



NOTICE

Notice is hereby given that the **15th Annual General Meeting** of the members of the **NORTH EAST MEGA FOOD PARK LIMITED** will be held on Monday, 30th day of September, 2024 at 11.30 a.m. at the Registered Office of the Company at 3rd Floor, Parnil Complex, R.G. Baruah Road, Guwahati – 781024, Assam to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2024, and the Report of Auditors and Directors, thereon.
2. To re-appoint Mr. Harminder Pal Singh who retires by rotation and being eligible offer himself for re-appointment.
3. To consider & approve Remuneration payable to Auditors for the FY 2024-25.

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

“RESOLVED THAT in accordance with the provisions of Section 142 of the Companies Act, 2013, the remuneration of Rs. 1,07,250/- (Rupees One Lakh Seven Thousand Two Fifty) to M/s. RNV & Co., Chartered Accountants (Registration No.325434E), Statutory Auditors of the Company, for conduct of audit for the financial year 2024-25, payable in one or more installments excluding goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, be and is hereby approved.”

SPECIAL BUSINESS

4. To approve re-appointment of Mr. Subhash Chander Sehgal, as Managing Director of NEMFPL post attainment of 70 years vide Special Resolution of the members pursuant to section 196(3) of the Companies Act, 2013.

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

“RESOLVED THAT, the consent of the members of NEMFPL be and is hereby accorded to re-appoint Mr. Subhash Chander Sehgal, (DIN: 00540689), as the Managing Director of NEMFPL for a further period of 5 years pursuant to section 196(3) of the Companies Act, 2013 i.e. till the conclusion of 20th Annual General Meeting of NEMFPL to be held in the calendar year 2029.

5. To approve the appointment of Mr. Prafulla Kumar Saikia, (DIN: 07567632) as Independent Director of the Board for a for a period of 5 years w.e.f 29.06.2024 till 28.06.2029

CIN:U15490AS2009PLC008973



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

“RESOLVED THAT, the appointment of Mr. Prafulla Kumar Saikia (DIN: 07567632), as an Additional Director to the Board under the category of Independent Director, pursuant to section 149(4) of the Companies Act, 2013 for a for a period of 5 years w.e.f 29.06.2024 till 28.06.2029 be and is hereby approved and ratified by the consent of the members of NEMFPL”.

6. To approve remuneration of Mr. Rajib Biswas (CFO) and Mr. Nabarun Paul, Company Secretary, in terms of Sec 197 and Schedule V of the Companies Act, 2013

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

“RESOLVED THAT in accordance with the provisions of Sec 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), remuneration paid to KMP’s by the company on the recommendation of the Nomination & Remuneration Committee, consent of the Members be and its hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V of the Companies Act, 2013 to Mr. Rajib Biswas, Chief Financial Officer and Mr. Nabarun Paul, Company Secretary, on the terms and conditions as may be determined by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company.”

For and on behalf of the Board

M/s North East Mega Food Park Ltd



**Nabarun Paul
(Company Secretary)**

Date: 06.09.2024

Place: Guwahati



NOTES:

- a) ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, SO THAT EVERY PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.***

A person can act as a proxy on behalf of members 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 Member.

- b) Members seeking clarification/s if any, on the financial of the company for the period under review are requested to address their queries at the registered office of the Company at least 7 days prior to the date of Annual General Meeting to enable the Management to keep the required information readily available at the meeting.
- c) All documents referred to in the Notice is open for inspection at the registered office of the company on all working days up to the date of the meeting from 11.00 A.M. To 1.00 P.M.

For and on behalf of the Board

M/s North East Mega Food Park Ltd



**Nabarun Paul
(Company Secretary)**

Date: 06.09.2024

Place: Guwahati



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

ITEM No. 4

Mr. Subhash Chander Sehgal, was re-appointed as Managing Director of the Board for the second term of 5 years in the 10th Adjourned AGM of NEMFPL. And since his term as Managing Director, expires this 15th AGM and also pursuant to section 196(3) of the Companies Act, 2013 which requires a *Special Resolution* by the members of a Company to re-appoint a person as Managing Director who has already attained the age of 70 years, therefore the Board hereby requests the members of NEMFPL to pass a Special Resolution to re-appoint Mr. Subhash Chander Sehgal as Managing Director of NEMFPL for a further period of 5 years till the conclusion of 20th Annual General Meeting of NEMFPL to be held in the calendar year 2029, based upon his years of past experience of holding the post and leading the Company.

As per PAN card of Mr. Subhash Chander Sehgal his date of birth is 30-04-1952.

ITEM NO. 5

Mr. Subhas Bhattacharjee (DIN: 02499061) had already retired the post of Independent Director of NEMFPL on 31.03.2024. And in order to comply with the provisions of the Companies Act, 2013 a new Independent Director needs to be with a period of 3 months.

The Board was further informed that and after deliberate discussions and searching the Databank of Independent Directors notified by the Government for prospective it was found that Mr. Prafulla Kumar Saikia, is having sufficient credential for the post of Independent Director of NEMFPL because he has already served NEMFPL as a Director, nominated by Govt. of Assam from 25.07.2016 till 17.04.2021 and has a vast experience in food processing and other industries. He had retired from Govt. of Assam as an Addl. Director, Industries & Commerce on 31.03.2018. And presently he is serving with Assam Foods & Civil Supplies Corporation Limited as Special Executive Officer (PP & MID) post-retirement.

The Board of Directors in its 81st Board Meeting had appointed Mr. Prafulla Kumar Saikia, Ex. MD AIIDC as an additional director to the Board under the category of Independent Director. And this in this 15th AGM the members are requested by the Board to approve the appointment.

ITEM NO. 6

As per Section 196, 197, 198, Schedule V of the Companies Act, 2013 approval of the members is required in a company having no profit or inadequate profit for payment of remuneration to KMP's consisting of Mr. Rajib Biswas, Chief Financial Officer and Mr. Nabarun Paul, Company Secretary of the Company, within the maximum permissible remuneration as specified in Section II or Part II of Schedule V to Companies Act, 2013.

Board recommends the resolution set-forth in Item No.8 for approval of the members to be passed by Ordinary Resolution by show of hands.

For and on behalf of the Board

M/s North East Mega Food Park Ltd



**Nabarun Paul
(Company Secretary)**

Date: 06.09.2024

Place: Guwahati

