

# 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/2021

30<sup>th</sup> August, 2021

**Online filing at [www.listing.bseindia.com](http://www.listing.bseindia.com)**

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 30<sup>th</sup> Annual General Meeting to be held on 28<sup>th</sup> September, 2021.**

Dear Sir/Ma'am,

We are pleased to submit a Copy of the Notice of the 30<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, the 28<sup>th</sup> day of Sept., 2021 at 2.00 P.M. through Video Conferencing (VC) or other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) - 461111 shall be deemed as the Venue of the Meeting.

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 LIMITED

*P. Agrawal*  
POOJA AGRAWAL  
COMPANY SECRETARY &  
COMPLIANCE OFFICER

Encl.: Notice of 30<sup>th</sup> Annual General Meeting.



# Natraj Proteins Limited

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Ref. :

Date :

## NOTICE

NOTICE is hereby given that 30<sup>th</sup> Annual General Meeting of the members of NATRAJ PROTEINS LIMITED will be held on **Tuesday, 28<sup>th</sup> day of September, 2021** at **2.00 P.M** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the company situated at Nagpur-Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111 shall be deemed as the Venue of the Meeting, to transact the following businesses:

### **ORDINARY BUSINESSES:**

1. To receive, consider, approve and adopt the Audited Financial Statements which includes the Audited Balance Sheet as at 31<sup>st</sup> March, 2021, Statement of changes in Equity, Profit & Loss and Cash Flow of the Company for the year ended 31<sup>st</sup> March, 2021 and the Reports of the Board's and Auditors thereon.
2. To appoint a director in place of **Smt. Namita Sharma (DIN:02486865)** who retires by rotation and being eligible offers herself for re-appointment.

### **SPECIAL BUSINESSES:**

3. To ratify the remuneration to be paid to M/s Yogesh Chourasia & Associates, Cost Accountants (FRN: 000271) for the year 2021-22.  
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) who was appointed as the Cost Auditors by the Board for conducting Cost Audit of the Company for the Financial Year 2021-22 on a remuneration of Rs. 67,500/- plus GST be and is hereby ratified."

4. To re-appoint **Shri Kailash Chand Sharma (DIN: 00012900)** as the Chairman & Managing Director of the company w.e.f. 1<sup>st</sup> August, 2022.  
To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution:**

**"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 Companies (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. 1<sup>st</sup> August, 2022 on the following terms and condition.

- a. Salary Rs. 2,00,000/- per month and Annual Increment of Rs. 20,000 p.a. due on 1<sup>st</sup> August, every year.
- b. Allowances/perquisites: as per followings subject to the maximum of 15,00,000/- p.a.
  1. Re-imbursement 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. 50,000/- 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:**(Not included in the aforesaid Remuneration)

1. Employers Contribution: to Provident Fund as per policy of the Company.
2. 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.
3. Leave encashment: up to 15 days salary for every one year completed service as per the rules of the Company.
4. Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

Provided that the above said perquisites 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 a 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."

**BY ORDERS OF THE BOARD**



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

Date: 9<sup>th</sup> August, 2021

Place: Itarsi

**Natraj Proteins Limited**

**CIN: L00153MP1990PLC006090**

Nagpur Kalan, Ordinance Factory Road,

Itarsi (M.P.) 461111

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 (extended the time line for holding of Annual General

Meetings through VC/OAVM till 31<sup>st</sup>December, 2021) Securities and Exchange Board of India (“SEBI”) also vide its Circular dated 12<sup>th</sup> May, 2020 permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated 15<sup>th</sup> January, 2021 till December 31, 2021 physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.

2. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 30<sup>th</sup> AGM is not annexed to the notice.
3. The Members can join the AGM the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 (“the Act”). Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Scrutinizer by email through its registered email address to [ishan1619@yahoo.co.in](mailto:ishan1619@yahoo.co.in) with a copy of the same marked to the Company at [natrajproteinltd@rediffmail.com](mailto:natrajproteinltd@rediffmail.com).
5. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company [www.natrajproteins.com](http://www.natrajproteins.com). The Notice and Annual Report can also be accessed from the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e. ([www.evotingindia.com](http://www.evotingindia.com)).
7. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31<sup>st</sup> December, 2021).
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company [www.natrajproteins.com](http://www.natrajproteins.com) as soon as possible after the Meeting is over.
9. In compliance with the MCA Circulars dated 5<sup>th</sup> May, 2020 & 13<sup>th</sup> January, 2021 and SEBI Circular dated 12<sup>th</sup> May, 2020 & 15<sup>th</sup> January, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories. However, any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company, if Courier Agency/Post Office is ready to deliver the same in specific zone due to Covid-19.
10. Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
11. 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 and forms part of the Notice.



12. The company has notified closure of **Register of Members and Share Transfer Books from Wednesday, 22<sup>nd</sup> September, 2021 to Tuesday, 28<sup>th</sup> September, 2021, (both days inclusive)** for the purpose of the Annual General Meeting.
13. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
14. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date on Tuesday, the 21<sup>st</sup> September, 2021.**
15. CS Ishan Jain, Practicing Company Secretary (F.R.No.S2021MP802300, M.No. FCS 9978 & C.P. No. 13032) Proprietor of M/s. Ishan Jain & Co., Company Secretaries, Indore has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
16. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID [natrajproteintltd@rediffmail.com](mailto:natrajproteintltd@rediffmail.com) so that the information required may be made available at the Meeting.
17. The Members are requested to:
  - Intimate changes, if any, in their registered addresses immediately.
  - Quote their ledger folio number in all their correspondence.
  - Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company
18. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot. No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com), [rtaindore@gmail.com](mailto:rtaindore@gmail.com) to receive the soft copy of all communication and notice of the meetings etc., of the Company.
19. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 30<sup>th</sup>AGM. Members seeking to inspect such documents can send an email to [natrajproteintltd@rediffmail.com](mailto:natrajproteintltd@rediffmail.com).
20. As per SEBI Circular dated 20<sup>th</sup>April, 2018 shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. (PAN) and Bank Account Details to the RTA of the Company.
21. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1<sup>st</sup>April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form if any to get convert into the D-mat form.
22. **Voting through electronic means:**  
Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.
  - i. **The voting period begins on 25<sup>th</sup> September, 2021 (Saturday) at 9.00 AM (IST) and ends on 27<sup>th</sup> September, 2021 (Monday) at 5.00 P.M (IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>a. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>b. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting



securities in demat mode) login through their <b>Depository Participants</b>	option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Natraj Proteins Limited> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [natrajproteintltd@rediffmail.com](mailto:natrajproteintltd@rediffmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [natrajproteintltd@rediffmail.com](mailto:natrajproteintltd@rediffmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [natrajproteintltd@rediffmail.com](mailto:natrajproteintltd@rediffmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.





2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

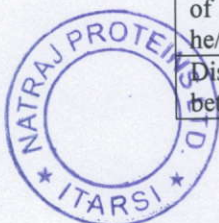
If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

23. Members can also update their your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
24. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the **cut-off date i.e. 21<sup>st</sup> September, 2021 (Tuesday)**, may obtain the login ID and password by sending a request at [rtaindore@gmail.com](mailto:rtaindore@gmail.com) or [compliance@ankitonline.com](mailto:compliance@ankitonline.com).
27. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. 21<sup>st</sup> September, 2021 only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.**
28. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged-in at the AGM but have not cast their votes by availing the remote e-voting facility.
29. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company [www.natrajproteins.com](http://www.natrajproteins.com) and on the website of CDSL 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 Ltd.
30. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:  
M/s. Ankit Consultancy Pvt. Ltd.  
60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452010  
Tel: 0731-4281333, 4065797/99; E-mail: [rtaindore@gmail.com](mailto:rtaindore@gmail.com), [Compliance@ankitonline.com](mailto:Compliance@ankitonline.com)
31. As the 30<sup>th</sup> AGM is being held through VC, therefore, the route map is not annexed to this Notice.

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

Name of Directors	Shri Kailash Chand Sharma	Smt. Namita Sharma
Designation	Chairman and Managing Director	Non-Executive Women Director
DIN	00012900	02486865
Date of Birth	20/07/1960	20/04/1984
Expertise/Experience in specific functional areas	30 years' experience in soya business	14 years' experience in day-to-day business management and Computer Science
Qualification	B.Com.	B.E. (CS)
No. & % of Equity Shares held	1,65,000 (4.40%)	0
Details of outside Company's directorship held	NIL	NIL
Chairman/Member of the Committees of the Board of Directors of the Company	1. CSR Committee - Chairman 2. Risk Management Committee – Chairman	1. Internal Committee on Sexual Harassment of Women at the Workplace - Chairperson
Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is a director	-	-
Disclosures of relationships between directors and KMPs inter-	Father-in-Law of Smt. Namita Sharma, Women Director and	Daughter in Law of Shri Kailash Chand Sharma,



se.	Father of CFO Shri Ritesh Sharma	Chairman and Managing Director and wife of CFO Shri Ritesh Sharma
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**Brief Resume: -**

**Shri Kailash Chand Sharma**, Chairman & Managing Director is a Commerce Graduate and have experience of more than 30 years in Soya Industry. He is one of the core promoter, since incorporation of the company. He is also having through knowledge of finance and accounting, and he is solely responsible for day-to-day business operations of the company under the superintendence and control of the Board.

**Smt. Namita Sharma** is a graduate in Engineering and have 14 years of experience in day-to-day business management and Computer Science. She is categorized as a Non-Executive Women 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 2021-22 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 thereof 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 Kailash Chand Sharma (DIN:00012900) was re-appointed at the 27<sup>th</sup> Annual General Meeting held on 18<sup>th</sup> Sept., 2018 as the Chairman and Managing Director for a term of 3 (Three) years w.e.f. 1<sup>st</sup> August, 2019. Therefore, he is required to be re-appointed by the Company for a further term of 3 (Three) years w.e.f. 1<sup>st</sup> August, 2022.

The brief profile of Shri Kailash Chand Sharma is given under the details of the directors seeking re-appointment. Shri Kailash Chand Sharma is one of the core promoters and associated with the Company since its incorporation. The Nomination and Remuneration Committee and the Board at their meeting held on 9<sup>th</sup> August, 2021 considered and approved the same on the terms, conditions and remuneration as set out in the Item No. 4 of the notice and recommend to pass Ordinary Resolution at the Meeting.

Shri Kailash Chand Sharma is financially interested in the resolution to the extent of the remuneration as may be paid to him. Further that Mrs. Namita Sharma, the Non-Executive Women Director and Shri Ritesh Sharma, CFO being his relatives may be deemed to be interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolutions.

Shri Sharma is also holding 1,65,000 equity shares of Rs. 10/- each consisting of 4.40% of the total paid up capital of the Company.

The Information as required under section II, Part 2 of the Schedule V is being given as under

**I. General Information:**

(1)	Nature of industry	Manufacturing of Edible Oil through Solvent Extraction Plant
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given indicators	The Company has achieved gross turnover of Rs. 14632.22 Lakhs for the year ended 31 <sup>st</sup> March, 2021 and earned profits before Tax Rs. 97.78 Lakhs.
(5)	Foreign investments or collaborations, if any.	The company is having NRI shareholder holding 132434 (3.53%) of the total paid-up share capital of the company. There is no Foreign Collaboration in the



	Company.
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**II. Information about the appointee:**

(1)	Background details	Shri Kailash Chand Sharma is a Commerce Graduate and have experience of more than 30 years in Soya Industry. He is one of the core promoter since incorporation of the company. He is also having knowledge of finance and accounting and he is mainly responsible for purchase of soya seeds and day to day business operations of the company.
(2)	Past remuneration	The total Remuneration for the year period 2020-21 was Rs. 10.80 Lakhs
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	Shri Kailash Chand Sharma, the Chairman and Managing Director is in-charge of the entire affairs of the Company being the Chairman and Managing Director subject to superintendence and control of the Board of directors and conduct the activities of the Company, also assisted by one whole time director.
(5)	Remuneration proposed	Rs. 2,00,000 P.M. + Increment of Rs. 20,000 p.a. and Perquisite upto Rs. 1,25,000 P.M.
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shri Kailash Chand Sharma alongwith his relatives hold 22.46% equity share capital of the Company. He is also having interest to the extent of the remuneration which he may draw from the Company being the Chairman and Managing Director of the Company.  Shri Kailash Chand Sharma is a relative of Smt. Namita Sharma, Non-Executive Women Director and Shri Ritesh Sharma, Chief Financial Officer of the Company.

**III. Other information:**

(1)	Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profits as the Company is based on the Agro products based on the climatic conditions of the reasons, and due to adverse market position and matter of demand and supply, the profits may be inadequate in a particular period. The reasons for inadequate profit is decrease in the turnover and profits during the year 2020-21 due to Covid-19.
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits by about 8-10% every year.

**BY ORDERS OF THE BOARD**



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

Date: 9<sup>th</sup> August, 2021  
Place: Itarsi  
**Natraj Proteins Limited**  
**CIN: L00153MP1990PLC006090**  
Nagpur Kalan, Ordinance Factory Road,  
Itarsi (M.P.) 461111