

Natraj Proteins Limited

SOLVENT EXTRACTION PLANT & REFINERY

Nagpur Kalan, Ordnance Factory Road, ITARSI

Ph.No. 07572-262636, 262637, 262640; Fax No. 07572-262639

Email : natrajproteinltd@rediffmail.com

CIN : L00153 MP 1990 PLC 006090

Ref. :
NPL/SE/2016

Date :

26th September, 2016

Online filing at listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE LIMITED
P.J. Tower, Dalal Street, Fort
MUMBAI - 400001

BSE CODE: 530119

Sub: Compliance of Regulation 34- For submission of the Approved and Adopted copy of the 25th Annual Report for the year 2015-16.



Dear Sir,

In compliance with the requirement of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit a certified copy of the 25th Annual Report as approved and adopted by the members of the company at their 25th Annual General Meeting held on Saturday, 24th Sept., 2016.

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.



SHILPI KASLIWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl.: a/a



Natraj Proteins Limited

// CERTIFIED TRUE COPY //

For and on behalf of
NATRAJ PROTEINS LTD

KAILASH CHAND SHARMA

25th Annual Report

CHAIRMAN AND MANAGING DIRECTOR
DIN : 00012900

2015-2016

BOARD OF DIRECTORS

1.	Shri Kailash Chand Sharma	:	Chairman & Managing Director
2.	Shri Jagdish Prasad Agrawal	:	Whole-time Director
3.	Shri Sharad Kumar Jain	:	Whole-time Director
4.	Shri Giriraj Gupta	:	Independent Director
5.	Shri Umesh Narayan Trivedi	:	Independent Director
6.	Shri Pradeep Agrawal	:	Independent Director
7.	Shri Rajender Singh Tomar	:	Independent Director
8.	Mrs. Namita Sharma	:	Women Director

AUDIT COMMITTEE

1.	Shri Umesh Trivedi	:	Independent Director- Chairman
2.	Shri Pradeep Agrawal	:	Independent Director- Member
3.	Shri Rajender Singh Tomar	:	Independent Director- Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

1.	Shri Umesh Trivedi	:	Independent Director- Chairman
2.	Shri Pradeep Agrawal	:	Independent Director- Member
3.	Shri Rajender Singh Tomar	:	Independent Director- Member

NOMINATION AND REMUNERATION COMMITTEE

1.	Shri Umesh Trivedi	:	Independent Director- Chairman
2.	Shri Pradeep Agrawal	:	Independent Director- Member
3.	Shri Rajender Singh Tomar	:	Independent Director- Member

RISK MANAGEMENT COMMITTEE

1.	Shri Kailash Chand Sharma	:	Managing Director- Chairman
2.	Shri Pradeep Agrawal	:	Independent Director- Member
3.	Shri Umesh Narayan Trivedi	:	Independent Director- Member

CSR COMMITTEE

1.	Shri Kailash Chand Sharma	:	Managing Director- Chairman
2.	Shri Pradeep Agrawal	:	Independent Director- Member
3.	Shri Umesh Narayan Trivedi	:	Independent Director- Member

COMPANY SECRETARY

CS Namita Tripathi	:	(w.e.f. 16 th August, 2015)
--------------------	---	--

CHIEF FINANCIAL OFFICER

Shri Ritesh Sharma

AUDITOR

Bhaturia Ganesan & Co.,

Chartered Accountant

S-9, Thadaram Complex,

209-A, Zone-1, M.P. Nagar, Bhopal (M.P.)

SECRETARIAL AUDITORS

D.K. Jain & Co.

Company Secretaries

401, Silver Ark Plaza,

20/1, New Palasia, Indore (M.P.)

INTERNAL AUDITOR

NRA & Associates

Chartered Accountant

COST AUDITORS

Yogesh Chourasia & Associates

Cost & Management Accountants

R-73, Zone-II, M.P. Nagar,

Bhopal - 462011 (M.P.)

BANKERS

Andhra Bank, Bhopal

REGISTERED OFFICE & PLANT

Nagpur Kalan, Ordinance Factory Road,

Itarsi - 461111 (M.P.)

Phone 07572-262636-38

Email: natrajproteinltd@rediffmail.com

Website: www.natrajproteins.com.

SHARE TRANSFER AGENT:

Ankit Consultancy Pvt. Ltd.

Plot No. 60, Electronic Complex,

Pardeshipura, Indore - 452001 (M.P.)

Phone: 0731-2551745,

Email: ankit_4321@yahoo.com

NAME OF THE STOCK EXCHANGE

(Where the Company's Securities are Listed)

BSE Limited, Scrip Code: 530119

ASE & MPSE (De-recognized by SEBI)

Notice

Notice is hereby given that 25th Annual General Meeting of the members of NATRAJ PROTEINS LIMITED will be held on Saturday, 24th day of September, 2016 at 2.00 P.M. at the Registered Office of the company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi - 461111 (M.P.) to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Financial Statements of the Company including the audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow for the year ended March 31st 2016 and the Reports of the Board and Auditors thereon.
2. To appoint a director in place of Shri Jagdish Prasad Agrawal (DIN 00012962) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s Bhutoria Ganesan & Co., Chartered Accountants, Bhopal (ICAI Firm Registration No. 004465C) as approved by Members at the 23rd Annual General Meeting as Statutory Auditor of the Company, to hold office until the conclusion of 26th Annual General Meeting of the Company and to fix the Remuneration for the Financial Year ending March 31, 2017.

SPECIAL BUSINESSES:

4. 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 (Firm Registration No. 000271) appointed as Cost Auditor by the Board of Directors of the Company at their meeting held on 30th May, 2016 for conducting Cost Audit for the Financial Year 2016-17 on a remuneration of Rs. 67500/- plus applicable Service Tax be and is hereby ratified.

Date: 12th August, 2016

Place: Itarsi

Natraj Proteins Ltd.

CIN: L00153MP1990PLC006090

Nagpur Kalan, Ordinance Factory Road,
Itarsi - 461111(M.P.)

By Orders of the Board

NAMITA TRIPATHI
COMPANY SECRETARY
ACS 40635

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 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 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 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 18th September, 2016 to 24th September 2016 (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 natrajproteinltd@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 any change in their address and E-Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company viz. Ankit Consultancy Pvt. Ltd. Located at Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id : ankit_4321@yahoo.com to receive the soft copy of the Company.
8. Electronic copy of the Annual report for the year 2015-16 is being sent to the members whose email IDs are registered with the Share Transfer Agent of 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.
9. Members may also note that the Annual Report for the year 2015-16 will be 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 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 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 and 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 AGM.
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 AGM.
15. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy their PAN card to the company for registration of transfer of securities.

16. For Members who have not registered their Email Addresses, physical copies of the Notice of the 25th Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with the attendance slip, proxy form, route map is being sent in the permitted mode.
17. Members may also note that the Notice of 25th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2015-16 will also be available on the company website www.natrajproteins.com for their download. For any communication, the shareholders may also send request to the company on the aforementioned Email ID : natrajproteinsltd@rediffmail.com
18. The Brief profile of the director proposed for re-appointment at the ensuing annual general meeting is annexed with the Notice.

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 in members the 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 Polling 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 Polling 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.
- IV. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available: -

Commencement of remote e-voting	09.00 a.m. (IST) on 21st September, 2016
End of remote e-voting	05.00 p.m. (IST) on 23rd September, 2016

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date of 17th September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz; (natrajproteins.pdf) The said PDF file contains your user ID and password/ PIN for remote e-voting.
 - (ii) Launch internet browser by typing the following URL: [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.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 “REVEN” (Remote E-voting Event Number) of Natraj Proteins Ltd.
- (viii) Now you are ready for remote 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 e-voting natrajproteinltd@rediffmail.com with a copy marked to 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:

REVEN (Remote 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.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy

- (VI) 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).
- (VII) The e-voting period commences on 21st September, 2016 (IST 9:00 a.m.) and ends on 23rd September, 2016 (IST 5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2016 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.
- (VIII) 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 17th September, 2016.
- (IX) Any person, who acquires shares of the company and become member of the company after dispatch of notice and holding shares as on cutoff date i.e. 17th Sept., 2016 may obtain the login id and password by sending request at evoting@nsdl.co.in or natrajproteinltd@rediffmail.com /ankit_4321@yahoo.com. However, if you are already registered with NSDL for remote e-voting then you can use your exiting user-id

and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/password" option available on www.evoting.nsdl.com or contact NSDL on following toll Free No. 1800 222 990

- (X) CS Ishan Jain, Practicing 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.
- (XI) The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the Annual General Meeting, 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 favor or against, if any, forthwith to the Chairman of the Company.
- (XII) The results of e-voting, and poll, shall be aggregated and declared within 2 (Two) days after the AGM by the Chairman or by any other person duly authorized by the Board in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.natrajproteins.com and on the website of NSDL immediately after the results are declared. The result should also be forwarded to BSE Ltd., Mumbai.
- (XIII) A person whose name is recorded in the register of member or register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting at the meeting through ballot papers.
- (XIV) 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 - 452010 (M.P.)
Tel-0731-3198601, 3198602, Fax-0731-40657 98, Email id: ankit_4321@yahoo.com

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

Item No. 4

The Board on the recommendation of Audit Committee at their meeting held on 30th May, 2016, has approved the appointment of M/s Yogesh Chourasia & Associates, Cost Accountant, Bhopal, (Firm Registration No. 000271) as the Cost Auditor of the Company for conducting Cost Audit for the year 2016-17 at a remuneration of 67500/- plus applicable Service Tax.

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 member is sought for passing an Ordinary Resolution as set out in Item No 4 of the notice for ratification of remuneration payable to the cost auditors for the Financial Year ending 31st March 2017.

None of the directors or Key Managerial Personnel (KMP) or their relatives are, in any way concerned or interested financially or otherwise in the proposed Resolution. The Board recommends to pass necessary resolution as set out in the Item No. 4 of the notice as an Ordinary Resolution.

By Orders of the Board

Date: 12th August, 2016

Place: Itarsi

Natraj Proteins Ltd.

CIN: L00153MP1990PLC006090

Nagpur Kalan, Ordinance Factory Road,
Itarsi (M.P.) 461111

NAMITATRIPATHI

COMPANY SECRETARY

ACS 40635

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

Name of Directors	Shri Jagdish Prasad Agrawal
Designation	Whole-time Director
Date of Birth	24/10/1942
Date of Appointment (previous)	10/02/2014
Expertise/Experience in specific functional areas	More than 40 years of experience in the field of legal, finance, taxation and in soya industry more than 25 years of experience
Qualification	M.Com, LLB
No. & % of Equity Shares held	5.95 %, holding 2,23,000 equity shares of Rs. 10/- each
List of outside Company's directorship held	NA
Chairman / Member of the Committees of the Board of Directors of the Company	-
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	-
Disclosures of relationships between directors inter-se.	Nil

Brief Resume: Shri Jagdish Prasad Agrawal is post graduate in Commerce and LLB and is a practicing taxation advocate having 40+ years of experience along with 25+ years' experience in the Soya Industry. Shri Agrawal is one of the core promoters since the incorporation of the Company. He is also whole-time director and is mainly responsible for taxation and general business activities besides other duties and responsibilities.