

HELD AT .....

ON .....

TIME .....

**MINUTES OF THE 28<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF NATRAJ PROTEINS LIMITED HELD ON FRIDAY, 20<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT NAGPUR-KALAN ORDINANCE FACTORY ROAD, ITARSI (M.P.) AT 2.00 P.M. AND CONCLUDED AT 2.30 P.M.**

**PRESENT:**

1. Shri K.C. Sharma
  2. Shri Sharad Kumar Jain
  3. Shri Rajender Singh Tomar
  4. Shri Umesh Narayan Trivedi
  5. Shri Pradeep Agrawal
- On the chair  
- Whole-Time Director  
- Independent Director  
- Independent Director  
- Independent Director
- Chief Financial Officer  
-CS & Compliance Officer

**OFFICERS FOR ASSISTANCE:**

Shri Ritesh Sharma  
CS Pooja Agrawal

**SPECIAL INVITEE:**

CS Ishan Jain

- Scrutinizer

**NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:**

As per records made available by Ankit Consultancy Pvt. Ltd., the Share Transfer Agent, the total No. of Members on the Cutoff date was 972 Members who were entitled to attend and vote at the 28<sup>TH</sup> AGM, out of them total 8 Members were present in person and 15 members attended through their Proxies as per the attendance Register. And minimum 5 members were required to constitute the valid quorum for the 28<sup>th</sup> AGM.

**LEAVE OF ABSENCE:**

leave of absence was granted to Smt. Namita Sharma due to her pre-occupational activity for attending the 28<sup>th</sup> Annual General Meeting except to the Auditors including Secretarial and Statutory Auditors of the company on their request being made to the Board of Directors

**CHAIRMAN:**

Shri K. C. Sharma, Chairman of the Company occupied the Chair for the Meeting and welcomed all the members present in the meeting.

**QUORUM FOR THE MEETING:**

At the 28<sup>th</sup> AGM total 23 Members were present in person including 15 proxies as per the attendance Register. hence adequate quorum for the meeting was present

**PROCEDURE FOR THE 28<sup>th</sup> ANNUAL GENERAL MEETING**

The Chairman delivered his speech to the members at the AGM.

The Chairman further informed that the Chairman of the Audit Committee is available, he will reply for the matters relating to the Accounts of the Company.



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The Company Secretary informed the members that electronic copies of the Annual Report for the financial year 2018-19 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s). Physical copies of same have been sent to all other members at their registered address in permitted mode; as per records made available by NSDL, CDSL and Registrar & Share Transfer Agent of the Company.

The Company Secretary informed the members that the Notice of this Annual General Meeting is given on Page No. 5 to 11 of 28<sup>th</sup> Annual Report and with the consent of Members the Notice of AGM is hereby taken as read.

The Company Secretary informed the members that the Auditors Report on the Financial Statements of the Company is given by the Statutory Auditor M/s Anup Shrivastava & Associates, Chartered Accountant, Bhopal and do not contain any qualification or negative remarks. With the consent of Members the Independent Auditors' Report on financial statements of the Company, is taken as read.

The Company Secretary informed the members that the Secretarial Audit Report for Financial Year 2018-19 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore. Secretarial Audit Report contains certain qualification which were suitably replied in the Board Report.

CS informed that the Register of Director's shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

Company Secretary informed that as per requirement of the Companies Act, 2013 the electronic voting was commenced on 9:00 A.M. of 17<sup>th</sup> September, 2019 had already been completed at 5:00 P.M. on 19<sup>th</sup> September, 2019 and voting in the general meeting shall be conducted by way of poll therefore the members of the Company were requested to mark their assent or dissent on the ballot paper provided to them. He also informed that the members may ask their questions on any agenda items of the company at any time during the meeting. Company Secretary also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (FCS: 9985, CP: 13032) of Indore as scrutinizer to scrutinize the e-voting results as well as voting through poll.

During the AGM the Company Secretary further informed about the recent developments or events relating to shareholders of the company.

After that the Company Secretary placed before the meeting businesses as contained in the Notice one by one for consideration and approval of the members. Further the Company Secretary asked the members of the company present at the meeting to raise queries relating to the business affairs of the Company if any, which would be replied by the Chairman of the Audit Committee. However, no questions were raised.



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On the instructions of the Chairman, the Company Secretary arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members were then provided opportunity to cast their votes by Poll and drop their Poll Papers which were provided in the Form MGT-12 in the Poll Box and then requested them to ensure that if any member have cast their vote by Remote E-voting process, they will not be entitled to cast votes by Poll again and even if it is cast, the Vote given by e-voting shall be considered as final and the later be treated as invalid by the Scrutinizer and the vote casted by electronic mode will be prevailed.

The Chairman provided 15 minutes' time for polling and then the Scrutinizer ascertained that no member was left for polling; he sealed the Poll Box in presence of two witnesses who was not in employment of the company and collected the Poll Box and Attendance Sheet, etc for scrutiny of the Poll Papers.

Thereafter the Chairman informed all the members of the Company that the results of the Poll and E-Voting along with the report of the scrutinizer will be announced within 48 hours from the conclusion of the AGM and the results of the voting shall be declared by the Chairman upon receipt of the Scrutinizers Report and the same shall be placed at the Company's, BSE and NSDL Website.

Thereafter, the meeting was concluded at 2.30 P.M. by giving vote of thanks to the members who have attended the meeting.

**SCRUTINIERS REPORT:**

Company Secretary of the Company authorized by the Board received the Scrutinizers' Report Consolidated Report alongwith Form MGT-13 at the Annual General Meeting held on 20<sup>th</sup> Sept., 2019.

**DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSES AT THE 28<sup>th</sup> ANNUAL GENERAL MEETING ON 21<sup>ST</sup> SEPT., 2019 AFTER RECEIPT OF SCRUTINISER REPORT**

Thereafter, the Chairman declared the following results for the 28<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> Sept., 2019. The results were declared on 21<sup>st</sup> Sept., 2019 that the date of the passing of the resolutions shall be considered as the date of the 28<sup>th</sup> Annual General Meeting, i.e. 20<sup>th</sup> Sept., 2019, when the Poll was taken for all the purposes.

**ORDINARY BUSINESSES BY ORDINARY RESOLUTION:  
ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS INCLUDING AUDITED BALANCE SHEET, STATEMENT OF CHANGES IN EQUITY, STATEMENT OF P&L AND CASH FLOW STATEMENT ALONGWITH REPORTS OF THE BOARD AND AUDITOR FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019;**

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**RESOLVED THAT** the financial statement of the company including the audited Balance Sheet as at 31<sup>st</sup> March 2019 & Statement of Profit & Loss, Statement of Change in Equity and the Cash Flow for the year ended 31<sup>st</sup> March, 2019 along with the Board's Report, Corporate Governance Report and the Auditor's Report and Secretarial Audit Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted by the members at the Annual General Meeting of the company.

The Results of the Voting are as under:

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)*100]	No. of Votes in favour	% of Votes in favour on votes polled [(4)/(2)]*100	No. of Votes against	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(6)	(5)	(7)
Promoter and Promoter Group	E-Voting	19,88,225	74,000	3.72%	74,000	100.00%	0	0
	Poll		10,07,000	50.65%	10,07,000	100.00%	0	0
	Postal Ballot		0	0%	0	0	0	0
	<b>Total</b>	<b>19,88,225</b>	<b>10,81,000</b>	<b>54.37%</b>	<b>10,81,000</b>	<b>100.00%</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	71340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>71340</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting	1687435	5,600	0.33%	5,600	100.00%	0	0
	Poll		70,833	4.20%	70,833	100.00%	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>1687435</b>	<b>76,433</b>	<b>4.53%</b>	<b>76,433</b>	<b>100.00%</b>	<b>0</b>	<b>0</b>
<b>Total</b>		<b>37,47,000</b>	<b>11,57,433</b>	<b>30.88%</b>	<b>11,57,433</b>	<b>100.00%</b>	<b>0</b>	<b>N.A.</b>

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 28<sup>th</sup> AGM has been PASSED by unanimous Consent.

**ITEM NO.2: RE-APPOINTMENT OF SHRI SHARAD KUMAR JAIN (DIN 02757935) WHOLE TIME DIRECTOR, WHO IS LIABLE TO RETIRE BY ROTATION AND IS BEING ELIGIBLE AND OFFER HIMSELF FOR RE-APPOINTMENT.**

**RESOLVED THAT** subject to the provisions of section 152 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Sharad Kumar Jain (DIN: 02757935) who is liable to retire by rotation offered himself for

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 re-appointment be and are hereby considered by the Members of  
 the company at the General Meeting.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes in favour	% of Votes in favour on votes polled [(4)/(2)]*100	No. of Votes - against	% of Votes against on votes polled [(5)/(2)]* 100
		(1)	(2)	(3)	(4)	(6)	(5)	(7)
Promoter and	E-Voting	19,88,225	74,000	3.72%	74,000	100.00%	0	0
Promoter	Poll		10,07,000	50.65%	10,07,000	100.00%	0	0
	Postal Ballot		0	0%	0	0	0	0
<b>Group</b>	<b>Total</b>	<b>19,88,225</b>	<b>10,81,000</b>	<b>54.37%</b>	<b>10,81,000</b>	<b>100.00%</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	71340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
<b>Public Institutions</b>	<b>Total</b>	<b>71340</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Institutions	E-Voting	1687435	5,600	0.33%	5,600	100.00%	0	0
	Poll		70,833	4.20%	70,833	100.00%	0	0
	Postal Ballot		0	0	0	0	0	0
<b>Total</b>	<b>Total</b>	<b>1687435</b>	<b>76,433</b>	<b>4.53%</b>	<b>76,433</b>	<b>100.00%</b>	<b>0</b>	<b>0</b>
		<b>37,47,000</b>	<b>11,57,433</b>	<b>30.88%</b>	<b>11,57,433</b>	<b>N.A.</b>	<b>0</b>	<b>N.A.</b>

The Results of the Voting are as under:

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 28<sup>th</sup> AGM has been PASSED by unanimous Consent.

**SPECIAL BUSINESS BY ORDINARY RESOLUTION:  
 ITEM NO 3: RATIFICATION FOR FIXING REMUNERATION  
 OF COST AUDITOR FOR THE FINACIAL YEAR 2019-20:**

“RESOLVED THAT pursuant to section 148(3) of the Companies Act; 2013 read with Rule 14 of the Companies (Audit and Auditors Rules) 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Yogesh Chourasia & Associates, Cost Accountants (Firm Registration No.: 000271) appointed as the Cost Auditors by the Board for conducting Cost Audit for the Financial Year 2019-20 on a remuneration of Rs. 67,500/- plus GST be and is hereby ratified.”

Resolution required: (Ordinary/ Special)	Ordinary		
Whether promoter/ promoter group are interested in the agenda/resolution?	No		
Category	Mode of	No. of	% of
		No. of	% of

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Voting shares held

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	(1)	(2)	(3)	(4)	(5)	(6)	(7)
	Shares held	Polled votes	Polled on outstanding shares=[(2)/(1)]* 100	Votes in favour	Votes against	Votes in favour on votes polled [(4)/(2)]* 100	ag or vo po [(5) ]* (7)
Promoter and Promoter Group	19,88,225	74,000	3.72%	74,000	0	100.00%	
		10,07,000	50.65%	10,07,000	0	100.00%	
		0	0%	0	0	0	
<b>Total</b>	<b>19,88,225</b>	<b>10,81,000</b>	<b>54.37%</b>	<b>10,81,000</b>	<b>0</b>	<b>100.00%</b>	
Public Institutions	71340	0	0	0	0	0	
		0	0	0	0	0	
		0	0	0	0	0	
<b>Total</b>	<b>71340</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Public Non Institutions	1687435	5,601	0.33%	5,601	0	100.00%	
		70,833	4.20%	70,833	0	100.00%	
		0	0	0	0	0	
<b>Total</b>	<b>1687435</b>	<b>76,434</b>	<b>4.53%</b>	<b>76,434</b>	<b>0</b>	<b>100.00%</b>	
	<b>37,47,000</b>	<b>11,57,434</b>	<b>30.88%</b>	<b>11,57,434</b>	<b>0</b>	<b>100.00%</b>	<b>N.A.</b>

Based on the Scrutinizers Report, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 28<sup>th</sup> AGM has been PASSED by requisite majority.

**SPECIAL BUSINESS BY SPECIAL RESOLUTION:**  
**ITEM NO 4: RE-APPOINTMENT OF RAJENDER SINGH TOMAR (DIN-07102758) AS THE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 27<sup>TH</sup> FEBRUARY 2020 TO 26<sup>TH</sup> FEBRUARY, 2025.**

“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Rajender Singh Tomar (DIN-07102758), who was appointed as an Independent Director for a 1st term of 5 years which is ending on 26th February, 2020 and being eligible, and has submitted a declaration for confirming his independence and upon recommendation of the Nomination and Remuneration Committee and the Board, Shri Rajender Singh Tomar, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. 27th February, 2020 to 26th February, 2025 and he shall not be liable to retire by rotation.”

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Resolution required: (Ordinary/Special)

Special


Whether promoter/ promoter group are interested in the agenda/resolution? *No*

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]* 100
		(1)	(2)	(3)	(4)	(5)	(6)
Promoter and Promoter Group	E-Voting Poll	19,88,225	74,000	3.72%	74,000	0	100.00%
	Postal Ballot		10,07,000	50.65%	10,07,000	0	100.00%
	<b>Total</b>	<b>19,88,225</b>	<b>10,81,000</b>	<b>54.37%</b>	<b>10,81,000</b>	<b>0</b>	<b>100.00%</b>
Public Institutions	E-Voting Poll	71340	0	0%	0	0	0
	Postal Ballot		0	0	0	0	0
	<b>Total</b>	<b>71340</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non Institutions	E-Voting Poll	1687435	5,601	0.33%	5,601	0	100.00%
	Postal Ballot		70,833	4.20%	70,833	0	100.00%
	<b>Total</b>	<b>1687435</b>	<b>76,434</b>	<b>4.53%</b>	<b>76,434</b>	<b>0</b>	<b>100.00%</b>
<b>Total</b>		<b>37,47,000</b>	<b>11,57,434</b>	<b>30.88%</b>	<b>11,57,434</b>	<b>0</b>	<b>N.A.</b>

*Based on the Scrutinizers Report, the Special Resolution as contained in Item No. 4 of the Notice of the 28<sup>th</sup> AGM has been PASSED by requisite majority.*

The Chairman further authorized the Company Secretary and Compliance Officer to communicate the aforesaid results of the 28<sup>th</sup> Annual General Meeting to the BSE and to submit to the NSDL and website of the Company


**PLACE: ITARSI**  
**DATE: 23<sup>RD</sup> SEPT.,2019**

  
**KAILASH CHAND SHARMA**  
**CHAIRMAN &**  
**MANAGING DIRECTOR**

**DIN: 00012900**

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairman on 22<sup>nd</sup> Sept., 2019.

**PLACE: ITARSI**  
**DATE: 23<sup>RD</sup> SEPT.,2019**

  
**KAILASH CHAND SHARMA**  
**CHAIRMAN &**  
**MANAGING DIRECTOR**

**DIN: 00012900**

CHAIRMAN'S INITIALS

CHAIRMAN'S INITIALS

