

Natraj Proteins Limited

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

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

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CIN : L00153 MP 1990 PLC 006090



Ref. :

NPL/SE/2022

Date :

7th October, 2022

Online filing at www.listing.bseindia.com

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

BSE CODE: 530119

Sub: Submission of the Minutes of the 31st Annual General Meeting held on 24th September, 2022.

Dear Sir/Ma'am,

With reference to the Regulation 30 read with Schedule III of SEBI (LODR) Regulation, 2015, we hereby submit the detailed Proceedings/Minutes of the 31st Annual General Meeting of Company held on Saturday, 24th September, 2022 at 2:00 P.M. (IST) and concluded at 2:35 P.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM) for which purpose the Registered Office situated at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111 shall be deemed as the Venue for 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

POOJA AGRAWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER

Enclosed: a/a



HELD AT ON TIME

MINUTES OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF NATRAJ PROTEINS LIMITED HELD ON SATURDAY, 24TH DAY OF SEPTEMBER, 2022 AT 2:00 P.M. AND CONCLUDED AT 2:35 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (VC)/(OVAM) FOR WHICH PURPOSE THE REGISTERED OFFICE SITUATED AT NAGPUR-KALAN, ORDINANCE FACTORY ROAD, ITARSI (M.P.) 461111 SHALL BE DEEMED AS THE VENUE FOR THE MEETING.

PRESENCE IN THE MEETING THOROUGH VC/OVAM:

- | | |
|-------------------------------|------------------------|
| 1. Shri K.C. Sharma | - Chairman & MD |
| 2. Shri Sharad Kumar Jain | - Whole-Time Director |
| 3. Shri Umesh Narayan Trivedi | - Independent Director |
| 4. Shri Pradeep Agrawal | - Independent Director |
| 5. Smt. Namita Sharma | - Women Director |

OFFICERS FOR ASSISTANCE:

- | | |
|---------------------|---------------------------|
| 1. CS Pooja Agrawal | - CS & Compliance Officer |
|---------------------|---------------------------|

SPECIAL INVITEE:

- | | |
|------------------|--|
| 1. CS Ishan Jain | - Scrutinizer For e-Voting & e-Voting at the AGM |
| 2. CS D.K. Jain | - Secretarial Auditor |

LEAVE OF ABSENCE:

Leave of absence was granted to Shri Rajender Singh Tomar, Independent Director due to his pre-occupational activity for attending the 31st Annual General Meeting.

CHAIRMAN:

As per Article of the Article of Association of the Company, Shri K. C. Sharma, Chairman of the Company occupied the Chair for the Meeting and welcomed all the directors, members, Scrutinizer, and Special Invitees present at the 31st AGM of the company through VC/OAVM.

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

As per records made available by Ankit Consultancy Pvt. Ltd., the Share Transfer Agent, the total No. of Members on the Cut-off date i.e. 17th September, 2022 there were 2637 Members who were entitled to attend and vote at the 31st AGM and minimum 15 members were required to constitute the valid quorum for the 31st AGM.

QUORUM FOR THE MEETING:

At the 31st AGM total 20 Members were present through Video Conferencing and participated at the AGM.

BOOKS & STATUTORY REGISTER:

The CS informed that the Register of Director and Key Managerial Personnel and their shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under provisions of the Companies Act, 2013 have been available online for inspection of the members.

PROCEEDINGS AT THE AGM:

As per Article of the Article of Association of the Company, Shri K. C. Sharma, Chairman of the Company occupied the Chair for the Meeting. The requisite quorum being present, the Chairman called the meeting in order. CS

CHAIRMAN'S INITIALS	
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Pooja Agrawal informed the Members that the meeting is being held through video conferencing in accordance with the circulars and guidelines issued by MCA and SEBI. She introduced the members of the Board and other officials present at the meeting.

The Chairman of the Audit Committee Shri Umesh Narayan Trivedi was available to respond to the Queries related to Books of Accounts and Directors Remuneration etc., and CS Pooja Agrawal, PCS Ishan Jain, Scrutinizer for e-voting & e-voting at AGM and CS D. K. Jain, Secretarial Auditor were also present at the AGM.

The Company Secretary informed the members that this time only electronic copies of the Annual Report for the financial year 2021-22 have been sent to all those members whose Email Ids were registered with the Company or Depository Participant(s).

With the permission of the Members present at the Meeting the Chairman declared that the Notice of the 31st Annual General Meeting, Independent Auditors Report on financial statements of the company and observation made by the Secretarial Auditor and management comments are taken as read.

Thereafter the CS requested the Members to consider and cast the e-votes on the ordinary businesses if not done so as mentioned in the Notice of AGM from Item No. 1 to 4 and on the instructions of the Chairman the CS read out the following Agenda Items one by one.

No.	Type of Resolution	Items
1	Ordinary	Adoption of the Standalone Audited Financial Statements which include the Audited Balance Sheet as at 31 st March, 2022, Statement of Changes in Equity, the Statement of Profit & Loss, and Cash Flow Statement of the company for the financial year ended 31 st March, 2022 and the Reports of the Board's and Auditors thereon.
2	Ordinary	Re-appointment of a director in place of Shri Sharad Kumar Jain (DIN:02757935) who liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment
3	Ordinary	Approval for the Appointment of M/s Bhutoria Ganesan & Co., Chartered Accountants as the Statutory Auditors for the first term of 5 years in place of the Retiring Auditors.
4	Ordinary	Ratification for fixing of Remuneration of Cost Auditor M/s Yogesh Chourasia & Associates (F.R. No. 000271) at Rs. 67,500/- plus applicable GST.

The CS further informed that the Company has provided e-voting facility to its members whose names appeared in the Register of Members as on cut-off date i.e. 17th September, 2022 to cast their votes on the resolutions proposed to be passed at 31st Annual General Meeting through remote e-voting. The e-voting commenced from Wednesday, 21st September, 2022 at 9.00 A.M. (I.S.T.) and ended on Friday, 23rd September, 2022 at 5.00 P.M. (I.S.T.) and voting at this Annual General Meeting shall be conducted by way of E-Voting therefore the members present at the Meeting who have not casted their votes through remote e-voting were requested to cast their votes through E-Voting at the AGM, the Vote given by e-voting shall be considered as final.

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The CS further informed that the Company has appointed CS Ishan Jain (FCS 9978; CP 13032) Practicing Company Secretary as scrutinizer to scrutinize the remote e-voting as well as E-voting at the AGM in a fair and transparent manner.

The CS further informed about being registered yourself as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration. However, Only two shareholder has requested for being registered themselves as a speaker. Now I invite the speaker.

1. Mr. Abhishek J. Kalra, he has already sent his queries on mail, and we have answered his queries on mail before the AGM. Further, he was satisfied with the answers.
2. Mr. Kirti Shah, he was not available during the meeting.

The CS offered an opportunity to the members of the Company to ask their queries if any on the agenda item of the notice, financial statements and the business activities. There were no queries by the members present at the meeting.

The CS considered and informed to the members that the results of the Meeting would be announced within 2 working days from the conclusion of the Annual General Meeting upon receipt of report from Scrutinizer and the same shall be posted on the website of the Company, BSE and CDSL. The date of passing of resolutions would be the date of AGM i.e. 24th September, 2022.

CONCLUSION OF THE MEETING:

Thereafter being no other business, the Meeting declared as concluded by the Chairman at 2:35 P.M. on 24th September, 2022, with a vote of thanks to the Chair given by CS Pooja Agarwal.

SCRUTINIERS REPORT:

After receiving the Scrutinizers and Consolidated Report on Remote E-voting and E-voting at AGM for the 31st Annual General Meeting dated 24th September, 2022, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on 27th September, 2022 for the 31st Annual General Meeting and also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 24th September, 2022 under for all the purposes.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSED AT THE 30TH ANNUAL GENERAL MEETING

With due consideration of the Scrutinizer's Report, the Chairman declared the following results for the 31st Annual General Meeting held on Saturday, 24th September, 2022 at 2:00 P.M.

ORDINARY BUSINESSES BY ORDINARY RESOLUTION:

ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS INCLUDING AUDITED BALANCE SHEET, STATEMENT OF CHANGES IN EQUITY, STATEMENT OF P&L AND CASH FLOW STATEMENT ALONGWITH REPORTS OF THE BOARD AND AUDITOR FOR THE YEAR ENDED 31ST MARCH, 2022:

"RESOLVED THAT the Audited Financial Statements for the year financial year ended 31st March, 2022 and the Reports of the Directors' and Auditor's thereon laid before this meeting be and are hereby considered and adopted."

The Results of the Voting are as under:

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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)]* 100	% of Votes against on votes polled [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	1756180	1081000	61.55%	1081000	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1756180	1081000	61.55%	1081000	0	100.00%
Public Institutions	E-Voting	72340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		72340	0	0	0	0	0
Public Non Institutions	E-Voting	1918480	56415	2.94%	56415	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1918480	56415	2.94%	56415	0	100.00%
Total		3747000	1137415	30.35%	1137415	0	100.00%	0

Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 1 was passed by Unanimous Consent as an Ordinary Resolution.

ITEM NO.2: RE-APPOINTMENT OF MR. SHARAD KUMAR JAIN (DIN: 02757935) WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Sharad Kumar Jain (DIN:02757935), Whole-Time Director of the Company who retires by rotation at this meeting, be and is hereby re-appointed as Whole-time Director of the Company, liable to retire by rotation.”

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)]* 100	% of Votes against on votes polled [(5)/(2)] *100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	1756180	1081000	61.55%	1081000	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1756180	1081000	61.55%	1081000	0	100.00%
Public Institutions	E-Voting	72340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0

CHAIRMAN'S INITIALS

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Institutions	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	72340	0	0	0	0	0	0
Public Non Institutions	E-Voting	1918480	56415	2.94%	52945	3470	93.85%	6.15%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1918480	56415	2.94%	52945	3470	93.85%	6.15%
Total		3747000	1137415	30.35%	1133945	3470	99.69%	0.31%

Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 2 was passed by Requisite Majority as an Ordinary Resolution.

ITEM NO 3: APPROVAL FOR THE APPOINTMENT OF M/S BHUTORIA GANESAN & CO., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS FOR THE FIRST TERM OF 5 YEARS IN PLACE OF THE RETIRING AUDITORS FOR A TERM OF 5 CONSECUTIVE YEARS AND AUTHORITY TO BOARD TO FIX THEIR REMUNERATION:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s Bhutoria Ganesan & Co., Chartered Accountants (F.R. No. 004465C), who fulfill the criteria of independence and eligible for appointment as the Auditors of the Company be and is hereby appointed as the Statutory Auditors of the Company for a First term of 5 consecutive years i.e. commencing from the conclusion of this 31st AGM until the conclusion of 36th AGM to be held in the year 2027 in place of the retiring auditors M/s Anup Shrivastava & Associates, Chartered Accountants (F.R. No. 006455C), whose tenure shall be expired on the conclusion of this AGM and the Board of Directors be and is hereby further authorized to finalize the remuneration of the Statutory Auditor (plus applicable taxes) and reimbursement of out-of-pocket expenses, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors (including Audit Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

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)]* 100	% of Votes against on votes polled [(5)/(2)] *100	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	
Promoter and	E-Voting	1756180	1081000	61.55%	1081000	0	100.00%	0	
	Poll		0	0	0	0	0	0	

CHAIRMAN'S INITIALS 



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Promoter Group	Postal Ballot		0	0	0	0	0	0
	Total	1756180	1081000	61.55%	1081000	0	100.00%	0
Public Institutions	E-Voting	72340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	72340	0	0	0	0	0	0
Public Non Institutions	E-Voting	1918480	56415	2.94%	56415	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1918480	56415	2.94%	56415	0	100.00%	0
Total		3747000	1137415	30.35%	1137415	0	100.00%	0

Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 3 was passed by Unanimous Consent as an Ordinary Resolution.

ITEM NO 4: RATIFICATION OF THE REMUNERATION PAYABLE TO THE COST AUDITORS FOR THE YEAR 2022-23:

“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 2022-23 on a remuneration of Rs. 67,500/- plus GST be and is hereby ratified.”

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of 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	1756180	1081000	61.55%	1081000	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1756180	1081000	61.55%	1081000	0	100.00%	0
Public Institutions	E-Voting	72340	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	72340	0	0	0	0	0	0
Public Non Institutions	E-Voting	1918480	56415	2.94%	56415	0	100.00%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1918480	56415	2.94%	56415	0	100.00%	0
Total		3747000	1137415	30.35%	1137415	0	100.00%	0

CHAIRMAN'S INITIALS

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Based on the aforesaid results, given by the Scrutinizer, Chairman declared that Resolution No. 4 was passed by Unanimous Consent as an Ordinary Resolution.

The Chairman further authorized the Company Secretary and Compliance Officer to communicate the aforesaid results of the 31st Annual General Meeting to the BSE and to submit to the CDSL and website of the Company

PLACE: ITARSI
DATE: 29TH SEPT., 2022


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 29th September, 2022.

PLACE: ITARSI
DATE: 29TH SEPT., 2022


KAILASH CHAND SHARMA
CHAIRMAN & MANAGING
DIRECTOR
DIN: 00012900



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