

<b>General information about company</b>	
Scrip code	530119
NSE Symbol	
MSEI Symbol	
ISIN	INE444D01016
Name of the entity	NATRAJ PROTEINS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	KAILASH CHAND SHARMA	AEJPS6741R	00012900	Executive Director	Chairperson related to Promoter	MD	01-08-2016		36	1	0	0		
2	Mr	SHARAD KUMAR JAIN	ABEPJ1702F	02757935	Executive Director	Not Applicable		01-10-2017		36	1	0	0		
3	Mr	UMESH NARAYAN TRIVEDI	AEPPT1273F	00018188	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	1	2	2		
4	Mr	PRADEEP AGRAWAL	AFLPA3012Q	05279673	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	1	2	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	RAJENDER SINGH TOMAR	ABNPT4552C	07102758	Non-Executive - Independent Director	Not Applicable		27-02-2015		60	1	2	0		
6	Mrs	NAMITA SHARMA	BQJPS1970D	02486865	Non-Executive - Non Independent Director	Not Applicable		27-02-2015			1	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00018188	UMESH NARAYAN TRIVEDI	Non-Executive - Independent Director	Chairperson	31-01-2003		
2	05279673	PRADEEP AGRAWAL	Non-Executive - Independent Director	Member	14-05-2012		
3	07102758	RAJENDER SINGH TOMAR	Non-Executive - Independent Director	Member	27-02-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00018188	UMESH NARAYAN TRIVEDI	Non-Executive - Independent Director	Chairperson	31-01-2003		
2	05279673	PRADEEP AGRAWAL	Non-Executive - Independent Director	Member	14-05-2012		
3	07102758	RAJENDER SINGH TOMAR	Non-Executive - Independent Director	Member	27-02-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00018188	UMESH NARAYAN TRIVEDI	Non-Executive - Independent Director	Chairperson	31-01-2003		
2	05279673	PRADEEP AGRAWAL	Non-Executive - Independent Director	Member	14-05-2012		
3	07102758	RAJENDER SINGH TOMAR	Non-Executive - Independent Director	Member	27-02-2015		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00012900	KAILASH CHAND SHARMA	Executive Director	Chairperson	01-04-2014		
2	00018188	UMESH NARAYAN TRIVEDI	Non-Executive - Independent Director	Member	01-04-2014		
3	05279673	PRADEEP AGRAWAL	Non-Executive - Independent Director	Member	01-04-2014		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00018188	UMESH NARAYAN TRIVEDI	Corporate Compliance Committee	Non-Executive - Independent Director	Chairperson	
2	05279673	PRADEEP AGRAWAL	Corporate Compliance Committee	Non-Executive - Independent Director	Member	
3	07102758	RAJENDER SINGH TOMAR	Corporate Compliance Committee	Non-Executive - Independent Director	Member	

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	13-11-2018			
2		07-02-2019	85	

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	07-02-2019	Yes	3	13-11-2018	85		
2	Nomination and remuneration committee	07-02-2019	Yes	3				Previous Meeting of Nomination and Remuneration Committee was not held in previous quarter.
3	Stakeholders Relationship Committee	15-01-2019	Yes	3				The previous meeting was held in the current quarter only.
4	Stakeholders Relationship Committee	02-03-2019	Yes	3		45		The previous meeting was held in the current quarter only which is shown in Sr. No. 3
5	Stakeholders Relationship Committee	22-03-2019	Yes	3		19		The previous meeting was held in the current quarter only which is shown in Sr. No. 4
6	Corporate Social Responsibility Committee	07-02-2019	Yes	3				The previous meeting was held in the current quarter only.

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
7	Other Committee	07-02-2019	Yes	3	13-11-2018	85	Corporate Compliance Committee	

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)

**Text Block**

	Name of Related Party	Nature of Relation	Nature of Transaction	Transaction during the quarter ended 31/03/2019
Textual Information(1)	1) K.C. Sharma	Managing Director	Salary/ Remuneration	Rs. 2,32,500/-
	2) Sharad K. Jain	WTD	Salary/ Remuneration	Rs. 1,50,000/-
	3) Ritesh Sharma	CFO	Salary/ Remuneration	Rs. 1,87,500/-
	4) Pooja Agrawal	CS	Salary/ Remuneration	Rs. 90,000/-
	5) Umesh N. Trivedi	Independent Director	Sitting Fee	Rs. 5,000/-
	6) Pradeep Agrawal	Independent Director	Sitting Fee	Rs. 5,000/-
	7) Rajender S. Tomar	Independent Director	Sitting Fee	Rs. 5,000/-
	8) M/s Sourabh Traders	Relative of MD	Sale/ Purchase	Rs. 2,78,40,462/-
	9) Namita Sharma	Women Director	Sitting Fee	Rs. 5,000/-

**Annexure 1**

**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	KAILASH CHAND SHARMA
2	Designation	Managing Director

**Text Block**

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="https://natrajproteins.com/">https://natrajproteins.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://natrajproteins.com/investors">https://natrajproteins.com/investors</a>
3	Composition of various committees of board of directors	Yes		<a href="https://img1.wsimg.com/blobby/go/a0702c7e-f425-4fd5-a712-a42d498b52f3/downloads/Composition.pdf?ver=1554894755090">https://img1.wsimg.com/blobby/go/a0702c7e-f425-4fd5-a712-a42d498b52f3/downloads/Composition.pdf?ver=1554894755090</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://natrajproteins.com/policies">https://natrajproteins.com/policies</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://natrajproteins.com/policies">https://natrajproteins.com/policies</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://img1.wsimg.com/blobby/go/a0702c7e-f425-4fd5-a712-a42d498b52f3/downloads/Remuneration%20Policy%20for%20Non%20Executive%20Director.pdf?ver=1554894755100">https://img1.wsimg.com/blobby/go/a0702c7e-f425-4fd5-a712-a42d498b52f3/downloads/Remuneration%20Policy%20for%20Non%20Executive%20Director.pdf?ver=1554894755100</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://natrajproteins.com/policies">https://natrajproteins.com/policies</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://natrajproteins.com/policies">https://natrajproteins.com/policies</a>

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://natrajproteins.com/investors">https://natrajproteins.com/investors</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="https://natrajproteins.com/investors">https://natrajproteins.com/investors</a>
12	Financial results	Yes		<a href="https://natrajproteins.com/financials">https://natrajproteins.com/financials</a>
13	Shareholding pattern	Yes		<a href="https://natrajproteins.com/financials">https://natrajproteins.com/financials</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25 (6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
1	Name of signatory	KAILASH CHAND SHARMA
2	Designation	Managing Director

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	KAILASH CHAND SHARMA
2	Designation	Managing Director

<b>Signatory Details</b>	
Name of signatory	KAILASH CHAND SHARMA
Designation of person	Managing Director
Place	ITARSI
Date	12-04-2019

