

26th Annual Report 2016-2017

“APPROVED & ADOPTED”

|| CERTIFIED TRUE COPY ||
For, NATRAJ PROTEINS LTD



KAILASH CHAND SHARMA
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00012900


Natraj
Proteins Limited

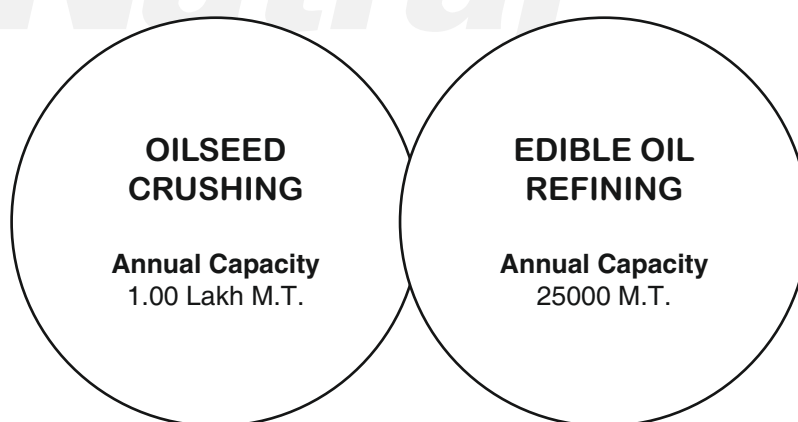
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Natraj Proteins in a Nutshell

Natraj Proteins Ltd. (Natraj) was established in the year 1990. Natraj has been consistently pushing technology frontiers for more than 25 years, to meet the challenging demands of edible soya oil. The Quality is the key driver of success at Natraj, having range of plants and equipments is based on a spectrum of energy and environmental research that will return benefit for generations. A three-stage quality control module is adopted which includes stringent check on incoming raw material, in-process control and final testing. Prior to the shipping of product, Natraj also conducts thorough inspection to ensure that they comply with client's specifications.

Natraj has well established infrastructure, characterized & experienced workforce and amiable working environment. As a part of our corporate social responsibility, we undertake community development activities and focus on promoting education and healthcare. The Capacity break-up of the company is as shown below:



Corporate Information

BOARD OF DIRECTORS

Name	Designation
Shri Kailash Chand Sharma	Chairman & Managing Director
Shri Jagdish Prasad Agrawal	Whole Time Director
Shri Sharad Kumar Jain	Whole Time Director
Shri Giriraj Gupta	Independent Director
Shri Umesh Narayan Trivedi	Independent Director
Shri Pradeep Agrawal	Independent Director
Shri Rajender Singh Tomar	Independent Director
Smt. Namita Sharma	Non-Executive Women Director

Other Key Managerial Personnel

Name	Designation
Shri Ritesh Sharma	CFO & Add. Compliance Officer
CS Shilpi Kasliwal	Company Secretary & Compliance Officer

Committees of the Board

Audit Committee

S. No	Name	Designation	Position in the Committee
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

Stakeholders' Relationship Committee

S. No	Name	Designation	Position in the Committee
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

Nomination & Remuneration Committee

S. No	Name	Designation	Position in the Committee
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

Corporate Social Responsibility Committee

S. No	Name	Designation	Position in the Committee
1.	Shri Kailash Chand Sharma	Managing Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Umesh N. Trivedi	Independent Director	Member

Internal Committee on Sexual Harassment of Women at the Workplace

S. No	Name	Designation	Position in the Committee
1.	Smt. Namita Sharma	Women Director	Chairperson
2.	CS Shilpi Kasliwal	Company Secretary	Member
3.	Shri Ritesh Sharma	Chief Financial Officer	Member

Risk Management Committee*

S. No.	Name	Designation	Position in the Committee
1.	Shri Kailash Chand Sharma	Managing Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Umesh N. Trivedi	Independent Director	Member

*Constituted Voluntarily

Existing Statutory Auditor:**Bhaturia Ganesan & Co.****Chartered Accountant**

S-9, Thadaram Complex, 209-A, Zone-1, M.P. Nagar, Bhopal (M.P.) -462011

Secretarial Auditor**D.K. Jain & Co.****Company Secretaries**

401-402, 4th Floor, Silver Ark Plaza, Janjirwala Chouraha, Near Curewell Hospital, Indore (M.P.)- 452001

Proposed Statutory Auditor:**M/s Anup Shrivastava & Associates****Chartered Accountant**

Rama Complex, 163, Zone-1, S-1, Second Floor, M.P. Nagar, Bhopal (M.P.) -462011

Cost Auditor**Yogesh Chourasia & Associates****Cost & Management Accountants**

R-73, Zone-II, M.P. Nagar, Bhopal (M.P.)- 462011

Internal Auditor**NRA & Associates.****Chartered Accountants****Banker:**

Andhra Bank, Bhopal

Name of the Stock Exchange

BSE Limited, Scrip Code: 530119

Registered Office & Plant

Nagpur Kalan, Ordinance Factory Road

Itarsi (M.P.) 461111 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 (M.P.)

Phone: 0731-2551745

Email: ankit_4321@yahoo.com

NOTICE

NOTICE is hereby given that 26th Annual General Meeting of the members of **NATRAJ PROTEINS LIMITED** will be held on Saturday, 9th day of September, 2017 at 2.00 P.M. at the Registered Office of the company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Financial Statements of the Company including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and Cash Flow for the year ended 31st March, 2017 and the Reports of the Board and Auditors thereon.
2. To appoint a director in place of Shri Kailash Chand Sharma (DIN 00012900) who retires by rotation and being eligible offers himself for re-appointment.
3. 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, 141 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s Anup Shrivastava & Associates, Chartered Accountants (ICAI Firm Registration No. 006455C), be and are hereby appointed as the Statutory Auditors of the Company in place of M/s Bhutoria Ganesan & Co., Chartered Accountants (F.R. No. 004465C) whose term shall be concluded on the conclusion of the ensuing Annual General Meeting, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 31st AGM of the Company to be held in the year 2022, subject to ratification of their appointment at every Annual General Meeting on such remuneration as may be fixed by the Board.”

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 for conducting Cost Audit for the Financial Year 2017-18 on a remuneration of Rs. 67,500/- plus GST be and is hereby ratified.”

5. 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 Sharad Kumar Jain (DIN: 02757935) as the Whole-time Director and designated as the Executive Director of the Company for a period of 3 years w.e.f. 1st October, 2017 on the consolidated monthly remuneration of Rs. 50,000 p.m.”

“RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Sharad Kumar Jain shall not be in excess of the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.”

“RESOLVED FURTHER 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 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 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.”

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

“RESOLVED THAT pursuant to section 94 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) approval of the members be and is hereby accorded to keep the Company's register of members, the index of members, the Register and copies of all its annual returns prepared under sections 92 and other applicable provisions, if any, of the act together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, at Registered Office of the Company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.)- 461111 and maintain by Ankit Consultancy Pvt. Ltd, Registrar and Share Transfer Agent of the Company, situated at Plot No. 60, Electronic Complex Pardeshipura, Indore (M.P.) – 452010.”

7. To approve the expenses for service of documents to members and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to the Board of directors or the person authorized by the Board charge from member(s) fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member(s) for delivery of such document(s) to him through such mode of service as required and the same be provided upon such request in writing along with the requisite fee if has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.”

“RESOLVED FURTHER THAT the Board of directors and/or any person authorized by the Board be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

By Orders of the Board

Date: 5th August, 2017

Place: Itarsi

Natraj Proteins Ltd.

CIN: L00153MP1990PLC006090

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

SHILPI KASLIWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS 43986

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/IES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder.

The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours before the time fixed for the Meeting. A Proxy form is sent herewith.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed hereto.
4. The company has notified closure of Register of Members and Share Transfer Books from **3rd September, 2017, Sunday to 9th September, 2017, Saturday (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 correct address for any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and in respect of shares held in the company in physical form to the Registrar and Share Transfer Agent i.e. Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com, rtaindore@gmail.com to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.
8. Electronic copy of the Annual report for the year 2016-17 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 2016-17 is also available on Company's website www.natrajproteins.com
10. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to section 113 of Companies Act, 2013 are requested to send a duly certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting.
11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M up to the date of the Annual General Meeting.
12. Members/proxies/authorized representatives are requested to bring the duly signed attendance slip in accordance with their specimen registered with the Company and a copy of Annual Report with them to attend the Meeting.
13. The Register of Directors, Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
14. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN to the Share Transfer Agent for registration of transfer of securities.

16. Members may also note that the Notice of 26th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2016-17 will also be available on the company website www.natrajproteins.com for their download.
17. The Brief profile of the director seeking re-appointment at the ensuing annual general meeting is annexed with the Notice.
18. **Voting through electronic means**
 - I. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
 - IV. The remote e-voting period commences on 6th September, 2017, Wednesday (I.S.T. 9.00 A.M.) and ends on 8th September, 2017, Friday (I.S.T. 5.00 P.M.). During this period members of the Company, holding shares either in physical or in dematerialized form, as on the cut-off date of 2nd September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

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

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; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com//>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" 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 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: ishan1619@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

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 Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com

- V In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ Client ID).
- VI. In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+ Folio No).
- VII. 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).
- 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 2nd Sept., 2017.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 2nd Sept., 2017 for eligible of the Notice and the Annual Report, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- X. However, if a member is already registered with NSDL for remote e-voting then, he can use his existing user ID and password for casting his vote. If a member forgot his password, he can reset his password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.