

Natraj Proteins Limited

SOLVENT EXTRACTION PLANT & REFINERY
Nagpur Kalan, Ordinance Factory Road, ITARSI

Ph.No. 07572- 262637, 262640, Fax No. 07572-262639

Email : natrajproteinltd@rediffmail.com

CIN : L00153 MP 1990 PLC 006090



Ref. :

Date :

NPL/SE/2019

Online filing at www.listing.bseindia.com

6th August, 2019

To,
The General Manager
DCS-CRD
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI - 400001

BSE CODE: 530119

Sub: Filing of the Notice of 28th Annual General Meeting to be held on 20th September, 2019.

Dear Sir/Ma'am,

We are pleased to submit a Copy of the Notice of the 28th Annual General Meeting of the Company to be held on Friday, the 20th day of Sept., 2019 at 2.00 P.M. at the Registered Office of the Company at Nagpur Kalan, Ordinance Factory Road, Itarsi- Madhya Pradesh- 461111.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully,

For, NATRAJ PROTEINS LTD.

P. Agrawal

POOJA AGRAWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl.: Notice of 28th Annual General Meeting along with Proxy Form & Attendance Slip.

Natraj Proteins Limited

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CIN : L00153 MP 1990 PLC 006090



Ref. :

NOTICE

Date :

NOTICE is hereby given that 28th Annual General Meeting of the members of NATRAJ PROTEINS LIMITED will be held on **Friday, 20th day of September, 2019** at 2.00 P.M. at the Registered Office of the company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company including the Audited Balance Sheet as at 31st March, 2019, Statement of changes in Equity, the Statement of Profit & Loss and Cash Flow for the year ended 31st March, 2019 and the Reports of the Board's and Auditors thereon.
2. To appoint a director in place of **Shri Sharad Kumar Jain (DIN:02757935)** who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

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

"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."

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

"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."

Date: 31st July, 2019

Place: Itarsi

Natraj Proteins Ltd.

CIN: L00153MP1990PLC006090

Nagpur Kalan, Ordinance Factory Road,
Itarsi (M.P.) 46111



BY ORDERS OF THE BOARD

P. Agarwal
CS POOJA AGRAWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS 49139

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/IES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder.
The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the time fixed for the Meeting. A Proxy form is sent herewith.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed hereto.
4. The company has notified closure of Register of Members and Share Transfer Books from **Saturday, 14th September, 2019 to Friday, 20th September, 2019, Tuesday** (both days inclusive) for the purpose of the Annual General Meeting.
5. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
6. Members seeking any information are requested to write to the Company by email at natrajproteintltd@rediffmail.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
7. Members are requested to notify immediately correct address for any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and in respect of shares held in the company in physical form to the Registrar and Share Transfer Agent i.e. Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com, or rtaindore@gmail.com to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.
8. Electronic copy of the Annual Report for the year 2018-19 is being sent to the members whose email IDs are registered with the Share Transfer Agent /Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual reports being sent in the permitted mode.
9. Members may also note that the Annual Report for the year 2018-19 is also available on Company's website www.natrajproteins.com.
10. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to section 113 of Companies Act, 2013 are requested to send a duly certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting.
11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M up to the date of the Annual General Meeting.
12. Members/proxies/authorized representatives are requested to bring the duly signed attendance slip in accordance with their specimen registered with the Company and a copy of Annual Report with them to attend the Meeting.
13. The Register of Directors, Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
14. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
16. Members may also note that the Notice of 28th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2018-19 will also be available on the company website www.natrajproteins.com for their download.
17. The Brief profile of the director seeking re-appointment at the ensuing annual general meeting is annexed with the Notice.
18. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent three letter to all the shareholders holding shares in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who has not provided required details to the Share Transfer Agent, or informed that the shares available in



their name as per records to the share transfer agent does not belong to them or letter return back being undelivered shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.

19. Voting through electronic means

- I. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
- IV. The remote e-voting period commences on **17th September, 2019, Tuesday (I.S.T. 9.00 A.M.) and ends on 19th September, 2019, Thursday (I.S.T. 5.00 P.M.)**. During this period members of the Company, holding shares either in physical or in dematerialized form, as on the **cut-off date of 13th September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

V. Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of NATRAJ PROTEINS LTD.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ishan1619@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
 - 2 It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- VI. CS Ishan Jain, Practicing Company Secretary (FCS No.9978 CP 13032) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- VII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting by "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility. However, no remote e-voting facility shall be made available at the venue of the AGM.



- VIII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.natrajproteins.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Directors	Shri Sharad Kumar Jain	Shri Rajender Singh Tomar
Designation	Whole-time Director	Independent Director
DIN	02757935	07102758
Date of Birth	06/02/1964	29/05/1960
Expertise/Experience in specific functional areas	32 years' experience in Soya Industry and Real Estate business	Having more than 24 years of experience in the Agro Products.
Qualification	B.Sc.	M.Com.
No. & % of Equity Shares held	2,39,000 (6.38%)	0
Details of outside Company's directorship held	NIL	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	N.A.	1. Audit Committee - Member 2. Stakeholder's Relationship Committee - Member 3. Nomination & Remuneration Committee - Member 4. Corporate Compliance Committee - Member
Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is director	-	-
Disclosures of relationships between directors and KMPs inter-se.	None	None

Brief Resume: -

Shri Sharad Kumar Jain is a graduate in Commerce and have 32 years of experience in the Soya Industry. He is one of the core promoters since the incorporation of the Company. He is also whole-time director and he is mainly responsible for general business activities besides other duties and responsibilities.

Shri Rajender Singh Tomar is a master's in commerce and have more than 24 years' experience in the Agro Products and he is an Independent Director.

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

Item No. 3

The Board on the recommendation of Audit Committee has approved the appointment of **M/s Yogesh Chourasia & Associates**, Cost & Management Accountant (Firm Registration No. 000271) as the Cost Auditor of the Company for conducting Cost Audit for the year 2019-20 at a remuneration of Rs. 67,500/- plus applicable GST. In accordance with the provision of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the Members of the company, accordingly consent of the members are sought for passing an Ordinary Resolution as set out in Item No. 3 of the notice for ratification of remuneration payable to the cost auditors.

None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested financially or otherwise in the proposed Resolution. The Board recommends to pass necessary resolution as set out in the Item No. 3 of the notice as an Ordinary Resolution.



Item No. 4

Shri Rajender Singh Tomar (DIN:07102758) was appointed as an Independent Director for a term of the 5 (Five) consecutive years to hold office upto 26th February, 2020 ("first term").

The Nomination and Remuneration Committee (NRC) of the Board, on the basis of the report of performance evaluation, has recommended for his re-appointment as the Independent Director for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 27th Feb., 2020.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his background and experience and contributions made by him during his tenure, the continued association would be beneficial to the Company and it is desirable to re-appoint him to avail his services as an Independent Directors. Accordingly, it is proposed to re-appoint him as Independent Directors, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 27th February, 2020 on the Board of the Company.

Shri Tomar is not disqualified as a Director in terms of Section 164 of the Act and other applicable laws and has given his consent to act as a Director. The Company has also received declaration from him that he meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, he fulfil the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015.

He shall be paid remuneration by way of fee for attending meetings of the Board. Copy of draft letter of appointment setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The aforesaid director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable, if any. None of the other Directors / Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise.

Your directors recommend to pass the resolution as set out in the Item No. 4 by way of special resolution.

Date: 31st July, 2019

Place: Itarsi

Natraj Proteins Ltd.

CIN: L00153MP1990PLC006090

Nagpur Kalan, Ordinance Factory Road,

Itarsi (M.P.) 461111



BY ORDERS OF THE BOARD

P. Agrawal
CS POOJA AGRAWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS 49139

ROUTE MAP



**PROXY FORM
FORM MGT- 11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name : NATRAJ PROTEINS LIMITED
CIN : L00153MP1990PLC006090
Regd office : Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.)- 461111
Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id/ DP ID :

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name :
Address : E-mail Id.....
Signature : or failing him.....
2. Name :
Address : E-mail Id.....
Signature : or failing him.....
3. Name :
Address : E-mail Id.....
Signature : or failing him.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 28th Annual general meeting of the company, to be held on Friday, the 20th September, 2019 At the Registered Office at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Type of Resolution	Resolution/ Agenda Items
1.	Ordinary	To consider, approve and adopt Audited Financial Statements, Reports of the Board and Auditor for the year ended 31 st March, 2019.
2.	Ordinary	To re-appoint Shri Sharad Kumar Jain (DIN: 02757935) who is liable to retire by rotation being eligible offer himself for re-appointment.
3.	Ordinary	To ratify the Remuneration of Cost Auditor, M/s Yogesh Chourasia & Associates (F.R. No. 000271) for the Financial Year 2019-20 at Rs. 67,500/- plus applicable GST.
4.	Special	To re-appoint Shri Rajender Singh Tomar (DIN: 07102758) as the Independent Director, for a second term of 5 (five) consecutive years, w.e.f. 27 th February, 2020 to 26 th February, 2025.

Signed this day of 2019

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

28th Annual General Meeting of Natraj Proteins Ltd. held on Friday, 20th September, 2019

at the Registered Office of the Company held on Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.)- 461111

R.F. No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 28th Annual General meeting of the company at the Registered office of the company on 20th September, 2019.

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting

