

KUMAR FOOD INDUSTRIES LIMITED

Regd. Office: 1102-F, Pearls Business Park
Netaji Subhash Place, Pitampura
New Delhi-110034 (INDIA)
Tel. : 011-27357808, Fax : 011-47055499
Email : info@kumarfood.com
CIN: L15310DL1991PLC043456

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of Kumar Food Industries Limited will be held on Wednesday, 30th September, 2015 at 2.00 P.M. at 12th Floor, Pearls Business Park, Netaji Subhash Place, Pitampura, New Delhi-110034 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2015 and the Balance Sheet as on that date and the Reports of the Director's & Auditor's thereon.
2. To appoint a Director in place of Mr. Krishan Kumar Sharma (holding DIN:01605071), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Siddharth Kumar (holding DIN:00042518), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors and fix their remuneration and in this regard 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 139 and other applicable provisions, if any, of the Companies Act, 2013 & the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Raman Bhuraria & Associates, Chartered Accountants, (Reg. No. 009103N), as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, till the conclusion of the Twenty Fifth Annual General Meeting of the Company to be held in the year 2016, at such remuneration plus Service Tax and reimbursement of out of pocket expenses etc. incurred by them for the purpose of audit as may be decided by the Board of Directors in consultation with the Auditors."

Date: 14.08.2015
Place: New Delhi

By Order of the Board of Directors
For KUMAR FOOD INDUSTRIES LIMITED



Neha Sharma
Company Secretary
PAN: CTBPS3474A

NOTES:

a) 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. SUCH A PROXY/ PROXIES NEED NOT TO BE A MEMBER OF THE COMPANY

A person can act as 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. Proxies submitted on behalf of the Companies must be supported by an appropriate resolution/authority, as applicable. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith.

b) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015. (Both days inclusive)

c) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting) and for which purpose the Company has engaged the services of NSDL. The Board of Directors of the Company has appointed Mr. Manish Garg, Practicing Company Secretary (Membership No. 26934), as the Scrutinizer for this purpose.

d) For those Members who do not cast their votes by remote e-voting prior to the AGM will vote through Ballot Process or Poll at the AGM. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.

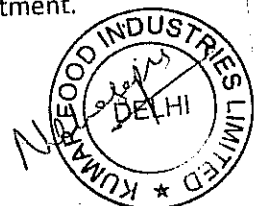
e) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 23rd September, 2015 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting.

f) Members are requested to intimate immediately change of address, if any, to the Company's Registrar & Transfer Agents or Depository Participant, as the case may be.

g) Members are requested to bring their copy of the Annual Report to the Annual General Meeting. Members/ Proxies should bring the attendance slip to the Meeting duly filled in, for attending the Meeting.

h) The Securities 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 the PAN to the Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agents.

i) Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect to the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.



j) Corporate Members intending to send their authorised representatives to attend the AGM are required to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote at the AGM on their behalf.

k) The notice of the AGM along with the copies of the Annual Report 2015, instructions for remote e-voting, attendance slip and proxy form are being sent by the permitted mode to the members.

l) All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A.M. to 6.00 P.M.) on any working day upto and including the date of the Annual General Meeting of the Company.



The procedure with respect to **remote e-voting** is provided below: -

I. In case of Members who receive the Notice in electronic mode:

(a) Open the e-mail and the PDF file viz. '**KFI e-voting.pdf**' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.

(b) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on **Shareholder – Login**'.

(c) Insert user ID and password as initial password stated in (a) above. Click on '**Login**'.

(d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits / characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.

(e) Home page of remote e-voting opens. Click on '**e-voting: Active E-voting Cycles**' and select the Electronic Voting Event Number (EVEN) of Kumar Food Industries Limited.

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

(g) Cast your vote by selecting appropriate option and click on '**Submit**'. Thereafter click on '**Confirm**' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.

(h) Thereafter the message '**Vote cast successfully**' will be displayed.

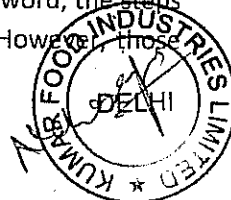
(i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at Csconsultant.manish@gmail.com with a copy marked to NSDL's e-mail ID evoting@nsdl.co.in.

II. In case of Members who receive the Notice by post:

(a) User ID and initial password is provided in the admission slip for the AGM. (b) Please follow the steps from Sl. Nos. (b) to (i) mentioned in (I) above, to cast your vote.

III. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (e) to (i) mentioned in (I) above, to cast your vote.

IV. Those who become Members of the Company after dispatch of the AGM Notice but on or before 23rd September, 2015 (cut-off date) may write to NSDL at evoting@nsdl.co.in or to the Company at cs@kumarfood.com requesting for user ID and password. On receipt of user ID and password, the steps from Sl. Nos. (b) to (i) mentioned in (I) above should be followed for casting of vote. However, those



Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login.

V. In case of any queries, you may refer to the Frequently Asked Questions for Shareholders and e-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website www.evoting.nsdl.com. You may also send your queries to the e-mail ID cs@kumarfood.com.

VI. The period for remote e-voting starts at 9.00 a.m. on 26th September, 2015 and ends at 5.00 p.m. on 29th September, 2015. Remote e-voting will be blocked by NSDL at 5.00 p.m. on 29th September, 2015.

VII. General Information

(a) Every Client ID No. / Folio No. will have one vote, irrespective of the number of joint holders.

(b) 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 remote 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 a person authorised by him in writing who shall countersign the same.

(c) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kumarfood.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to Metropolitan Stock Exchange of India Limited (Formerly known as MCX Stock Exchange Limited), where the shares of the Company are listed.

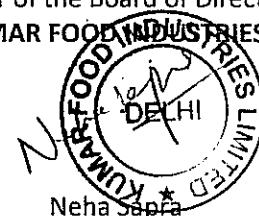


INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49(VIII) (E) OF THE LISTING AGREEMENT.

Particulars	Mr. Siddharth Kumar	Mr. Krishan Kumar Sharma
Date Of Birth	06.08.1982	02.09.1961
Date of Appointment	25.09.2000	01.03.2003
Expertise in specific Functional area	Wide Business experience across variety of Industries	Wide experience in the field of production and Control.
Directorship held in other Companies	<ul style="list-style-type: none"> • Shakti Bhog Foods Limited • Shakti Bhog Snacks Limited • Dash Exports Private Limited • Vital Holdings Private Limited • Vizzy Finvest Private Limited • Elanza Investment Private Limitec • Crest Agrofoods Limited • Goal Securities and Credits Limite • Sumesh Financiers Private Limitec • Divyarth lease & Finance Private I • Shubhangi Finvest Private Limited • Dinkar Holdings Private Limited • Divyarth Health Care Private Limit • Fruto Fresh Industries Private Lir • Divyashakti Hospitality Private Lin • Bhawna Portfolio Private Limited 	<ul style="list-style-type: none"> • Shakti Bhog Foods Limited
Membership / Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee.	Nil	Nil
Number of shares Held in the Company	10400	6500

Date: 14.08.2015
Place: New Delhi

By Order of the Board of Directors
For KUMAR FOOD INDUSTRIES LIMITED



Neha Jajra
Company Secretary
PAN: CTBPS3474A

Proxy Form

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company at 12TH FLOOR, PEARLS BUSINESS PARK, NETAJI SUBHASH PLACE, PITAMPURA, NEW DELHI- 110034 at 2.00 P.M. on WEDNESDAY, SEPTEMBER 30, 2015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.....

4.....

Signed this..... day of..... 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix
Re. 1/-
Revenue
Stamp

Notes:

1. The Proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.
2. Company reserves the right to ask for identification of the proxy.
3. Proxy cannot speak at the meeting or vote on show of hands.



ATTENDANCE SLIP

DP ID*

Folio No.

Client ID*

No. of Shares

Name of the Shareholder:

I hereby record my presence at the 24th Annual General Meeting at 12TH FLOOR, PEARLS BUSINESS PARK, NETAJI SUBHASH PLACE, PITAMPURA, DELHI- 110034 at 2.00 P.M. on WENESDAY, 30TH SEPTEMBER, 2015

Signature of the Shareholder/Proxy

Notes:

1. Member/Proxy holder wishing to attend the meeting must bring the Attendance slip to the meeting and hand it over at the entrance duly signed.
2. Member/Proxy holder desiring to attend the meeting should bring his/her Copy of the Annual Report for reference at the meeting.



KUMAR FOOD INDUSTRIES LIMITED
CIN L15310DL1991PLC043456

(Regd. Office: 1102-F, Pearls Business Park, Netaji Subhash Place, Pitampura, New Delhi-110034, Ph. No.011- 273587808)

Sr. No.:

Registered Folio No/DP ID No/ Client ID No:

No of share(s) held:

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Dear Member,

Subject: Voting through Electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 & Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 24th Annual General Meeting of the company to be held on Wednesday, 30th September 2015 at 2.00 P.M.. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facility.

E-voting facility is available at the link www.evoting.nsdl.com

The e-voting particulars are set out below:

<i>EVEN</i> <i>(E-Voting Event</i> <i>No.)</i>	<i>USER ID</i>	<i>PASSWORD/PIN</i>

The e-voting facility will be available during the following voting period:

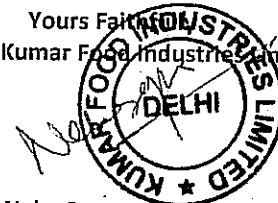
<i>Commencement of e-voting</i>	<i>26th September, 2015 at 9.00 A.M.</i>
<i>End of e-voting</i>	<i>29th September, 2015 at 5.00 P.M.</i>

Please read the instructions printed overleaf before exercising the vote electronically.

These details and instructions form integral part of the Notice of the 24th Annual General Meeting to be held on 30th September, 2015. The cut-off date (i.e. the record date) for the purpose of e-voting is 23rd September, 2015.

Place: New Delhi
Date: 14th August, 2015

Yours Faithfully
For Kumar Food Industries Limited



Neha Sapra
Company Secretary
