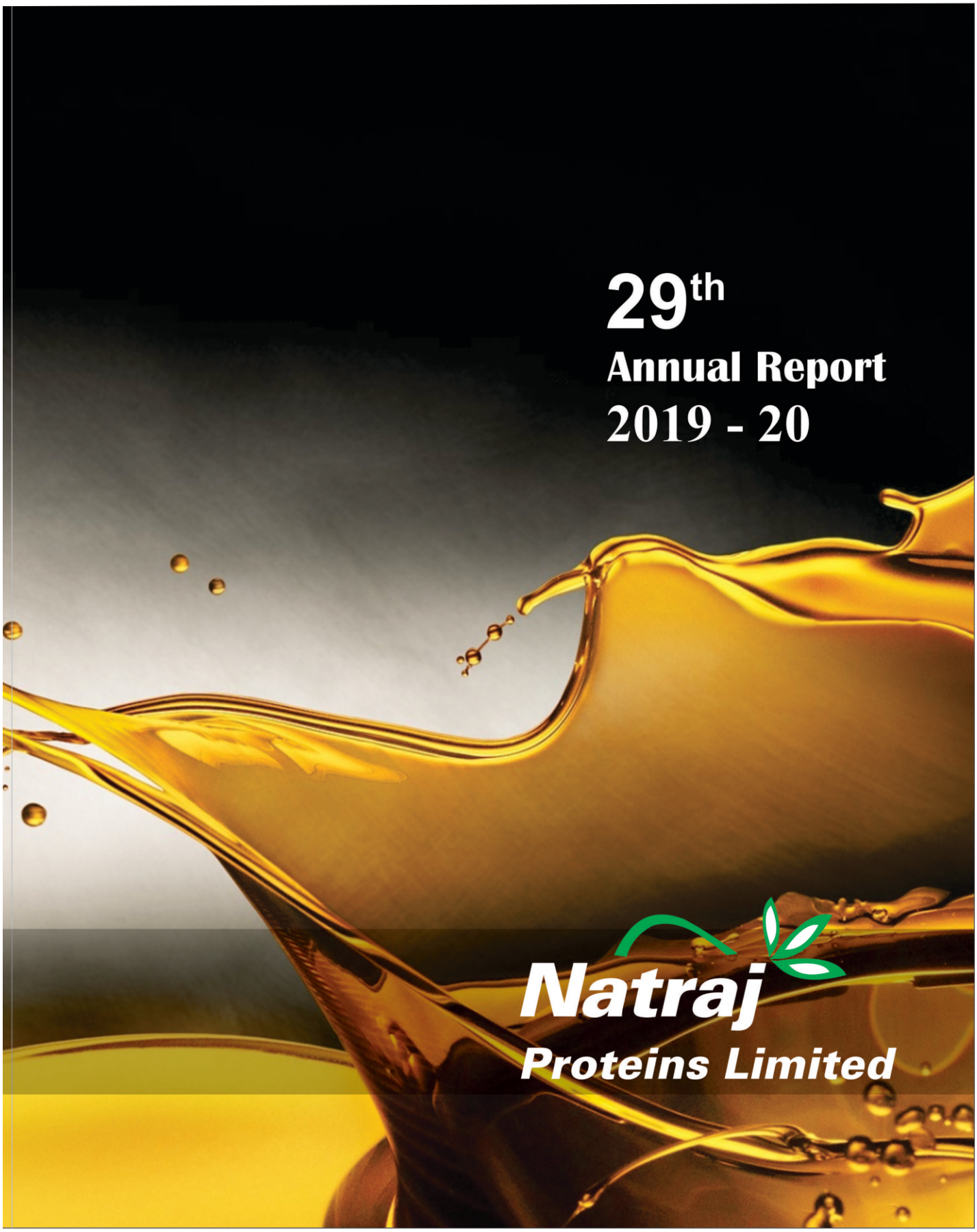

29th Annual Report 2019 - 20

Natraj Proteins Limited

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Natraj Proteins in a Nutshell

Natraj Proteins Limited (Natraj) was established in the year 1990. Natraj has been consistently pushing technology frontiers for more than 27 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:

OILSEED CRUSHING

Annual Capacity
1.00 Lakh M.T.

EDIBLE OIL REFINING

Annual Capacity
25000 M.T.

Corporate Information

BOARD OF DIRECTORS

Name	Designation
Shri Kailash Chand Sharma	Chairman & Managing Director
Shri Sharad Kumar Jain	Whole Time 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 Pooja Agrawal	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

Corporate Compliance 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

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 Pooja Agrawal	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

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	***Secretarial Auditor*** **D.K. Jain & Co.** **Company Secretaries** Janjirwala Chouraha, Near Curewell Hospital, Indore (M.P.)- 452001
Cost Auditor **Yogesh Chourasia & Associates** Cost & Management Accountants R-73, Zone-II, M.P. Nagar, Bhopal (M.P.)- 462011	***Internal Auditor*** **Mr. Abhinandan Prajapati**
Banker: Andhra Bank, Bhopal Bank of Baroda, 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 29th Annual General Meeting of the members of **NATRAJ PROTEINS LIMITED** will be held on Monday, 28th day of September, 2020 at 2.00 P.M. through Video Conferencing 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.) 461111shall be deemed as the venue for 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 31st March, 2020, Statement of changes in Equity, the Statement of Profit & Loss and Cash Flow of the Company for the year ended 31st March, 2020 and the Reports of the Board's 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.

SPECIAL BUSINESSES:

3. To ratify the remuneration to be paid to M/s Yogesh Chourasia & Associates, Cost Accountants (FRN: 000271) for the year 2020-21.

   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) appointed as the Cost Auditors by the Board for conducting Cost Audit for the Financial Year 2020-21 on a remuneration of Rs. 67,500/- plus GST be and is hereby ratified."

4. To re-appoint **Shri Sharad Kumar Jain (DIN: 02757935)** as the Whole Time Director of the company w.e.f. 1st Oct., 2020.

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

   "RESOLVED THAT upon the recommended of the Nomination and Remuneration Committee of the Board and the approval of the Board of directors of the Company, pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and 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 further period of 3 years w.e.f. 1st October, 2020 on the consolidated monthly remuneration of Rs. 75,000 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, the 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."

BY ORDERS OF THE BOARD

Date: 24th August, 2020
Place: Itarsi
Natraj Proteins Limited
CIN: L00153MP1990PLC006090
Nagpur Kalan, Ordinance Factory Road,
Itarsi - 461111(M.P.)

CS POOJA AGRAWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS 49139

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 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, 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 8thApril, 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 there at and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 29th AGM is not annexed with the notice.
3. The Members can join the AGM in 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 without any restriction to all the members, 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 as the total members of the Company are below 1000.
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.
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 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 Video Conference/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 alongwith complete Annual Report has been uploaded on the website of the Company.

The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at 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 Video Conference/OAVM) i.e. 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 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.

8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.natrajproteins.com as soon as possible after the Meeting is over.

9. In compliance with the aforesaid MCA Circulars dated 5thMay, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for the year 2019-20 will also be available on the Company's website - www.natrajproteins.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL at www.evotingindia.com. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.

10. Members joining the meeting through VC, who have not already cast 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 cast 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 Tuesday, 22nd September, 2020 to Monday, 28th September, 2020, Tuesday (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 Monday, the 21st September, 2020.

15. CS Ishan Jain, Practicing Company Secretary (F.R.No. I2014MP1139600, 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 natrajproteinltd@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, 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 29thAGM. Members seeking to inspect such documents can send an email to natrajproteinltd@rediffmail.com.

20. As per SEBI Circular dated 20thApril, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company, Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit_4321@yahoo.com, rtaindore@gmail.com.

21. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1stApril, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form 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 25th September, 2020 (Friday) at 9.00 AM (IST) and ends on 27thSeptember, 2020 (Sunday) 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) The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module

(v) 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.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.comand voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
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 the first two letters of their name and the 8 digits of the sequence number in the PAN field.
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 as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant **"Natraj Proteins Limited"** on which you choose to vote.

(xiii) 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.

(xiv) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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 and enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

23. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining Login Credentials for E-Voting for the Resolutions proposed in this notice:

i) 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 natrajproteinltd@rediffmail.com/ rtaindore@gmail.com.

ii). For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to natrajproteinltd@rediffmail.com/ rtaindore@gmail.com.

iii). The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

24. Instructions for shareholders attending the AGM through VC/OAVM are as under:

i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia. com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in share-holder/members login where the EVSN of Company will be displayed

ii). Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

iii). Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv). 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.

v). Shareholders who would like to express their views/ask questions during the meeting may register them-selves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their