

HELD AT ON TIME

PROCEEDINGS AND MINUTES OF THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NATRAJ PROTEINS LIMITED HELD ON TUESDAY, 18TH DAY OF SEPTEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT NAGPUR-KALAN ORDINANCE FACTORY ROAD, ITARSI (M.P.) AT 2.00 P.M. AND CONCLUDED AT 2.55 P.M.

PRESENT:

- | | |
|-------------------------------|-----------------------|
| 1. Shri K.C. Sharma | -On the chair |
| 2. Shri Sharad Kumar Jain | -Whole-Time Director |
| 3. Shri Rajender Singh Tomar | -Independent Director |
| 4. Shri Umesh Narayan Trivedi | -Independent Director |

OFFICERS FOR ASSISTANCE:

Shri Ritesh Sharma
CS Pooja Agrawal

-Chief Financial Officer
-CS & Compliance Officer

SPECIAL INVITEE:

CS Ishan Jain

- Scrutinizer

LEAVE OF ABSENCE:

Leave of Absence was granted to the Statutory Auditors & Secretarial Auditors of the company from attending the meeting on their request due to their pre-occupation.

NUMBER OF MEMBERS AS ON THE CUTOFF DATE AND REQUIREMENT OF QUORUM FOR THE AGM:

As per records made available by M/s Ankit Consultancy Pvt. Ltd., the Share Transfer Agent on the Cutoff date i.e. 11th September, 2018 there were 993 members of the Company who were entitled to attend and vote at the 27th AGM. And minimum 5 members were required to constitute the valid quorum for the 27th AGM.

PRESENCE OF QUORUM:

At the 27th AGM total **12 (Twelve) Members** were present in person and **10 (Ten)** members were present by Proxy and participated at the AGM as per the Attendance Records maintained at the Company.

**ORDINARY BUSINESSES BY ORDINARY RESOLUTION:
ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS, REPORTS OF THE BOARD AND AUDITOR FOR THE YEAR ENDED 31ST MARCH, 2018;**

RESOLVED THAT the financial statement of the company including the audited Balance Sheet as at 31st March 2018 & Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2018 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:

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Resolution required: (Ordinary/ **Ordinary**)

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	% of Votes against on votes polled [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting Poll Postal Ballot Total	1951025	239000 423500 0 662500	12.25% 21.71% 0% 33.96%	239000 423500 0 662500	0 0 0 0	100.00% 100.00% 0 100.00%	0 0 0 0
Public Institutions	E-Voting Poll Postal Ballot Total	71340	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0
Public Non Institutions	E-Voting Poll Postal Ballot Total	1724635	14334 54695 0 69029	0.83% 3.17% 0% 4.00%	14334 54695 0 69029	0 0 0 0	100.00% 100.00% 0 100.00%	0 0 0 0
Total		3747000	731529	37.96%	731529	0	N.A.	N.A.

Based on the Aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 27th AGM has been PASSED by unanimous Consent.

ITEM NO.2: RE-APPOINTMENT OF SMT. NAMITA SHARMA (DIN 02486865) WHO IS LIABLE TO RETIRE BY ROTATION BEING ELIGIBLE OFFERS HERSELF 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, Smt. Namita Sharma (DIN: 02486865) who is liable to retire by rotation offered herself for re-appointment be and are hereby considered by the Members of the company at the General Meeting.

The Results of the Voting are as under:

Resolution required: (Ordinary/ **Ordinary**)

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	% of Votes against on votes polled [(5)/(2)]
		(1)	(2)	(3)	(4)	(5)	(6)	(7)

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HELD AT	ON	TIME	00	00	100		
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting 1951025	239000	12.25%	239000	0	100.00%	0
	Poll	423500	21.71%	423500	0	100.00%	0
	Postal Ballot	0	0%	0	0	0	0
Total	1951025	662500	33.96%	662500	0	100.00%	0
Public Institutions	E-Voting	71340	0	0	0	0	0
	Poll	0	0	0	0	0	0
	Postal Ballot	0	0	0	0	0	0
Total	71340	0	0	0	0	0	0
Public Non Institutions	E-Voting	1724635	0.83%	14334	0	100.00%	0
	Poll	54695	3.17%	54695	0	100.00%	0
	Postal Ballot	0	0%	0	0	0	0
Total	1724635	69029	4.00%	69029	0	100.00%	0
Total	3747000	731529	37.96%	731529	0	N.A.	N.A.

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 27th AGM has been PASSED by unanimous Consent.

ITEM NO.3: RATIFICATION OF THE APPOINTMENT OF M/S ANUP SHRIVASTAVA & ASSOCIATES, CHARTERED ACCOUNTANTS (FR. NO. 006455C) AS THE STATUTORY AUDITORS OF THE COMPANY AND APPROVAL TO DISPENSE OFF THE REQUIREMENT OF THE RATIFICATION OF AUDITORS UPTO THEIR REMAINING TERM OF APPOINTMENT AND FIX THEIR REMUNERATION.

“RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act 2013 and rules made thereunder, pursuant to recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members at the 26th Annual General Meeting held on 9th September, 2017 had appointed M/s Anup Shrivastava & Associates, Chartered Accountants (ICAI F.R. No. 006455C), as the Auditors of the Company to hold office till the conclusion of 31st Annual General Meeting of the Company to be held in the year 2022 be and is hereby ratified for the year 2018-19 and the approval of members be and is hereby accorded to dispense off the requirement of ratification of auditors upto their remaining term of appointment as per the amendment made in section 139 of the Companies Act, 2013 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2019 and onwards as may be approved by the Audit Committee and the Board of directors in consultation with the Auditors.”

Resolution required: (Ordinary/ **Ordinary**)

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	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on	% of Votes against

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	(1)	(2)	(3)	(4)	(5)	(6)	(7)
			shares [(2)/(1)]* 100			votes polled [(4)/(2)]*1 00	on votes polled [(5)/(2)] *100
Promoter and Promoter Group	E-Voting Poll Postal Ballot Total	1951025 423500 0 1951025	12.25% 21.71% 0% 33.96%	239000 423500 0 662500	0 0 0 0	100.00% 100.00% 0 100.00%	0 0 0 0
Public Institutions	E-Voting Poll Postal Ballot Total	71340 0 0 71340	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0	0 0 0 0
Public Non Institutions	E-Voting Poll Postal Ballot Total	1724635 54695 0 1724635	0.83% 3.17% 0% 4.00%	14334 54695 0 69029	0 0 0 0	100.00% 100.00% 0 100.00%	0 0 0 0
Total		3747000	37.96%	731529	0	100.00%	0
				731529	0	N.A.	N.A.

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 27th AGM has been PASSED by unanimous Consent.

**SPECIAL BUSINESSES BY ORDINARY RESOLUTION:
ITEM NO 4: RATIFICATION FOR FIXING REMUNERATION
OF COST AUDITOR FOR THE FINACIAL YEAR 2018-19:**

“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 2018-19 on a remuneration of Rs. 60,000/- 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 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)]*1 00	% of Votes against on votes polled [(5)/(2)] *100
Promoter and Promoter Group	E-Voting Poll Postal Ballot Total	1951025 423500 0 1951025	239000 423500 0 662500	12.25% 21.71% 0% 33.96%	239000 423500 0 662500	0 0 0 0	100.00% 100.00% 0 100.00%	0 0 0 0
Public	E-Voting	71340	0	0	0	0	0	0

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Institutions	Postal Ballot	Total	E-Voting	Poll	Postal Ballot	Total	%	%	%
	0	0	0	0	0	0	0	0	0
	71340	71340	0	0	0	0	0	0	0
Public Non Institutions	1724635	1724635	14334	54695	0	69029	0.83%	3.17%	100.00%
	0	0	0	0	0	0	0%	0%	0
Total	1724635	3747000	14334	54695	69029	731529	4.00%	37.96%	100.00%
									N.A.

Based on the Scrutinizers Report, the Ordinary Resolution as contained in Item No. 4 of the Notice of the 27th AGM has been PASSED by requisite majority.

**SPECIAL BUSINESS BY SPECIAL RESOLUTION:
ITEM NO 5: RE-APPOINTMENT OF SHRI KAILASH CHAND SHARMA (DIN:00012900) AS THE CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF THREE YEARS.**

“RESOLVED THAT as recommended by Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the provisions of Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Shri Kailash Chand Sharma (DIN 00012900) as the Chairman & Managing Director of the Company for a further period of 3 years w.e.f. 1st August, 2019 on the following terms and condition.

- a. Salary Rs. 1,50,000/- per month and Annual Increment of Rs. 15,000 p.a. due on 1st August, every year.
- b. Allowances/perquisites: as per followings subject to the maximum of 12,00,000/- p.a.
 1. Re-imbursment of medical expenses of the Chairman And Managing Director and his family, the total cost of which to the Company shall not exceed one month's salary in the year or three months' salary in a block of three years.
 2. Leave travel assistance: Expenses incurred for self and family in accordance with the Rules of the Company.
 3. Club Fees; subject to a maximum of two clubs, this will not include admission and life membership.
 4. Personal accident insurance premium not exceeding Rs. 25,000/- p.a.

NOTE: For the purpose of perquisites stated above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

Other Benefits:

- i. **Employers Contribution:** to Provident Fund as per policy of the Company.

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ii. **Gratuity:** As per rules of the company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.

iii. **Leave encashment:** up to 15 days salary for every one year completed service as per the rules of the Company.

iv. **Directors Obligation Insurance Premium:** Actual Premium as may be determined by the Insurance Company.

Provided that the above said prerequisites shall not be counted for the purpose of calculation of the remuneration payable to the Chairman and Managing Director.

Other Facilities:

1. Car: The Company shall provide car with driver for the Company's business and if no car is provided reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.

2. Telephone, Cell and free internet use: at his residence, provided that the personal long distance calls on the telephone shall be billed by the Company to the Chairman and Managing Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Kailash Chand Sharma shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Shri Kailash Chand Sharma as "the Employer-Employee" and each party may terminate the above said appointment with the six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Shri Kailash Chand Sharma, Chairman and Managing Director, shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

Resolution required: (Ordinary/ *Special*)

Whether promoter/ promoter group are interested in the agenda/ resolution?

No

Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled on	No. of Votes	% of Votes

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HELD AT	ON		TIME		favour on votes polled [(4)/(2)]*100	against votes polled [(5)/(2)]*100
	held	pollt	outstanding shares=[(2)/(1)]*100	in favour		
Promoter and Promoter Group	(1)	(2)	(3)	(4)	(6)	(7)
	E-Voting Poll	1951025	239000	12.25%	239000	0
	Postal Ballot		423500	21.71%	423500	0
Total			0	0%	0	0
Public Institutions	(1)	(2)	(3)	(4)	(6)	(7)
	E-Voting Poll	1951025	662500	33.96%	662500	0
	Postal Ballot	71340	0	0	0	0
Total			0	0	0	0
Public Non Institutions	(1)	(2)	(3)	(4)	(6)	(7)
	E-Voting Poll	1724635	14334	0.83%	14334	0
	Postal Ballot		54695	3.17%	54695	0
Total			0	0%	0	0
Total						
		1724635	69029	4.00%	69029	0
		3747000	731529	37.96%	731529	0

Based on the Scrutinizers Report, the Special Resolution as contained in Item No. 5 of the Notice of the 27th AGM has been PASSED by requisite majority.

ITEM NO 6: RE-APPOINTMENT OF SHRI UMESH NARAYAN TRIVEDI (DIN: 00018188) AS THE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F 1ST APRIL, 2019 TO 31ST MARCH, 2024.

“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 Umesh Narayan Trivedi (DIN-00018188), who was appointed as an Independent Director upto the 1st term of 5 years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Umesh Narayan Trivedi, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1st April, 2019 to 31st March, 2024.”

Resolution required: (Ordinary/ *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	No. of Votes in favour	% of Votes in favour	No. of Votes against	% of Votes against
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	(1)	(2)	(3)	(4)	(5)	(6)	(7)
	Shares						
	[(2)/(1)] * 100						
	votes polled						
	[(4)/(2)] * 100						
	OR VOTES						
	[(5)/(2)] * 100						
Promoter and Promoter Group							
E-Voting	1951025	239000	12.25%	239000	0	100.00%	0
Poll		423500	21.71%	423500	0	100.00%	0
Postal Ballot		0	0%	0	0	0	0
Total	1951025	662500	33.96%	662500	0	100.00%	0
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
Total	71340	0	0	0	0	0	0
Public Non Institutions							
E-Voting	1724635	14334	0.83%	14334	0	100.00%	0
Poll		54695	3.17%	54695	0	100.00%	0
Postal Ballot		0	0%	0	0	0	0
Total	1724635	69029	4.00%	69029	0	100.00%	0
Total	3747000	731529	37.96%	731529	0	N.A.	N.A.

Based on the Scrutinizers Report, the Special Resolution as contained in Item No. 6 of the Notice of the 27th AGM has been PASSED by requisite majority.

ITEM NO 7: RE-APPOINTMENT OF SHRI PRADEEP AGRAWAL (DIN: 05279673) AS THE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F 1ST APRIL, 2019 TO 31ST MARCH, 2024.

“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 Pradeep Agrawal (DIN-05279673), who was appointed as an Independent Director upto the 1st term of 5 years ending on 31st March, 2019 and being eligible, and has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Pradeep Agrawal, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1st April, 2019 to 31st March, 2024.”

Resolution required: (Ordinary/ **Special**)

No

Whether promoter/ promoter group are interested in the agenda/ resolution?

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes	% of Votes against on votes

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HELD AT	ON		TIME		Total	N.A.	
	(1)	(2)	(3)	(4)			(5)
Promoter and Promoter Group	1951025	239000	12.25%	239000	0	100.00%	0
		423500	21.71%	423500	0	100.00%	0
			0%	0	0	0	0
Total	1951025	662500	33.96%	662500	0	100.00%	0
Public Institutions	71340	0	0	0	0	0	0
		0	0	0	0	0	0
		0	0	0	0	0	0
Total	71340	0	0	0	0	0	0
Public Non Institutions	1724635	14334	0.83%	14334	0	100.00%	0
		54695	3.17%	54695	0	100.00%	0
		0	0%	0	0	0	0
Total	1724635	69029	4.00%	69029	0	100.00%	0
Total	3747000	731529	37.96%	731529	0	N.A.	N.A.

Based on the Scrutinizers Report, the Special Resolution as contained in Item No. 7 of the Notice of the 27th AGM has been PASSED by requisite majority.

The Chairman further authorized the Company Secretary and Compliance Officer to communicate the aforesaid results of the 27th Annual General Meeting to the BSE and to submit to the NSDL and website of the Company

PLACE: ITARSI
DATE: 20th SEPT., 2018


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 20th Sept., 2018.

PLACE: ITARSI
DATE: 20th SEPT., 2018


KAILASH CHAND SHARMA
CHAIRMAN &
MANAGING DIRECTOR
DIN: 00012900

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