

# 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@sarveshwarrice.com

Ref. No. : .....

Dated : .....

To

Date: 04/09/2020

Listing Compliance Department,  
National Stock Exchange of India Limited,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East, Mumbai-400051.

**SUB: Notice of 16<sup>th</sup> Annual General Meeting of Sarveshwar Foods Limited.**

**Scrip Code: SARVESHWAR**

Sir/ Madam

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of the 16<sup>th</sup> Annual General Meeting of our company which is scheduled to be held on Tuesday, **September 29, 2020** at 11:00 AM at SFL Meeting Hall, Village Seora, Baba Fareed Nagar, Bishnah Kunjwani Jammu, J&K-181132.

Kindly take the above stated information on record and oblige.

For & On Behalf of

Sarveshwar Foods Limited

  
Sourabh Mehta

Compliance Officer & Chief Financial Officer

PAN:ALDPM4604L



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the **16<sup>th</sup> Annual General Meeting** of the members of **SARVESHWAR FOODS LIMITED (CIN: L15312JK2004PLC002444)** will be held on Tuesday, 29 September, 2020 at 11.00 A.M at SFL Meeting Hall, Village Seora, Baba Fareed Nagar, Bisnah –Kunjwani Road, Jammu, J&K - 181132. to transact the following business:

### **ORDINARY BUSINESS:**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> of March, 2020 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, 2020.

To appoint Director in place of **Mr. Anil Kumar (DIN:07417538)**, who retires by rotation and being eligible offers himself for re-appointment.

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 16<sup>th</sup> Annual General Meeting of the Company to the conclusion of the 17<sup>th</sup> Annual General Meeting to be held in 2021, on a remuneration as may be agreed upon by the Board of Directors be and is hereby ratified.”

## **SPECIAL BUSINESS:**

1. To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Ordinary Resolution:

### **ITEM NO. 1**

**“RESOLVED THAT** in accordance with applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof), and the Articles of Association of the Company, Ms. Seema Rani (holding DIN No. [083855581](#)), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 22<sup>nd</sup> October, 2019, pursuant to the Articles of Association of the Company and Section 161(1) of the Companies Act, 2013, and who holds office up to the date of ensuing Annual General Meeting pursuant to Section 161(1) of the Companies Act, 2013, and Articles of Association of the Company, and in respect of whom a written Notice pursuant to Section 160 of the Companies Act, 2013, has been received from a member signifying his intention to propose Ms. Seema Rani as a candidate for the office of Director of the Company, whose office shall be liable to retire by rotation, be and is hereby appointed as a Director of the Company to hold office for a term up to 25<sup>th</sup> August, 2024,”

For and on behalf of the Board  
For Sarveshwar Foods Limited

SURENDAR SINGH JASROTIA  
MANAGING DIRECTOR & CEO  
DIN: 08566350

Place : Jammu  
Date : 04/09/2020

## 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 **c o n s e n t / d e c l a r a t i o n f o r t h e i r** 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, 22<sup>nd</sup>

September, 2020 to Tuesday 29<sup>th</sup> September, 2020 (both days inclusive).

6) The practice of distributing copies of Annual Reports at the Annual General Meeting has been discontinued as a measure to save the environment and be eco friendly.

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 16th 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, 26<sup>th</sup> September, 2020 (09.00 A.M. IST) and will end on Monday, 28<sup>th</sup> September, 2020 (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 21<sup>st</sup> September, 2020 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 Mr. Nitesh Kumar Ranga of M/S Nitesh Kumar Ranga & Company 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 procedure to login to e-Voting website consists of two steps as detailed hereunder:

#### Step 1 : Log-in to NSDL e-Voting system

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details will be as per details given below :

For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).

For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).

For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).

Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

"[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

Select "EVEN" of the Company.

Now you are ready for e-Voting as the Voting page opens.

Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

Upon confirmation, the message "Vote cast successfully"

will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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

General Guidelines for shareholders:

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [cs.serviceprovider@gmail.com](mailto:cs.serviceprovider@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

Please note the following:

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.

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.

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 ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

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

Other information:

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

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

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

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 21<sup>st</sup> September, 2020.

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, 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).

Mr. Nitesh Kumar Ranga of M/S Nitesh Kumar Ranga & Company 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.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e [www.sarveshwarrice.com](http://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 BSE National Stock Exchange of India Limited, Mumbai.

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

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> <li>• Himalayan Ancient 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-Member</li> <li>• Corporate Social Responsibility Committee-Member</li> <li>• Risk Management Committee-Member</li> </ul>                                                                                                    |
| <b>Chairman/ Member of the Committee of Board of Directors of other companies</b> | NIL                                                                                                                                                                                                                                                                                   |

## SPECIAL BUSINESS :

### ITEM NO. 1

The Board of Directors at their meeting held on 22<sup>nd</sup> October, 2019 appointed Ms. Seema Rani as Additional Director of the company to take effect from 22<sup>nd</sup> October, 2019. Ms. Seema Rani holds office upto ensuing of Annual General Meeting.

In terms of section 152 and other applicable provisions of companies act, 2013 Ms. Seema Rani, being eligible and seeking for appointment, is proposed to be appointed as a Executive Director to hold office upto 21<sup>st</sup> Oct, 2024. The company has received a notice in writing under the provisions of Section 160 of the companies act, 2013 from the member along with deposit of rs.1,00,000/- proposing the candidature of Ms. Seema Rani for the office of director under applicable provisions of Companies act, 2013.

conditions specified in the Companies act,2013 and rules made thereunder. The board considers that his association would be of immense benefit to the company. The resolution seeks the approval of members for the appointment of Ms. Seema Rani as a director of the company upto 21<sup>st</sup> October,2024, pursuant to applicable provisions of the companies act,2013 and rules made thereunder. She is liable to retire by rotation.

None of the directors, key Managerial personal or their relative, except Ms. Seema Rani, to whom the resolution related, are interested or concerned in this resolution.

The Board recommends the resolution set forth in ITEM NO1 for approval of members.

This explanatory Statement may also be regarded as a disclosure under the SEBI (Listing Obligations and disclosure Requirements ) Regulations,2015 with the Stock Exchange.

## ANNEXURE TO NOTICE

**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> <li>• Himalayan Ancient 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-Member</li> <li>• Corporate Social Responsibility Committee-Member</li> <li>• Risk Management Committee-Member</li> </ul>                                                                                                    |
| <b>Chairman/ Member of the Committee of Board of Directors of other companies</b> | NIL                                                                                                                                                                                                                                                                                   |

### ROUTE MAP OF AGM VENUE ( TO BE INCLUDED ON THIS PAGE)

