



NOTICE OF SIXTH ANNUAL GENERAL MEETING

Registered Office: 160 (Basement), Vinoba Puri, Lajpat, Nagar-II, New Delhi 110024
Tel. No. 011 2983 2714, Email Id: shrikprasadam@gmail.com
CIN: L70200DL2009PLC190708

NOTICE is hereby given that the 06th Annual General Meeting of the Members of the Shri Krishna Prasadam Limited will be held on Monday, 28th Day of September, 2015 at 11:00 A.M. at 160 (Basement), Vinoba Puri, Lajpat, Nagar-II, New Delhi 110024 to transact the following businesses:

ORDINARY BUSINESSES:-

ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the financial statements of the Company for the financial year ended on 31st March 2015, including audited Balance Sheet as at 31st March, 2015 and the Profit & Loss Account for the year ended on that date, together with the report of the Directors and Auditors thereon.

ITEM NO. 2 - APPOINTMENT OF DIRECTOR

To appoint a Director in place of Mr. Subhash Kumar Jha (DIN: 06941674), who retires by rotation and being eligible offers himself for re- appointment.

ITEM NO. 3 - APPOINTMENT OF AUDITORS

To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an **ordinary resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the audit committee, Rishi Arora & Associates, Chartered Accountant having FRN 027766N, be and is hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of Ninth Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESSES:-

ITEM NO. 4 - APPOINTMENT OF MR. NIRAJ SINGH AS AN INDEPENDENT DIRECTOR

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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Niraj Singh (DIN: 03518079), who was appointed as an Additional Director of the Company w.e.f. November 14, 2014 in terms of Section 160(1) of the Companies Act, 2013 to hold office upto the date of this Annual General Meeting, who has given his consent to act as Director and is not being disqualified from being acting as the Director of the Company, be and is hereby appointed as an Independent Director of the company, not liable to retire by rotation, for a period upto 13th November 2019;

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and to take such other steps as may be necessary in this regard."

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Lajpat Nagar-II,
New Delhi 110024

Date: 31.08.2015
Place: New Delhi

By Order of Board of Directors
Shri Krishna Prasadam Limited

Kulbhushan Parashar
Whole Time Director
DIN: 02608369

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “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 FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A 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 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.

2. Corporate members are requested to send to the Company, a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Annual General Meeting.
3. A 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 22nd day of September, 2015 to Monday, 28th day of September, 2015 (both days inclusive).
5. 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 their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
6. As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
7. 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.
8. Members are requested to write their folio number in the attendance slip for attending the meeting.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
10. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s). Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
11. Pursuant to MCA notification dated 19th March 2015, Company is not providing e-voting facility to its shareholders.
12. The facility for voting through ballot will be made available at the AGM, and members attending the AGM through the ballot paper.
13. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. up to and inclusive of the date of the Annual General Meeting.

ITEM NO. 4

The Board of Directors, at its meeting held on 14th November, 2014, appointed Mr. Niraj Singh as an Additional Director of the Company with effect from 14th November, 2014, pursuant to Section 161 of the Companies Act, 2013, read with Article 69 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Niraj Singh will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from himself, along with a deposit of Rs. 1,00,000/- proposing the candidature of himself for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Niraj Singh (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Niraj Singh Gupta as an Independent Director of the Company for a period up to 13th November, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Niraj Singh, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Niraj Singh as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Niraj Singh, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

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**By Order of Board of Directors
Shri Krishna Prasadam Limited**

**Kulbhushan Parashar
Whole Time Director
DIN: 02608369**

Date: 31.08.2015
Place: New Delhi