

---

## **NOTICE**

NOTICE is hereby given that the Thirty First Annual General Meeting of **Kellogg India Private Limited** will be held on Monday, 25<sup>th</sup> July, 2022 at 10.00 AM at the Registered office of the Company i.e. L2 and L3, Taloja MIDC, District- Raigad, Maharashtra-410208 to transact the following business: -

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2022 and Profit & Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of Directors and Auditors.
2. To declare a dividend on equity shares for the financial year ended March 31, 2022 and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary resolution**:

**“RESOLVED THAT** a dividend at the rate of INR 7.50/- (Rupees Seven and Paise Fifty only) per fully paid-up equity share of the Company of INR 10/- (Rupees Ten rupees only) each, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2022 and the same be paid out of the profits of the Company.”

3. To re-appoint the Statutory Auditors of the Company, and to fix their remuneration and in this regard, members are requested 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, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board, M/s. Suresh Surana & Associates LLP, Chartered Accountants, Mumbai (FRN: 121750W/W-100010) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company to be held in the financial year 2027-2028, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of-pocket expenses to be incurred by them in connection with the audit.”

### **SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 2(54), Section 2(78), Section 152, Section 164, Section 196 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Prashant Peres (DIN: 07283522), who was appointed as Additional Director (in the capacity of Managing Director) of the Company by the Board of Directors of the Company, with effect from 4<sup>th</sup> March, 2022 and who holds office till the conclusion of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director, designated as Managing Director of the Company for a period of 5 years with effect from the date of his appointment as an Additional Director on the

Board of the Company i.e. 4<sup>th</sup> March, 2022 till 3<sup>rd</sup> March, 2027, on such terms and conditions and remuneration payable as may be approved by the Board.

**RESOLVED FURTHER THAT** any of the Director(s) of the Company or the Company Secretary of the Company be and are hereby authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution including issuance of certified true copy of this resolution to whomsoever concerned.”

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provision of Section 152 and 164 and any other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, Mr. Amit Kumar Baveja (DIN: 09420050), who was appointed as an Additional Director (in the capacity of Executive Director) by the Board of Directors of the Company with effect from 17<sup>th</sup> December, 2021 and who holds office till the conclusion of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director (in the capacity of Executive Director) of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Director(s) of the Company or the Company Secretary of the Company be and are hereby authorized to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution including issuance of certified true copy of this resolution to whomsoever concerned.”

**On Behalf of the Board**  
**For Kellogg India Private Limited**

**Prashant Peres**  
**Managing Director**  
**DIN: 07283522**  
**Date: 20<sup>th</sup> June, 2022**  
**Place: Mumbai**

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2) ATTENDANCE SLIP AND PROXY FORMS ARE ANNEXED HEREWITH. THE SHAREHOLDERS ARE ADVISED IN THEIR OWN INTEREST, TO CARRY THE ATTENDANCE SLIP TO THE VENUE OF THE MEETING. SHAREHOLDERS APPOINTING THE PROXIES ARE ADVISED TO EXECUTE THE PROXIES IN THE FORM PROVIDED.
- 3) All relevant documents referred in the Notice shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours (10:00 A.M. to 6:00 P.M.) on all working days (except Saturdays, Sundays and Public Holidays) till the conclusion of the 31<sup>st</sup> AGM of the Company.
- 4) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 5) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') will be available for inspection by the members at the AGM.
- 6) A route map and prominent land mark for easy location to the venue of AGM is given on the back of the Proxy Form attached to this Notice.

**On Behalf of the Board**  
**For Kellogg India Private Limited**

**Prashant Peres**  
**Managing Director**  
**DIN: 07283522**

**Date: 20<sup>th</sup> June, 2022**  
**Place: Mumbai**

---

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice dated 20<sup>th</sup> June, 2022

The incumbent auditors M/s. Suresh Surana & Associates LLP, Chartered Accountants, Mumbai (FRN: 121750W/W-100010) were appointed u/s 139 as Statutory Auditors of the Company in the financial year 2017-18 to hold office from the conclusion of the 26<sup>th</sup> Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting to be held in the financial year 2022-23.

In view of the same the Company needs to re-appoint them as the Statutory Auditors of the Company in the ensuing Annual General Meeting of the Company for the period of 5 years i.e. from the conclusion of 31<sup>st</sup> Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company.

Further, the Company has received consent and eligibility certificate from M/s. Suresh Surana & Associates LLP, Chartered Accountants, Mumbai (FRN: 121750W/W-100010), to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed there under and that they satisfy the criteria provided in section 141 of the Companies Act, 2013. The Members are requested to consider re-appointment of M/s. Suresh Surana & Associates LLP, Chartered Accountants, Mumbai for the office of the Statutory Auditors of the Company to hold the office from the conclusion of 31<sup>st</sup> Annual General Meeting till the conclusion of the 36<sup>th</sup> Annual General Meeting.

The Board recommends the re-appointment of the Statutory Auditor of the Company for the period of five years and to pass the resolution as set out in Item No. 3 of the Notice as Ordinary Resolution(s).

**On Behalf of the Board**  
**For Kellogg India Private Limited**

**Prashant Peres**  
**Managing Director**  
**DIN: 07283522**  
**Date: 20<sup>th</sup> June, 2022**  
**Place: Mumbai**

---

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice dated 20<sup>th</sup> June, 2022

**Item No. 4**

Mr. Prashant Peres (DIN: 07283522) was appointed as Additional Director (in the capacity of Managing Director) on the Board of the Company w.e.f. 4<sup>th</sup> March, 2022. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company Mr. Prashant Peres holds office up to the date of this 31<sup>st</sup> Annual General Meeting. The appointment of Mr. Prashant Peres shall not constitute break in his appointment as Managing Director of the Company.

Mr. Prashant Peres is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company.

Mr. Prashant Peres holds nil equity shares of the Company.

Mr. Prashant Peres attended one Board Meeting of the Company in the F.Y.2021-22.

Mr. Prashant Peres is not member of any Committee of the Company.

Save and except Mr. Prashant Peres, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends appointment of Mr. Prashant Peres as Managing Director of the Company, not liable to retire by rotation and to pass the resolution as set out in Item No. 4 of the Notice as Ordinary Resolution.

**On Behalf of the Board**

**For Kellogg India Private Limited**

**Prashant Peres**

**Managing Director**

**DIN: 07283522**

**Date: 20<sup>th</sup> June, 2022**

**Place: Mumbai**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 5 of the accompanying Notice dated 20<sup>th</sup> June, 2022.

### **Item No. 5**

Mr. Amit Kumar Baveja (DIN: 09420050) was appointed as Additional Director (in the capacity of Executive Director) on the Board of the Company w.e.f. 17<sup>th</sup> December, 2021. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company Mr. Amit Kumar Baveja holds office up to the date of this 31<sup>st</sup> Annual General Meeting. The appointment of Mr. Amit Kumar Baveja shall not constitute break in his appointment as Executive Director of the Company.

Mr. Amit Kumar Baveja is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his consent to act as Director of the Company.

Mr. Amit Kumar Baveja holds nil equity shares of the Company.

Mr. Amit Kumar Baveja attended two Board meetings of the Company in the F.Y. 2021-22.

He is member of Corporate Social Responsibility Committee of the Company.

Save and except Mr. Amit Kumar Baveja, none of the other Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends appointment of Mr. Amit Kumar Baveja as Director of the Company, not liable to retire by rotation and to pass the resolution as set out in Item No. 5 of the Notice as Ordinary Resolution.

### **On Behalf of the Board**

**For Kellogg India Private Limited**

**Prashant Peres**

**Managing Director**

**DIN: 07283522**

**Date: 20<sup>th</sup> June, 2022**

**Place: Mumbai**

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 31<sup>ST</sup> ANNUAL GENERAL MEETING PURSUANT TO THE SECRETARIAL STANDARDS -2 ON GENERAL MEETINGS:**

Particulars	Mr. Prashant Richard Peres	Mr. Amit Kumar Baveja
Directors Identification Number	07283522	09420050
Date of Birth	17 <sup>th</sup> January, 1973	18-June-1975
Date of Appointment	4 <sup>th</sup> March, 2022	17 <sup>th</sup> December, 2021
Qualifications	Master's degree in Business Management in Marketing and Strategy from IIM, Calcutta and a Bachelor's degree in Engineering (Production) from Bombay University.	Graduated from IIT, Kharagpur and Post Graduate Diploma in Management from IIM, Ahmedabad.
Experience & Expertise in specific functional areas	He is a FMCG sector veteran, with nearly 25 years of rich experience in the Foods, Snacks, Beverages and Personal Care categories across diverse markets in Asia, ANZ and Africa.	He is a seasoned business leader with profound experience as Supply chain professional with 23 years of cumulative experience in Procurement, Planning, Logistics Management, Strategic Sourcing and Value creation through partnerships.
Directorships held in other Companies/ LLP's	Nil	Nil
Memberships/ Chairmanships of statutory committees across companies	Nil	Member of CSR Committee of Kellogg India Private Limited
No. of Shares held in the Company	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	Not Applicable	Not Applicable

\*For other details, such as number of meetings of the Board and Committee attended during the year and remuneration drawn in respect of the above Directors please refer to the Board's Report.



---

**Kellogg India Private Limited**  
L2 and L3, Taloja MIDC, District- Raigad, Maharashtra-410208  
CIN: U15490MH1990PTC058489

PROXY FORM

Regd. Folio No. \_\_\_\_\_

No. of Shares: \_\_\_\_\_

I/We (Name(s) and address of the shareholder in full) being a shareholder of **Kellogg India Private Limited**, hereby appoint of in the district of or failing him / her of in the district of as my/our Proxy to attend and vote for me/us on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company being held on Monday, 25<sup>th</sup> July, 2022, at the Registered office of the Company or /and at any adjournment thereof.

I/We direct my/our Proxy to vote on the resolution(s) in the manner as indicated below:

Resolutions For/ Against

Affix the Revenue Stamp

Dated: \_\_\_\_\_

Signature of the Shareholder / Proxy: \_\_\_\_\_

---

Notes:

(1) The Proxy form duly completed and signed should be received at the Registered Office of the Company not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

(2) Full name(s) and address(es) to be inserted in BLOCK CAPITALS.

(3) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.

(4) In the case of a body corporate a copy of the authorization of such officer or attorney must be lodged with the Company.

(5) Any alterations made in this form of proxy must be initialed by the person who signs it.



---

**Kellogg India Private Limited**  
L2 and L3, Taloja MIDC, District- Raigad, Maharashtra-410208  
CIN: U15490MH1990PTC058489

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No. \_\_\_\_\_

No. of Shares: \_\_\_\_\_

Name(s) and address of the shareholder in full: \_\_\_\_\_.

I/we hereby record my/our presence at the 31<sup>st</sup> Annual General Meeting of the Company being held on Monday, 25<sup>th</sup> July, 2022, at the Registered office of the Company.

Please (v) in the box

MEMBER

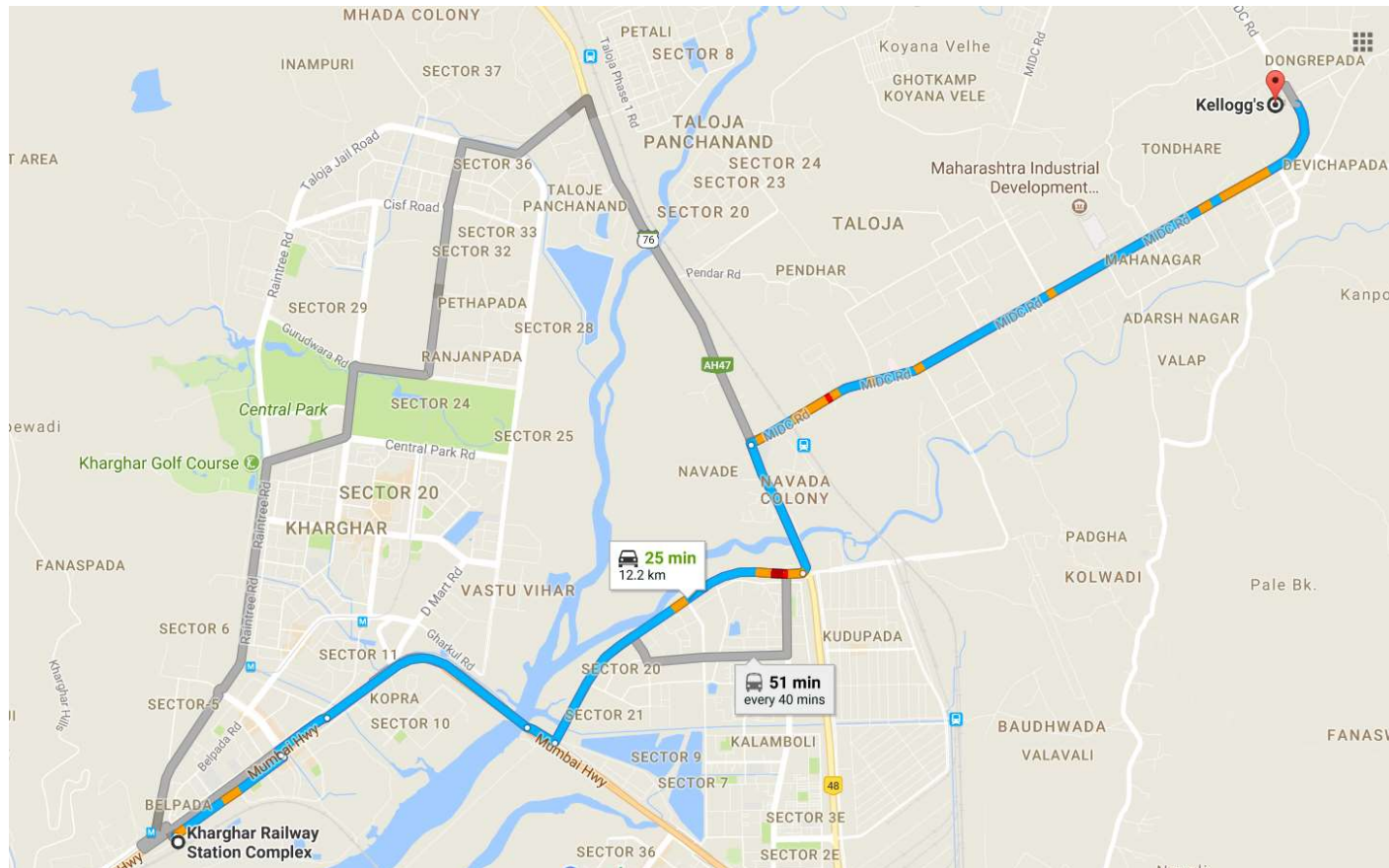
PROXY

Corporate Representative

\_\_\_\_\_  
Signature of Shareholder / Proxy/ Representative



Route from Kharghar Railway Station to Kellogg India Private Limited, Talaja:



Registered Office: Plot No. L2 and L3, Talaja, MIDC, District Raigad, Maharashtra-410208  
Head Office: 1001-1002, 10th floor, Hiranandani Knowledge Park, Powai, Mumbai, Maharashtra 400076  
Telephone: +91 22-30927000, Fax: +91 22-30927001 / CIN: U15490MH1990PTC058489