

## **NOTICE OF 34<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **34<sup>TH</sup> Annual General Meeting (AGM)** of the members of M/s Cremica Agro Foods Limited will be held on Wednesday, the 20<sup>th</sup> day of September, 2023 at 11:00 A.M through Video Conferencing/ Other Audio Visual Means ("VC"/"OAVM") to transact the following matter(s):

The venue of the Meeting shall be deemed to be the Registered Office of the Company situated at 455, Sohan Palace, 2nd Floor, The Mall, Ludhiana-141001, Punjab.

### **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 the Audited Financial Statements (Standalone) of the Company for the financial year ended on 31<sup>st</sup> March, 2023 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2023, the statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date along with the Notes appended thereto and Reports of the Auditors and Directors Report thereon.

### **SPECIAL BUSINESS:**

2. **To Re-Appoint Mr. Shantilal Sukalal Chaudhari (DIN: 02315224), as Whole-Time Director of the Company for a term of Five Years**

To consider and if thought fit, to pass with or without modifications the following resolution as a **ORDINARY RESOLUTION**

**"RESOLVED THAT** pursuant to the provisions of Section 178, 188, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act, the consent of the members be and is hereby accorded for the re-appointment of Mr. Shantilal Sukalal Chaudhari as Whole-time Director of the Company for a period of five years

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with effect from August 2, 2023 till August 1, 2028 on such terms and conditions as recommended by Nomination & Remuneration Committee at a total remuneration upto Rs. 10,000/- (Rupees Ten Thousand Only) per month.

**RESOLVED FURTHER THAT** the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, things and deeds as may be necessary to give effect to this resolution."

3. **Consider and Approve continuation of Ms. Samridhi Seth (DIN: 08532336) as a Non Executive Independent Woman Director of the Company for Second term for a period of five years**

**To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-**

**"RESOLVED THAT** pursuant to the provisions Sections 149, 150, 152 read with Schedule IV and other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), on the recommendation of Nomination and Remuneration Committees and approval of Board of directors Ms. Samridhi Seth (DIN: 08532336) whose tenure expires on 11/08/2023 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for reappointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of five (5) years effective from 12/08/2023 to 11/08/2028."

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**“RESOLVED FURTHER THAT** Ms. Samridhi Seth shall be entitled to receive sitting fees for attending meetings of the Board of Directors as well as receive consultation fees for giving Consultancy to the Company.”

**“RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby authorized to do all the acts, deeds and things which may be necessary to give effect to this resolution.”

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

**Shilpa Tiwari  
Company Secretary and Compliance Officer  
M. No. A59374**

**Date: 2<sup>nd</sup> August, 2023**

**Place: Ludhiana**

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/DDHS/P/CIR/2022/0063, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 34<sup>th</sup> AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013. This notice is sent to all the members whose name appears as on 18<sup>th</sup> August, 2023 (cut-off date) in the Register of Members.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Annual Report 2022-23 is being sent through electronic mode only to those members whose email addresses are registered with the Company/Depository Participant(s). Pursuant to circular no. 20/2020 dated 05<sup>th</sup> May, 2020 issued by MCA, dispatch of Physical copy of Annual Report is dispensed.
4. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. The relevant explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the Special Businesses as set out above is annexed hereto and form part of this notice.
6. Additional Information, pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, In respect of the directors seeking



appointment/ re-appointment at the AGM, is furnished as annexure to the Notice.

7. Members, who have not registered their e-mail address so far, are requested to register their e- mail address for receiving all communication including Annual Report, Notices, Financial Results, Circulars, etc. from the Company electronically.

Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and in case the shares are held in physical form, to the Company's Registrar and Share Transfer Agents.

8. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days in business hours up to the date of Annual General Meeting. The above said shall also be available on the Company's website at [www.cafil.co.in](http://www.cafil.co.in).
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat account.

Member holding shares in physical form can submit their PAN details to the Company at the Registered Office of the Company.

10. 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.
11. The Register of Members and Share Transfer Books shall remain closed from 14.09.2023 to 20.09.2023 (Both days inclusive) (Record date- 13<sup>th</sup> September, 2023).

The Company has fixed its first cut-off date as 18<sup>th</sup> August, 2023 for the purpose of dispatch of Notice of AGM along with Annual report. Any person who acquires shares after the first cut-off date but before the record date i.e 13<sup>th</sup> September, 2023 may obtain the ID-password from the Company's RTA i.e Link Intime Private Limited.

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12. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [manager.cafl@gmail.com](mailto:manager.cafl@gmail.com) with a copy marked to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
13. The Board of Directors has appointed **Mr. Anuj Bansal, Partner of Anuj Bansal & Associates, Practising Company Secretaries** as the **Scrutinizer** for conducting the voting and remote e-voting process in accordance with the law and in a fair and transparent manner and she has consented to act as scrutinizer.
14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.
15. The results declared along with the report of Scrutinizer shall be placed on the website of the Company immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.
16. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). However, if he / she is already registered with Link Intime India Pvt. Ltd (LIPL) for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
17. The business set out in this Notice shall be conducted through e-voting. In compliance with the provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote at the Meeting.
18. The members may cast their votes through electronic voting system (remote e- voting).

The remote e-voting period will commence at 9.00 a.m. on Sunday, 17<sup>th</sup> September, 2023 and will end at 5.00 p.m. on Tuesday, 19<sup>th</sup> September, 2023. In addition, the facility for e-voting shall also be made available during the AGM. Members participating in the AGM through Video Conference/ Other Audio Visual Means who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e- voting shall be eligible to participate in the AGM; however, they shall not be eligible to vote at the meeting.

19. Members may join the 34<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 a.m. IST i.e. 15 minutes before the time scheduled to start the 34<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 34<sup>th</sup> AGM. Members may note that the VC/OAVM Facility allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 34<sup>th</sup> AGM without any restriction on account of first-come-first-served principle.
20. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact their Depository Participant with whom they are maintaining their de-mat account.

## **21. Voting through electronic means:**

### **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>



► Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company on the [manager.caf1@gmail.com](mailto:manager.caf1@gmail.com) created for the generalmeeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.



Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or

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LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## **Annexure**

### **Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.:**

#### **InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The screenshot displays the Cisco Webex website's download page. The top navigation bar includes 'Solutions', 'Webex Devices', 'Plans & Pricing', and 'Learn'. The main content is split into two columns: 'Webex Meetings' and 'Webex Teams'. The 'Webex Meetings' section features a blue 'Download for Windows' button, which is highlighted by a black arrow. Below this, there are links to download the application on various devices. The 'Webex Teams' section also has a 'Download for Windows' button and a 'Download Teams VDI' link. A three-step installation guide is provided below the download links. Step 1: 'Double-click the webexapp.msi file you downloaded'. Step 2: 'The Webex Meetings setup wizard will launch. Follow the instructions to set up.' Step 3: 'Once installed the app will launch automatically.' Below the steps, a note says 'To open the app double-click the Webex Meetings icon on your desktop.' At the bottom, a file explorer dialog is open, showing the file 'webexapp.msi (88.1 MB)' and the 'Run' button, which is highlighted by a black arrow.

webex.com/downloads.html

Webex Solutions Webex Devices Plans & Pricing Learn

Host Join Sign in Start for Free

### Webex Meetings

Looking for real time video conferencing?

- HD video for face-to-face meetings
- Flexible audio-only conference call options
- Easy screen sharing
- Meet across any device

Download for Windows

Also available here:

Download on the GET IT ON

### Webex Teams

Looking for messaging and team collaboration?

- One-on-one or group messaging
- Digital two-way whiteboarding
- Rich content and file sharing
- Video calling

Download for Windows

Download Teams VDI

Also available here:

Download on the GET IT ON

#### Step 1

Double-click the webexapp.msi file you downloaded

#### Step 2

The Webex Meetings setup wizard will launch. Follow the instructions to set up.

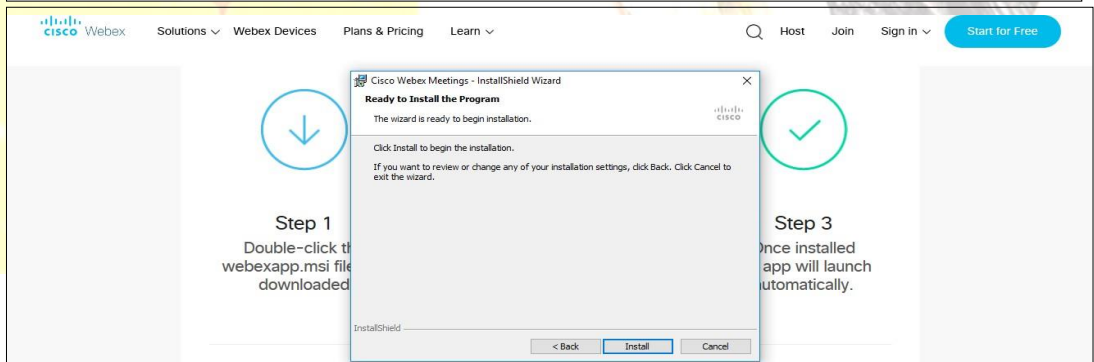
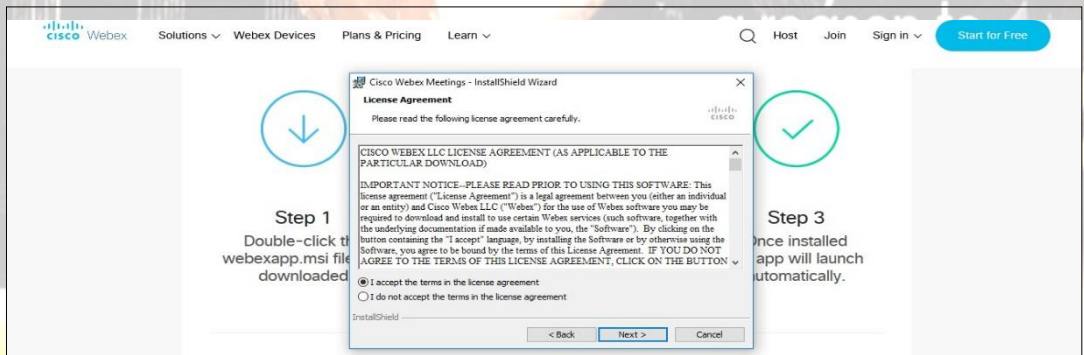
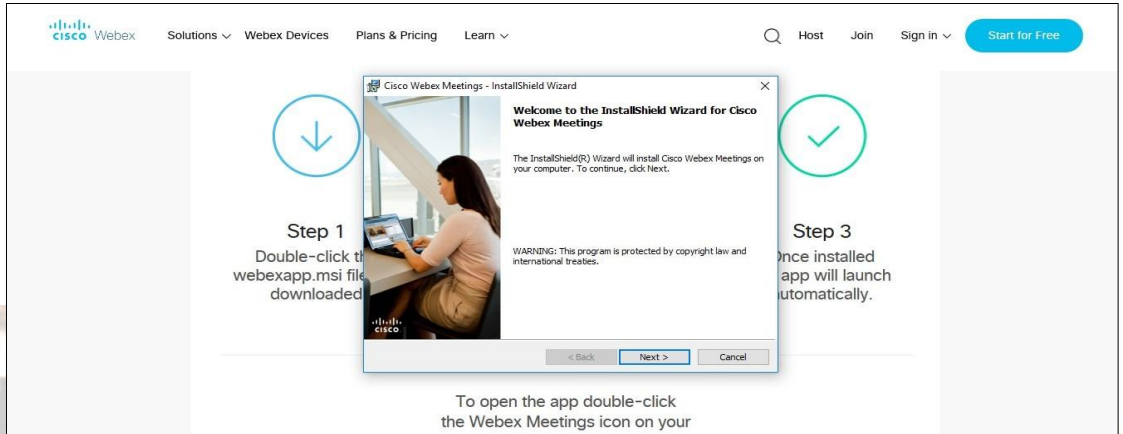
#### Step 3

Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?  
From: akamaicdn.webex.com

Run Save Cancel



or



- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

<b>Step 1</b>	<b>Enter your First Name, Last Name and Email ID and click on Join Now.</b>
<b>1 (A)</b>	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
<b>1 (B)</b>	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <a href="#">Run a temporary application</a> . Click on <a href="#">Run a temporary application</a> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The screenshot displays the Cisco Webex interface for joining an event. On the left, there is a section for 'Event Information' with fields for 'Event status:', 'Date and time:', 'Duration:', and 'Description:'. Below this, a note states: 'By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).' On the right, the 'Join Event Now' section is visible. It includes a message: 'You cannot join the event now because it has not started.' Below this message are input fields for 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points to these fields with the text 'Mention your First name, Last name and email address.' At the bottom of the form, there is a button labeled 'Join by browser' with a 'NEW!' badge, and another red arrow points to it with the text 'NEW!'. Below the button, it says 'If you are the host, [start your event](#)'.

### **Remote e-Voting Instructions for shareholders:**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

► Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:

**B. User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Event No + Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**c. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**d. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

► Set the password of your choice (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).

► Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e- voting system of LIPL at <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.

**If you have forgotten the password:**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
  - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - 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.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

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

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

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

**Shilpa Tiwari  
Company Secretary and Compliance Officer  
M.No. A59374**

**Date: 2<sup>nd</sup> August, 2023**

**Place: Ludhiana**



**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**ITEM NO.2**

**To Re-Appoint Mr. Shantilal Sukalal Chaudhari (DIN: 02315224), as Whole-Time Director of the Company for a term of Five Years**

Mr. Shantilal Sukalal Chaudhari (DIN: 02315224) is Whole time Director of the company. The present term of Mr. Shantilal Sukalal Chaudhari is coming to an end. In terms of the Corporate Governance Guidelines and pursuant to the recommendation of the Nomination and Remuneration Committee, The Board, in its meeting held on August 2, 2023, had approved the reappointment of Mr. Shantilal Sukalal Chaudhari for a further period of 5 years w.e.f. August 2, 2023 to August 1, 2028 based on his skills, experience, knowledge and positive outcome of performance evaluation.

The Board of Directors of the Company recommends his re-appointment and subject to the approval of members of the Company.

**Information about the Appointee Directors:**

Mr. Shantilal Sukalal Chaudhari

**Brief Profile:**

Mr. Shantilal Sukalal Chaudhari is the Director (operations) of our Associate Company, Mrs. Bectors Food Specialities Limited. He holds a degree of master of science in food technology from Central Food Technological Research Institute in Mysore. He has more than 27 years of experience in production. He has previously worked with Al Rashed Food Limited as production-manager, Mini Bakeries (Nairobi) Limited as operations manager. He is being equipped with immense management skills, knows how to harmonize the team with the company's goals. He has a rich experience in financial and marketing sector.

**Nature of his expertise in specific functional areas:**

He is an imperative person of the management of the Company. His management expertise and rich experience is continuously helping the business to develop and is

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further facilitating in the proposed expansion of business. He has been a part of Company's decision making, quality and regulatory operations and has played an imperative role in formulating the business strategies.

**Disclosure of relationship between Directors inter-se:**

He has not any relationship with any of the Directors on Board.

**ITEM NO.3**

**Consider and Approve continuation of Ms. Samridhi Seth (DIN: 08532336) as a Non Executive Independent Woman Director of the Company for Second term for a period of five years**

Ms. Samridhi Seth (DIN: 08532336) is Non-Executive Independent Director of the company appointed on 12/08/2019 for a period of 4 years. Her 1st Term of appointment expiring on 11/08/2023.

In terms of the Corporate Governance Guidelines and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on August 2, 2023 approving re- appointment of Ms. Samridhi Seth (DIN: 08532336) as an Independent Director for a second term of five years, with effect from 12/08/2023 to 11/08/2028, based on her skills, experience, knowledge and positive outcome of performance evaluation.

**Her brief profile is given below:**

Ms. Samridhi Seth is a Company secretary working with Pentagon Aluminium Company Private Limited as Company Secretary and Compliance officer, having an experience of 7 years in the field of corporate compliance. She has previously worked with the renowned PCS firm, Ralson (India) Limited and Super Fine Knitters Limited. With her enriched experience, she would contribute to the management of the company as a Non-executive Director.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such reappointment in Board's report.

The Company has received a declaration from Ms. Samridhi Seth confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Ms. Samridhi Seth to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Ms. Samridhi Seth to be

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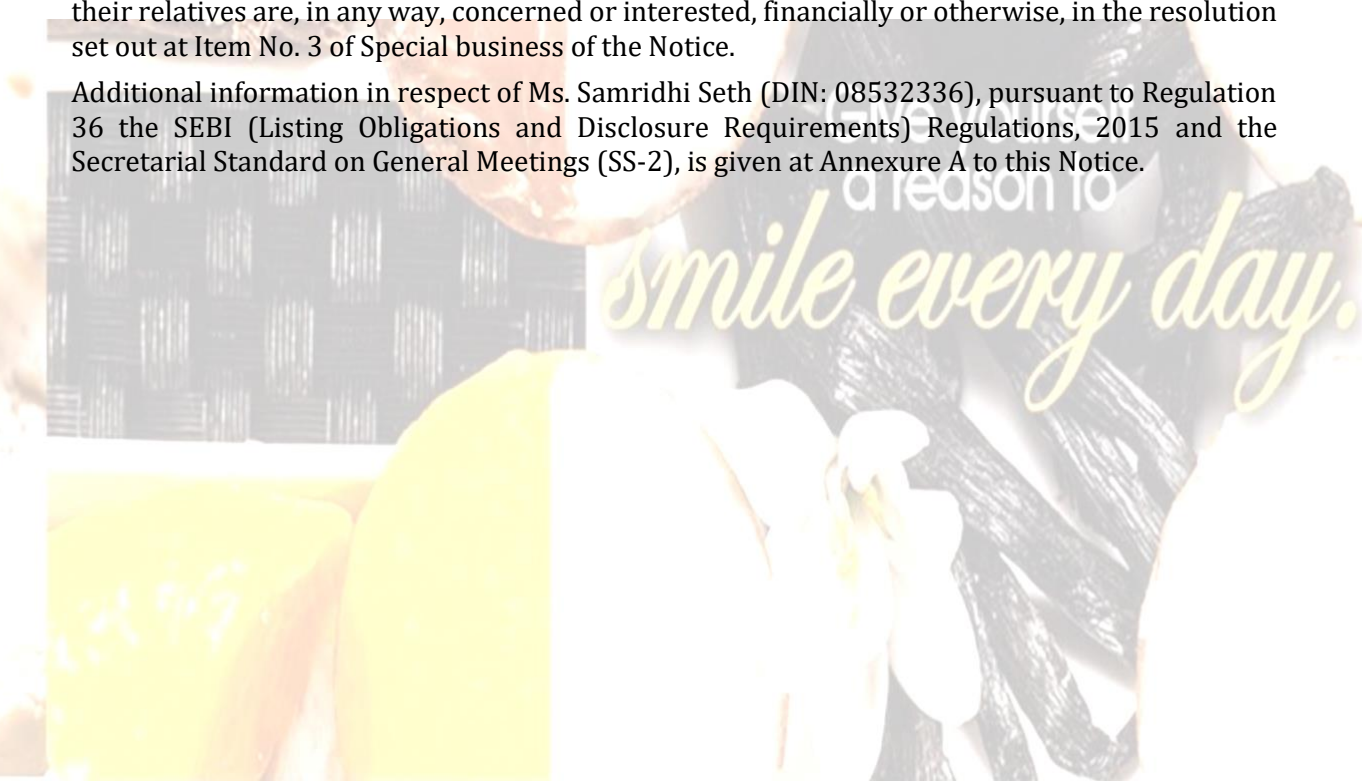
re-appointed as an Independent Director.

In the opinion of the Board of Directors, Ms. Samridhi Seth fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her re-appointment as an Independent Director of the Company and is independent of the Management.

She does not hold any share in the Company and is not related to any other director on the Board of the Company.

Save and except Ms. Samridhi Seth and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of Special business of the Notice.

Additional information in respect of Ms. Samridhi Seth (DIN: 08532336), pursuant to Regulation 36 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given at Annexure A to this Notice.



**Annexure A****Profile of the Directors seeking Re-appointment at the Annual General Meeting****[Pursuant to Regulation 26(4) and 36(3) of SEBI (Listing of Listing Obligations and Disclosures Requirements) Regulations, 2015 along with Paragraph 1.2.5 of Secretarial Standard on General Meetings]**

<b>Name of the Director</b>	<b>Ms. Samridhi Seth</b>	<b>Shantilal Sukalal Chaudhari</b>
DIN	08532336	02315224
Age	31	61
Brief resume and Qualification	Ms. Samridhi Seth is a Company secretary working with Pentagon Aluminium Company Private Limited as Company Secretary and Compliance officer, having an experience of 7 years in the field of corporate compliance. She has previously worked with the renowned PCS firm, Ralson (India) Limited and Super Fine Knitters Limited. With her enriched experience she would contribute to the management of the company as a Non-executive Director	Mr. Shantilal Sukalal Chaudhari is the Director (operations) of our Associate Company, Mrs. Bectors Food Specialities Limited. He holds a degree of master of science in food technology from Central Food Technological Research Institute in Mysore. He has more than 27 years of experience in production. He has previously worked with Al Rashed Food Limited as production-manager, Mini Bakeries (Nairobi) Limited as operations manager. He is being equipped with immense management skills, knows how to harmonize the team with the company's goals. He has a rich experience in financial and marketing sector.
Date of Re-appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	12.08.2023	02.08.2023
Expertise in specific functional area	Compliance and Legal	Production
Qualification(s)	B.com, CS	M. Sc (Food Tech)
Board Membership of other listed Companies as on 31.03.2023	Nil	Nil



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Relationship with other Directors and Key Managerial Personnel	None	None
Remuneration Last Drawn from the Company (This does not include Director sitting fees)	Nil	Nil
Remuneration proposed to be paid	Director Sitting Fees	Upto Rs. 10,000 per month
No of meetings of the Board attended during the year 2022-23	Held: 6 Attended: 6	Held: 6 Attended: 6
Chairmanships/Memberships of the Committees of other public limited companies as on 31.03.2023		
a. Audit Committee	Nil	Nil
b. Shareholders' Grievance Committee	Nil	Nil
c. Board Governance and Nomination Committee	Nil	Nil
d. CSR Committee	Nil	Nil
e. Other Committee(s)	Nil	Nil
Number of shares held in the Company as on March 31, 2023	Nil	Nil

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

**Date: 2<sup>nd</sup> August, 2023  
Place: Ludhiana**

**Shilpa Tiwari  
Company Secretary and Compliance Officer  
M.No. A59374**