



30th
Annual Report
2020 - 21

Natraj 
Proteins Limited

Contents

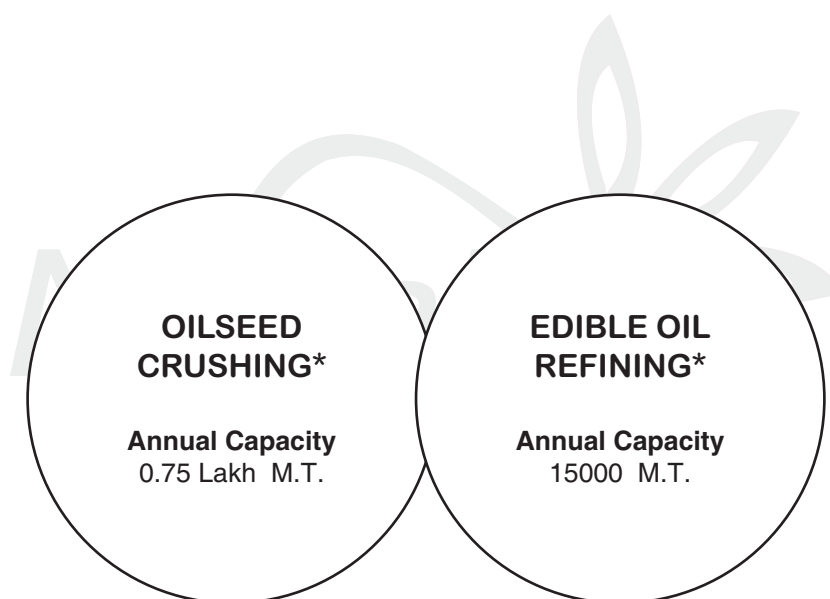
Particulars	Page No.
Corporate Overview	
Natraj Proteins in a Nutshell	02
Corporate Information	03-04
AGM Notice & Statutory Reports	
AGM Notice along with explanatory statements	05-16
Boards' Report along with annexures & Management Discussion & Analysis Report	17-40
Corporate Governance Report	41-60
Financial Statements	
Independent Auditors' Report	61-67
Balance Sheet	68
Profit & Loss Statement	69
Cash Flow Statement	70
Notes to Financial Statements	71-95

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 25 years, to meet the challenging demands of edible soya oil. The Quality is the key driver of success at Natraj, having range of plant and equipment 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:



* Assuming 300 working days per year

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

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

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

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

<u>Statutory Auditor:</u> M/s Anup Shrivastava & Associates Chartered Accountant Rama Complex, 163, Zone-1, S-1, Second Floor, M.P. Nagar, Bhopal (M.P.) -462011	<u>Secretarial Auditor</u> M/s. D.K. Jain & Co., Company Secretaries 401-402, 4th Floor, Silver Ark Plaza, Janjirwala Chouraha, Near Curewell Hospital, Indore - 452001 (M.P.)
<u>Cost Auditor</u> M/s. Yogesh Chourasia & Associates Cost & Management Accountants R-73, Zone-II, M.P. Nagar, Bhopal (M.P.)- 462011	<u>Internal Auditor</u> Mr. Abhinandan Prajapati
<u>Banker:</u> Andhra Bank, Bhopal Bank of Baroda, Bhopal	<u>Name of the Stock Exchange</u> 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: compliance@ankitonline.com

NOTICE

NOTICE is hereby given that **30th Annual General Meeting** of the members of **NATRAJ PROTEINS LIMITED** will be held on **Tuesday, 28th day of September, 2021 at 2.00 P.M** through Video Conferencing (VC) 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.) 461111 shall be deemed as the Venue of 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, 2021, Statement of changes in Equity, Profit & Loss and Cash Flow of the Company for the year ended 31st March, 2021 and the Reports of the Board's and Auditors thereon.
2. To appoint a director in place of **Smt. Namita Sharma (DIN:02486865)** who retires by rotation and being eligible offers herself 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 2021-22.

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 2021-22 on a remuneration of Rs. 67,500/- plus GST be and is hereby ratified."

4. To re-appoint **Shri Kailash Chand Sharma (DIN: 00012900)** as the Chairman & Managing Director of the company w.e.f. 1st August, 2022.

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 Kailash Chand Sharma (DIN 00012900) as the Chairman & Managing Director of the Company for a further period of 3 years w.e.f. 1st August, 2022 on the following terms and condition.

- a. Salary Rs. 2,00,000/- per month and Annual Increment of Rs. 20,000 p.a. due on 1st August, every year.
- b. Allowances/perquisites: as per followings subject to the maximum of 15,00,000/- p.a.
 1. Re-imbursement of medical expenses of the Chairman And Managing 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. 50,000/- p.a.

NOTE: For the purpose of perquisites stated above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

Other Benefits: (Not included in the aforesaid Remuneration)

1. Employers Contribution: to Provident Fund as per policy of the Company.
2. 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.
3. Leave encashment: up to 15 days salary for every one year completed service as per the rules of the Company.
4. Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company. Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Chairman and Managing Director.

Other Facilities:

1. Car: The Company shall provide a 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 and free internet use: at his residence, provided that the personal long distance calls on the telephone shall be billed by the Company to the Chairman and Managing Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Kailash Chand Sharma 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 his tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Shri Kailash Chand Sharma 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 Kailash Chand Sharma, Chairman and Managing 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 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: 9th August, 2021

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 and Circular No. 02/2021 dated 13th January, 2021 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31st December, 2021) Securities and Exchange Board of India ("SEBI") also vide its Circular dated 12th May, 2020 permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated 15th January, 2021 till December 31, 2021 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 8th April, 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 thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 30th AGM is not annexed to the notice.
3. The Members can join the AGM 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 will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, 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 without any restriction on account of first come first served basis.
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 ("the Act"). Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Scrutinizer by email through its registered email address to ishan1619@yahoo.co.in with a copy of the same marked to the Company at natrajproteinltd@rediffmail.com.
5. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 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 VC/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 along with complete Annual Report has been uploaded on the website of the Company www.natrajproteins.com. The Notice and Annual Report can also be accessed from the websites of the BSE Limited 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 VC/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 and Circular No. 02/2021 dated 13th January, 2021 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31st December, 2021).

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 MCA Circulars dated 5th May, 2020 & 13th January, 2021 and SEBI Circular dated 12th May, 2020 & 15th January, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/ Depositories. However, any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company, if Courier Agency/Post Office is ready to deliver the same in specific zone due to Covid-19.
10. Members joining the meeting through VC/OAVM, who have not casted 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 casted 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 Wednesday, 22nd September, 2021 to Tuesday, 28th September, 2021, (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 Tuesday, the 21st September, 2021.**
15. CS Ishan Jain, Practicing Company Secretary (F.R.No.S2021MP802300, 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 30th AGM. Members seeking to inspect such documents can send an email to natrajproteinltd@rediffmail.com.

20. As per SEBI Circular dated 20th April, 2018 shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. (PAN) and Bank Account Details to the RTA of the Company.
21. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form if any 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.

- The voting period begins on 25th September, 2021 (Saturday) at 9.00 AM (IST) and ends on 27th September, 2021 (Monday) 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.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible