

CREMICA AGRO FOODS LIMITED

(CIN: L15146PB1989PLC009676)

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of M/s. Cremica Agro Foods Limited will be held on Friday, the 7th day of September, 2018 at 11.00 A.M. at the Regal Hall, Maharaja Regency, Aarti Chowk, Ferozepur Road, Ludhiana-141001 to transact the following matter as an ordinary business:

ORDINARY BUSINESS

To Consider and if thought fit to pass with or without modification(s) following resolution as an Ordinary Resolution:

1. To receive, consider and adopt audited annual financial statements of the Company for the financial year ended on 31st March, 2018 including Audited Balance Sheet as on 31st March, 2018, the statement of Profit & Loss Account for the financial year ended on 31st March, 2018 along with the Notes to Accounts and Cash Flow Statement appended thereto and Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Sh. Anoop Bector (DIN: 00108589), Director who retires by rotation in accordance with the Articles of Association of the Company and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sh. Shantilal Sukalal Chaudhari (DIN: 02315224), Director who retires by rotation in accordance with the Articles of Association of the Company and being eligible, offers himself for re-appointment.
4. Ratification of Appointment of Statutory Auditor:

To consider and if thought fit to pass with or without modification(s) the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of The Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force), the appointment of M/s Kumar Sunil & Associates, Chartered Accountants (Firm Registration No.006263N) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 30th Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus service tax and reimbursement of out-of-pocket expenses, be and is hereby ratified”

**By order of Board of Directors
For Cremica Agro Foods Limited**

**Sd/-
Surendar Kumar Sood
Chairman & Director**

DIN: 01091404

Place: Phillaur
Date: 03.07.2018

Address: House 4275, Street No. 7, Durgapuri,
Haibowal Kalan, Ludhiana – 141001

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.**

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings issued by ICSI, of person seeking re-appointment as Director under Item No. 2 and 3 of this Notice are also annexed herewith
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

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4. AGM Notice and Annual Report are being sent by e-mail to those Members who have registered their e-mail ID.s with their Depository (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited ('Link Intime') (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of AGM Notice and Annual Report are being sent by permitted mode to those Members whose e-mail ID's are not registered.
5. AGM Notice and Annual Report are being sent to all Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') / Central Depository Services (India) Limited ('CDSL'), as on Friday, August 3, 2018. AGM Notice and Annual Report are also available on the Company's website i.e. www.cafli.co.in in the Investor Section as well as on Link Intime's website i.e. <https://instavote.linkintime.co.in>
6. Only those Members, whose names appear in the Register of Members / List of beneficial owners as on **Friday, August 31, 2018 (Cut-off Date)**, shall be entitled to vote (through remote e-voting / physical ballot paper) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their shares in the paid up equity share capital of the Company as on the Cut-off Date. A person who is not a Member as on the Cut-off Date should treat this Notice for information only.
7. In compliance with provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM). The Company has engaged the services of Link Intime as the Agency to provide remote e-voting facility. **E-voting is optional.**
8. The Company shall also provide facility for voting through physical ballot paper at the AGM and Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the AGM.
9. Members can opt for only one mode of voting i.e. either by physical ballot paper or by remote e-voting. However, if Members cast their vote through both mode of voting, then the voting through remote e-voting shall prevail.
10. The remote e-voting facility shall be available during the following period:

Commencement of remote e-voting	:	From 9:00 A.M. on Tuesday, September 4, 2018
End of remote e-voting	:	Up to 5:00 P.M. on Thursday, September 6, 2018

The remote e-voting shall not be allowed beyond the aforesaid time and date and the e-voting module shall be disabled by Link Intime upon expiry of the aforesaid period.
11. The e-Voting Event Number, User ID and Password for remote e-voting are being sent by e-mail, to those Members who have registered their e-mail ID.s and along with physical copy of AGM Notice to those Members, who have not registered their e-mail ID.s.
12. The Members, who have cast their votes by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again.
13. The Board of Directors has appointed Shri Anuj Bansal, Practicing Company Secretary (C.P. No.: 3667) and Proprietor of Anuj Bansal & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and physical voting process at the AGM in a fair and transparent manner.
14. The Scrutinizer will make a consolidated Scrutinizer.s Report of the total votes cast in favour or against and invalid votes if any, to the Chairman of the Company or in his absence to any other Director authorized by the Board, who shall countersign the same. Based on the Scrutinizer.s Report, the result will be declared by the Chairman or in his absence by the Company Secretary within 48 hours from the conclusion of the AGM at the Registered Office of the Company.
15. The result declared along with the Scrutinizer.s Report will be displayed on the notice board of the Company at its Registered Office and shall also be placed on the Company.s website www.cafli.co.in and also on Link Intime's website <https://instavote.linkintime.co.in> The result shall also be submitted with the Stock Exchanges, where the Company's shares are listed.
16. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 7, 2018.
17. Members holding shares in physical form are requested to immediately notify change in their address/Bank details to the Company's Share Transfer Agent i.e. M/s. Link Intime India Pvt. Ltd. having its Registered Office at 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028 or to the Company's Registered Office at B- XXX III 324,G.T.Road (West), near Jalandhar Bye-pass, Ludhiana-141005, Punjab together with the proof of address.

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18. Since the Company's shares are in compulsory demat trading, to ensure better service and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialize their shares at the earliest.
19. Members seeking any information with regard to Annual Accounts at the time of meeting are requested to send their queries to the Company at least 7 days before the date of meeting so as to enable the management to keep the information ready.
20. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
21. Members are requested to bring their attendance slip along with their copy of Annual Report along with them at the Meeting.
22. The documents referred to in the Notice are open for inspection at the Registered Office of the Company on any working day (except Sunday and holiday) between 10.00 A.M. to 12.00 Noon upto the date of Annual General Meeting.
23. The Register under Section 189 (4) of the Companies Act, 2013 shall be produced at the commencement of the meeting and shall remain open and accessible during the continuance of the meeting.
24. The facility for voting, via ballot or polling paper shall also be made available at the meeting and members attending the meeting shall be able to exercise their right at the meeting;
25. The route map of the venue of the Meeting is given in the Notice.
26. Members are requested to carefully read the Procedures and Instructions for Remote e-Voting mentioned hereunder:

Instructions for shareholders to vote electronically:

❖ Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">• Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

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If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please click here or you may refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

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DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard on General Meetings]

Particulars	Mr. Anoop Bector	Mr. Shantilal Sukalal Chaudhari
Date of Birth	05.10.1962	01.05.1962
Date of first Appointment as Director	06.09.1989	01.04.2008
Qualifications	Graduate in Commerce	M.Sc (Food Tech)
Expertise in specific functional area	He has approx. 30 years of Industry experience	He has experience of around 32 years
Directorships held in other body corporate as on 31 st March 2018	Bakebest Foods Private Limited Mrs. Bectors' English Oven Limited Mrs. Bectors Food Specialities Limited	NIL
Membership / Chairmanships of committees of other companies (includes only Audit Committee and Stakeholders Relationship Committee) as on 31 st March 2018	Member of Audit Committee of Mrs. Bectors Food Specialities Limited	NIL
Number of equity shares held in the Company as on 30 th June 2018	16,775	NIL
Relationship with other Directors and Key Managerial Personnel	Mr. Anoop Bector is son of Mrs. Rajni Bector (Whole Time Director) and brother of Mr. Ajay Bector (Whole Time Director)	None
Remuneration Last Drawn from the Company	NIL	NIL
No of meetings of the Board attended during the year	5 (Five)	5 (Five)

By order of Board of Directors
For Cremica Agro Foods Limited

Sd/-
Surendar Kumar Sood
Chairman & Director

DIN: 01091404

Address: House 4275, Street No. 7, Durgapuri,
HaibowalKalan, Ludhiana – 141001

Place: Phillaur
Date: 03.07.2018