
NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of **Kellogg India Private Limited** will be held on Monday, 24th July, 2023 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 31st March, 2023 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, 2023 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 31st March, 2023 and the same be paid out of the profits of the Company.”

SPECIAL BUSINESS:

3. 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, Ms. Nandita Johar (DIN: 06883357), who was appointed as an Additional Director (in the capacity of Executive Director) by the Board of Directors of the Company with effect from 29th July, 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 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: 11th July, 2023
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 32nd 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: 11th July, 2023
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 11th July, 2023.

Item No. 3

Ms. Nandita Johar (DIN: 06883357) was appointed as Additional Director (in the capacity of Executive Director) on the Board of the Company w.e.f. 29th July, 2022. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, read with Articles of Association of the Company Ms. Nandita Johar holds office up to the date of this 32nd Annual General Meeting. The appointment of Ms. Nandita Johar shall not constitute break in her appointment as Executive Director of the Company.

Ms. Nandita Johar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given her consent to act as Director of the Company.

Ms. Nandita Johar holds nil equity shares of the Company.

Ms. Nandita Johar attended four Board meetings of the Company in the F.Y.2022-23.

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

Save and except Ms. Nandita Johar, 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 Ms. Nandita Johar as Director of the Company, not liable to retire by rotation and to pass the resolution as set out in Item No. 3 of the Notice as Ordinary Resolution.

On Behalf of the Board

For **Kellogg India Private Limited**

Prashant Peres
Managing Director
DIN: 07283522
Date: 11th July, 2023
Place: Mumbai

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 32nd ANNUAL GENERAL MEETING PURSUANT TO THE SECRETARIAL STANDARDS -2 ON GENERAL MEETINGS:

Particulars	Ms. Nandita Johar
Directors Identification Number	06883357
Date of Birth	18th December, 1974
Date of Appointment	29th July, 2022
Qualifications	Chartered Accountant
Experience & Expertise in specific functional areas	Nandita Johar has successfully held various leadership position across business and finance in India and APAC over last 23 years. Over the course of her career, she has led various transformation initiatives including business turnarounds. She has actively partnered with senior leadership teams to deliver on key financial KPI's, thus ensuring a sustainable profitable growth. Coaching and mentoring teams to develop for future growth and fostering a teamwork and collaboration is Nandita's constant endeavor.
Directorships held in other Companies/ LLP's	Nil
Memberships/ Chairmanships of statutory committees across companies	Member of CSR Committee of Kellogg India Private Limited
No. of Shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel	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 32nd Annual General Meeting of the Company being held on Monday, 24th July, 2023, 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 32nd Annual General Meeting of the Company being held on Monday, 24th July, 2023, at the Registered office of the Company.

Please (v) in the box

MEMBER

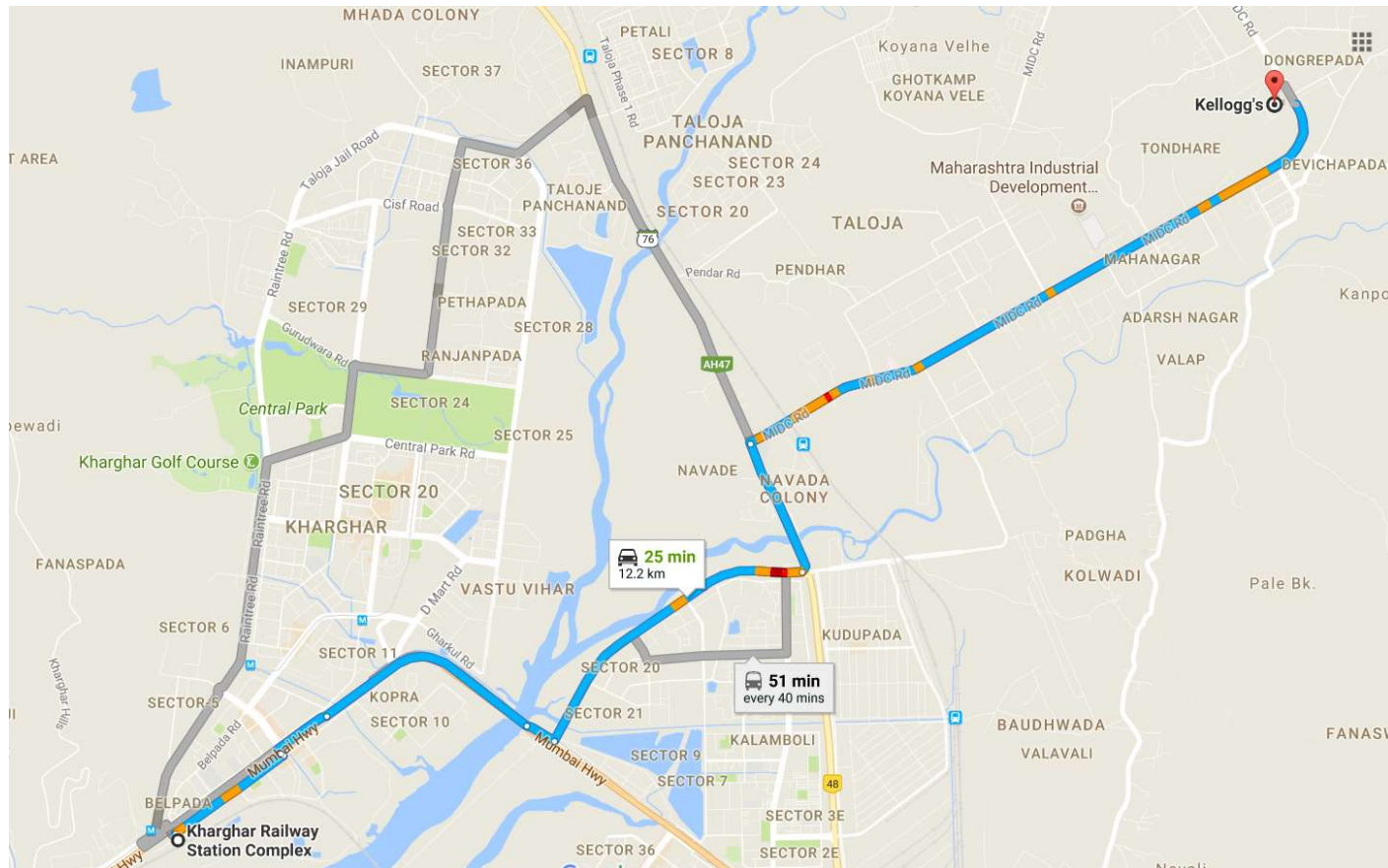
PROXY

Corporate Representative

Signature of Shareholder / Proxy/ Representative



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



Kellogg India Private Limited

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