

# NOTICE

Notice is hereby given that 23<sup>rd</sup> Annual General Meeting of the members of **NATRAJ PROTEINS LIMITED** will be held on Saturday the 20<sup>th</sup> day of Sept., 2014 at 2.00 P.M. at the Registered Office of the company at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111 to transact the following businesses:

## **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31, 2014 and the Reports of the Board of directors and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Bhutoria Ganesan & Co., Chartered Accountants (ICAI Firm Registration No. 004465C), the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Sixth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.”

## **SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Special 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 Sharad Kumar Jain (DIN02757935) as the Whole-time Director and designated as the Executive Director of the Company for a period of 3 years w.e.f. 1<sup>st</sup> October, 2014 on the following terms and condition.

- a. Salary in the scale of Rs.50,000/- per month.
  - b. Allowances/perquisites: as per Category A Subject to the maximum of 300000 p.a.
1. Re-imbursement of medical expenses of the Whole-time 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. 8,000/- p.a.
- NOTE: For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

**CATEGORY A:**

- i. Employers Contribution: to Provident Fund as per policy of the Company.
  - 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.
- Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Whole-time Director.

**CATEGORY B:**

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: Free use of telephone at his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Whole-time Director.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Sharad Jain 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 her tenure.

**FURTHER RESOLVED THAT** there shall be clear relation of the Company with Shri Sharad Kumar Jain 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 Sharad Kumar Jain, Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her 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 hold the increments, 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.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Giriraj Gupta (DIN- 00012999), who was holding positions of the Independent Directors and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Umesh Narayan Trivedi (DIN- 00018188), who was holding positions of the Independent Directors and in respect of whom the company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Pradeep Agrawal (DIN- 05279673), who was holding positions of the Independent Directors and in respect of whom the company has

received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

**By Orders of the Board**

Date: 13<sup>th</sup> August, 2014

Place: Itarsi

**Natraj Proteins Ltd.**

**CIN: L00153MP1990PLC006090**

Nagpur Kalan,

Ordinance Factory Road,

Itarsi (M.P.) 461111

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
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 carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is given below and forms part of the Notice.
4. The company has notified closure of register of members and share transfer books from September, 17<sup>th</sup> 2014 to September 20<sup>th</sup> 2014 (both days inclusive).
5. The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - e) 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.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Directors.
7. Members seeking any information are requested to write to the Company by email at [natrajproteins@rediffmail.com](mailto:natrajproteins@rediffmail.com) at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
8. Members are requested to notify immediately any change in their address and E – Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts

**K.C.SHARMA**

**MANAGING DIRECTOR**

**DIN 00012900**

and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).

9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company/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.
10. Members may also note that the Annual Report for FY 2013-14 will also be available for downloading on Company's website [www.natrajproteins.com](http://www.natrajproteins.com)
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
12. Relevant documents referred to in the accompanying 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 meeting.

### **13. Voting through electronic means**

In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 23<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL) the instructions for e-voting are as under:

***A. In case a Member receives an email from NSDL: [for members whose email IDs are registered with the Depository Participants(s)]***

- (i) Open email and open PDF file viz; (File Name) The said PDF file contains your user ID and password/ PIN for e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) If you login first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select “EVEN” (E-voting Event Number) of Natraj Proteins Ltd..
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional & Corporate 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. together with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting [natrajproteinltd@rediffmail.com](mailto:natrajproteinltd@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

***B. In case Email I.D. of the member is not registered with the depository participant and members holding shares in Physical Form:***

- (i) Initial password will be provided/intimated through Letter from our Registrar:

EVEN(E Voting Event Number )	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- I. 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 Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The e-voting period commences on 16<sup>th</sup> September, 2014 (9:00 am) and ends (6:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8<sup>th</sup> August, 2014 may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. 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 of 8<sup>th</sup> August, 2014.
- VI. CS Ishan Jain, Practising Company Secretary (ACS No. 29444 CP 13032) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VIII. The results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.natrajproteins.com](http://www.natrajproteins.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- IX. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex,

Pardeshipura Indore (M.P.) 452010 Tel-0731-3198601,3198602 Fax-0731-40657 98  
 Email id: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN  
 THE ENSUING ANNUAL GENERAL MEETING**

Name of Directors	Shri Sharad Kumar Jain	Shri Giriraj Gupta	Shri Umesh Narayan Trivedi	Shri Pradeep Agrawal
DIN	02757935	00012999	00018188	05279673
Date of Birth	06/02/1964	19/09/1952	09/10/1960	08/07/1960
Date of Appointment	24/08/2009	31/01/2003	31/01/2003	14/05/2012
Expertise / Experience in specific functional areas	29 years experience in Soya Industry and Real Estate business	More than 33 years experience in Soya and manufacturing Industries	More than 22 years experience in Soya and manufacturing Industries	More than 23 years experience in technical field and civil construction
Qualification	BSc	B.E.(Ch.)	B.Com	M.Com
No. & % of Equity Shares held	178000 (4.75%)	-	-	-
List of outside Company's directorship held	-	1) SHV Edibles Ltd.	-	-
Chairman/Member of the Committees of the Board of Directors of the Company	-	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stackholders Relationship Committee	1.Audit Committee 2.Nomination & Remuneration Committee 3. Stackholders Relationship Committee 4.CSR Committee	1.Audit Committee 2.Nomination & Remuneration Committee 3. Stackholders Relationship Committee 4.CSR Committee
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	-	-	-	-

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013.**

**Item No. 2**

This explanatory statement is provided though strictly not required as per section 102 of the Act. M/s Bhutoria Ganesan & Co., Chartered Accountants (ICAI Firm Registration No. 004465C), Bhopal have been the Auditors of the Company since more than 15 years.

As per the provisions of section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Companies Act, 2013 to comply with this requirement. In view of the above, M/s Bhutoria Ganesan & Co., Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of directors has, at its meeting held on 13<sup>th</sup> August, 2014

proposed the re-appointment of M/s Bhutoria Ganesan & Co., Chartered Accountants as the statutory auditors for a period of three years up to the conclusion of the 26<sup>th</sup> annual general meeting to be held in the calendar year 2017 and to hold office from the conclusion of this AGM (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution as set out at Item No. 2 for approval by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are concerned or interested in any manner in the Resolution.

### **Item No:3**

Shri Sharad Kumar Jain (DIN 02757935) is Bachelor in Science and is Whole-time director and his tenure shall be expired on 30<sup>th</sup> September, 2014 upon completion of 3 years of his appointment. He is having 29 years of experience in Soya unit and having wide experience in the field of Real Estate and also attending commercial operations of the Company in the best interest of the Company's progress His experience, commitment and capabilities are playing a crucial role in the growth of the Company. Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 13<sup>th</sup> August, 2014 has re-appointed him for a further period of 3 years w.e.f. 1<sup>st</sup> October, 2014.

The Board considered that the terms and conditions the salary and perquisites as given in the Item No.3 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary special resolution as set out in Item No.3 of the notice.

Shri Sharad Kumar Jain, being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be paid to him. None of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Shri Sharad Kumar Jain is also holding 178000 equity shares of Rs. 10/- each consisting of 4.75% of the total paid up capital of the Company.

### **Item No: 4, 5 & 6**

The Board of directors of the Company comprises six directors out of which, three are Non-Executive Independent Directors of the Company.

Shri Giriraj Gupta (DIN 00012999) joined the Board on 31<sup>st</sup> January, 2003 as an Independent Director and has served as director of the Company for over 12 years. He is a Chemical Engineer and having expertisation in Soya and manufacturing Industries. Shri Giriraj Gupta does not hold any Equity shares in the Company.

Shri Umesh Narayan Trivedi (DIN 00018188) joined the Board on 31<sup>st</sup> January, 2003 as an Independent director. He is B.Com and having more than 22 years experience in Soya and manufacturing Industries. Shri Umesh Narayan Trivedi does not hold any Equity shares in the Company.

Shri Pradeep Agrawal (DIN05279673) joined the Board on 14<sup>th</sup> May, 2012 as an Independent Director. He is M.Com and having more than 23 years experience in technical field and civil construction Shri Pradeep Agrawal does not hold any shares in the Company.

The detailed profile of directorship and Committee position held by these three directors in other Companies are included separately in this Notice and report on Corporate Governance forming part of the Annual Report.

As per the provisions of section 149 of the Companies Act, 2013 which has come into force w.e.f. 1<sup>st</sup> April 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall not be liable to retire by rotation. Therefore, it is proposed to appoint them as Independent Directors at the ensuing annual general meeting for a period of 5 years, upto 31<sup>st</sup> March, 2019.

All the above said three Independent Directors has given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act.

In the opinion of the Board the above said three directors fulfills the conditions specified in the Act and the Rules made there under as the Clause 49 of the Listing Agreement for their appointment as Independent Directors of the Company.

The Company has received a notice in writing as required under section 160 of the Companies Act, 2013 from members for proposing the appointment of the above said directors.

All the 'Independent Directors' have expertise in specific functional areas and are eminent personalities in their respective fields .The Board considers that there continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these three directors as Independent Directors. Accordingly, the Board recommends the resolution as set out in the Item No. 4 to 6 as Ordinary Resolutions.

Shri Giriraj Gupta, Shri Umesh Narayan Trivedi and Shri Pradeep Agrawal, who are proposed appointees may be considered as concerned or interested financially in the Resolutions to the extent of the sitting fee as may be paid by the company from time to time. Except that none of the other Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the Resolutions.

**By Orders of the Board**

**SD/-**

**K.C.SHARMA  
MANAGING DIRECTOR  
DIN 00012900**

Date: 13<sup>th</sup> August, 2014

Place: Itarsi

**Natraj Proteins Ltd.**

**CIN: L00153MP1990PLC006090**

Nagpur Kalan,

Ordinance Factory Road,

Itarsi (M.P.) 461111