<sup>th</sup> of May, 2018 and holds office upto the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being qualified for appointment as an Independent Director and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Independent Director to hold office for five consecutive years for a term from 26<sup>th</sup> of May, 2018 upto 25<sup>th</sup> of May, 2023.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 149, 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Adarsh Kumar Gupta** be paid such fees as the Company may decide from time to time and within the limits prescribed or may be prescribed from time to time.”

*For and on behalf of the Board*

**ROHIT GUPTA**  
MANAGING DIRECTOR  
DIN: 02715232

Place : Jammu  
Date : 24/08/2018

## **NOTES:**

1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto. Additional information, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The Directors have furnished consent/declaration for their appointment /re-appointment as required under the Companies Act, 2013 and the Rules there under.

**2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 [FORTY-EIGHT] HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10 [ten] percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.

4) Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

5) The Register of Members and Share Transfer Book of the Company shall remain closed from Tuesday, September 18<sup>th</sup>, 2018 to Tuesday, September 25<sup>th</sup>, 2018 (both days inclusive).

6) The practice of distributing copies of Annual Reports at the Annual General Meeting has been

discontinued as a measure of economy.

7) All documents referred in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturday & Sunday between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting.

8) Members are requested to:

- i. Intimate changes, if any, in their registered address at the earliest.
- ii. Furnish PAN with Income Tax Ward /Range/ District to the Company.
- iii. Quote ledger folio nos. in all the correspondence with the Company and the Transfer Agent. In case shares are held in dematerialized mode, please quote the DP ID No. and client ID in all the correspondence.
- iv. Bring the copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.
- v. Send the queries, if any, **at least 7 (Seven) days in advance** of the meeting so that the information can be made available at the meeting.

9) Ministry of Corporate Affairs, Government of India, vide Circular No. 17/2011 dated 21st April, 2011 and Circular No.18/2011 dated 29th April, 2011 allowed service of documents by e-mode as a Green initiative in the Corporate Governance. Members are requested to register their e-mail addresses with the Company's Registrar and Share Transfer Agents , **M/s Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building Opp. Vasant Oasis, Makwana Road Marol, Andheri (East), Mumbai 400059**, for the purpose of service of documents under Section 20 of the Companies Act, 2013. The members are also requested to update their e-mail address in the Depository Account holding shares of the Company in dematerialized mode enabling the Registrar to consider the same. The form for sending the response is annexed at the end of the Annual Report.

### **10) Voting through electronic means**

In compliance with provisions of Section 108 of Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the Listing Regulations, the Company is pleased to provide members the facility to exercise their right to vote at the 14th Annual General Meeting (AGM) by electronic means and

the business may be transacted through e-voting Services provided by **National Securities Depository Limited** (NSDL). The Company has entered into an arrangement with **National Securities Depository Limited** (NSDL) for facilitating e-voting for AGM.

The E-voting period for all items of business contained in this Notice shall commence from Saturday, 22<sup>nd</sup> September, 2018 (9.00 a.m. IST) and will end on Monday, 24<sup>th</sup> of September, 2018 (5.00 p.m. IST) During this period, Equity Shareholders of the Company holding shares either in physical form or in dematerialized form, as on 17<sup>th</sup> of September, 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently or cast vote again. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or 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 e-voting as well as voting at the meeting through ballot. Any person, who acquires shares of the Company, becomes a member of the company after dispatch of the Notice and holding shares as of the cut-off date may follow the same procedure as mentioned for e-Voting.

The Company has appointed an Independent Professional (Practicing Chartered Accountant – M/s ATRUECFO & CONSULTANTS LLP) as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing who shall countersign the same.

The results along with Scrutinizer's report shall be placed on the website (i.e. [www.sarveshwarrice.com](http://www.sarveshwarrice.com)) of the Company and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

### **The instructions for shareholders voting electronically are as under:**

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

*NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".*

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>

(iii) Click on Shareholder - Login

(iv) Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form) and verification code as displayed. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Sarveshwar Foods Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [arvind.goyal@atruecfo.com](mailto:arvind.goyal@atruecfo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(I) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

**EVEN (Remote e-voting Event Number)  
USER ID: PASSWORD/PIN**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

*NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).*

*In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID).*

*In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17<sup>th</sup> of September, 2018.

V. Any person, who acquires shares of the Company and become member of the Company

after dispatch of the notice and holding shares as of the cut-off date i.e. 17<sup>th</sup> of September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor@bigshareonline.com](mailto:investor@bigshareonline.com).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

VII. A person, whose name is recorded in the register of members or 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 as well as voting at the AGM through ballot paper.

VIII. CA Arvind Goyal, Practicing Chartered Accountant (Membership No. 089713) of M/s. ATRUECFO & CONSULTANTS LLP, Chartered Accountants has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the

Company i.e www.sarveshwarrice.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS:**

##### **ITEM NO: 4**

The Board of Directors of the Company, on 26<sup>th</sup> of May, 2018 on the recommendations of the Nomination and Remuneration Committee, approved the regularization of **Mr. Adarsh Kumar Gupta** as an Independent Director of the Company with effect from 26<sup>th</sup> of May, 2018 upto 25<sup>th</sup> of May, 2023 subject to approval of the Shareholders at the Annual General Meeting on sitting fees as approved by the Board.

**Mr. Adarsh Kumar Gupta**, aged about 67 years, has done Bachelor of Science from Jammu University. He is having more than 32 years of experience in Banking Sector. He joined J&K Bank in the year 1975 and worked at different designations in the tenure of 32 years. He is retired as Assistant Vice President of J&K Bank in the year 2011.

**Mr. Adarsh Kumar Gupta** was appointed as an Additional Director of the company in the category of Non-Executive Independent Director w.e.f 26<sup>th</sup> of May, 2018. His appointment is proposed to be regularized at the ensuing Annual General Meeting of the company for a period of five consecutive years i.e upto 25<sup>th</sup> of May, 2023. Since, he was appointed as a Director w.e.f 26<sup>th</sup> of May, 2018, no board meeting was attended by him during 2017-18.

In the opinion of the Board, **Mr. Adarsh Kumar Gupta** fulfills the conditions specified under Section 149(6) and Schedule IV of the Companies Act, 2013 and the rules made thereunder for his appointment as an Independent Director of the company and is independent from the management of the company.

**Mr. Adarsh Kumar Gupta** is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Independent Director.

The Company has also received the declaration from **Mr. Adarsh Kumar Gupta** that he meets the criteria of independence as prescribed under sub section (6) of section 149 of the Act. The copy of the letter for appointment of **Mr. Adarsh Kumar Gupta** as independent director of the company setting out the terms and conditions are available for inspection by members at the registered office of the company.

The Board considered that the appointment of **Mr. Adarsh Kumar Gupta** who is having vast exposure and experience in the field of the banking sector which would be of immense benefit to the company and it is desirable to avail his services as an independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of **Mr. Adarsh Kumar Gupta** as an Independent Director, for the approval by the shareholders of the company.

None of the Directors or Key Managerial Personnel (KMP) of the company or their relatives are interested in this resolution except **Mr. Adarsh Kumar Gupta**.

**ANNEXURE TO NOTICE**

The more details about Mr. Anil Kumar seeking re-appointment at the forthcoming Annual General Meeting are as under:-

<b>Name of Director</b>	Mr. Anil Kumar
<b>Date of Birth</b>	10/07/1977
<b>Expertise in specific functional areas</b>	He has over a decade of experience in purchase and sale of paddy and rice. He looks into the general management of our Company. Budgetary controls, maintaining employee relations and team building are few of the areas which can be attributed to his contribution to our Company.
<b>No. of Equity Shares held in the company</b>	200 Equity Shares
<b>List of Directorship in other companies</b>	<ul style="list-style-type: none"> <li>• Sarveshwar Overseas Limited</li> <li>• Himalayan Bio Organic Foods Private Limited</li> </ul>
<b>Chairman/ Member of the Committee of Board of Directors of the company</b>	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Stakeholders Relationship Committee</li> <li>• Corporate Social Responsibility (CSR) Committee</li> <li>• Risk Management Committee</li> </ul>
<b>Chairman/ Member of the Committee of Board of Directors of other companies</b>	NIL

**ROUTE MAP OF AGM VENUE**

