



ANNUAL REPORT 2013

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Company Information

• Board of Directors •

Mr. A. N. Lonkar
Chairman & Managing Director

Mr. P. G. Duchakke
Executive Director

Mr. A. K. Singh
Executive Director

Mr. Sameer Y. Damle
Executive Director

Mr. V. D. Bhagade
Independent & Non-Executive Director

Mr. S. R. Khankhoje
Independent & Non-Executive Director

Mr. A. N. Deshpande
Independent & Non-Executive Director

Mr. P. D. Mujumdar
Independent & Non-Executive Director

• BANKERS •

State Bank of India
IFB, Bharat Nagar, Nagpur

I. D. B. I
Wani Branch, Wani

I. D. B. I
Dharampeth Branch, Nagpur

Bank of India
Corporate Banking Branch, Nagpur

Bank of Baroda
Pratap Nagar Branch, Nagpur

Karur Vysya Bank
Central Avenue Branch, Nagpur

Vijaya Bank
Trimurtinagar Branch, Nagpur.

REGISTERED OFFICE & WORKS

Village Wanjari, Taluka - Wani
Dist - Yavatmal (M.S.) - 445 304



HEAD OFFICE

Rasoya House, Plot No 20/21 -
Kheta Layout, Near New Sneh Nagar,
Nagpur - 440 025



WORKS (UNIT -II)

N. H. No. 6,
Opp. MSEB Sub Station,
Village - Kund (Buj),
Taluka - Malkapur,
Dist - Buldhana (M.S) - 443 101



SHARE REGISTRAR & TRANSFER AGENT

M/s. System Support Services 209,
Shivai Ind. Estate, Near Park-Davis, 89,
Andheri-Kurla Road, Sakinaka,
Mumbai - 400 072



AUDITORS

M/s. V. N. Bhuwania & Co..
Chartered Accountants,
Mumbai.

A.G.M. Notice

Notice is hereby given that the 21st Annual General Meeting of the Members of Rasoya Proteins Limited will be held at Village-Wanjari, Taluka-Wani, Dist. Yeotmal, on Friday, 12th July 2013 at 3.00 p.m. for the purpose of transacting the following business:

1. To receive, consider and adopt the Audited Accounts of the Company and the Reports of the Directors and Auditors thereon for the year ended 31st March 2013.
2. To appoint a Director in place of Mr. V.D. Bhagade, who retires by rotation and being eligible, offers him-self for reappointment.
3. To appoint a Director in place of Mr. S.R Khankhoje, who retires by rotation and being eligible, offers him-self for reappointment.
4. To appoint Auditors and to fix their remuneration.

Special Business:

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

'RESOLVED THAT subject to compliance of the provisions of Section 198,269,309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby given to the reappointment of Mr. Anil Narayan Lonkar, as Managing Director of the Company for a period of 5 years from 1st July 2013 upon the terms, and conditions and stipulations contained in an the Agreement to be entered into between the company and Mr. Anil Narayan Lonkar, a copy of which is placed before the meeting and is initialed by the Chairman for the purpose of Identification and the Board of Directors be and is hereby authorized to vary the terms and conditions of said appointment provided the variation referred above are in compliance with the provisions of the companies act, 1956.

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 the provisions of the section 310 and subject to compliance of the provisions of Section 269 of the Companies Act, 1956, Schedule XIII and other applicable provisions of the said Act, if any, the consent of the company be and is hereby accorded to the increase in the remuneration of Mr. Prashant Duchakke, the Executive Director of the company from Rs. 1,00,000/- (Rupees One Lac Only) Per month to Rs 3,00,000/- (Rupees Three Lacs Only) Per month by way of salary with retrospective effect from 1st April 2013, other terms and conditions remaining unchanged.

7. To consider, and if thought fit, to pass with or without modification/s, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of the section 310 and subject to compliance of the provisions of Section 269 of the Companies Act, 1956, Schedule XIII and other applicable provisions of the said Act, if any, the consent of the company be and is hereby accorded to the increase in the remuneration of Mr. Ajay Singh, the Executive Director of the company from Rs. 1,00,000/- (Rupees One Lac Only) Per month to Rs.3,00,000 /- (Rupees Three Lacs Only) Per month by way of salary with retrospective effect from 1st April 2013, other terms and conditions remaining unchanged.

8. To consider, and if thought fit, to pass with or without modification/s, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of the section 310 and subject to compliance of the provisions of Section 269 of the Companies Act, 1956, Schedule XIII and other applicable provisions of the said Act, if any, the consent of the company be and is hereby accorded to the increase in the remuneration of Mr. Sameer Damle , the Executive Director of the company from Rs. 1,00,000/- (Rupees One Lac Only) Per month to Rs.3,00,000/- (Rupees Three Lacs Only) Per month by way of salary with retrospective effect from 1st April 2013, other terms and conditions remaining unchanged.

By Order of the Board of Directors,
For **Rasoya Proteins Ltd**

(A. N. LONKAR)
Managing Director

Place : Nagpur.
Date : 16 May 2013

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 such proxy need not be a member of the Company. The proxy form must be lodged at the Registered Office of the Company at least Forty-eight hours before the time of the meeting.
2. Members are requested to intimate to the Company changes, if any, in their registered address along with the PIN code numbers immediately.
3. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
4. Shareholders seeking any information with regards to Accounts are requested to write to the Company at an early date so as to enable the management to keep the relevant information ready.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 10th July 2013 to 12th July 2013 (Both days inclusive)
6. **IMPORTANT COMMUNICATION TO MEMBERS**
 - The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s System Support Services 209, Andheri-Kurla Road, Sakinaka, Mumbai. Mumbai for share transfer process.
 - Change of Information/ Bank Mandate: The members/ shareholders holding shares in physical form are requested to notify/update any change in their Bank Mandate e.g. Name of bank, account number, branch address to Registrar and Share Transfer Agent and/or the Company or to their respective Depository Participants (DP), if the shares are held in electronic form.
 - The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance's by the Companies and had issued circulars stating that service of notice/ documents including Annual Report can be sent by email to its members. To support this green initiative of the Government full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their email address to the Company's Registrar and Share Transfer Agent- M/s System Support Services 209, Andheri-Kurla Road, Sakinaka, Mumbai., Mumbai for share transfer process.

By Order of the Board of Directors,
For **Rasoya Proteins Ltd**

(A. N. LONKAR)
Managing Director

Place : Nagpur.
Date : 16 May 2013

Explanatory Statement (Pursuant to section 173(2) of the companies act, 1956)

ITEM NO.5

The tenure of Mr. A.N. Lonkar as a Managing Director of the Company expired on 30th June 2013. He has been a the Managing Director of your company since inception and has rendered valuable guidance and advice to the company. Under his dynamic leadership the company has made remarkable progress and has shown better financial performance. Owing to his vast experience and incessant hard work your company has been able to undertake various diversification and expansion programmes.

The terms and conditions of the appointment including the remuneration as Managing Director are subject to the approval of shareholders in the General Meeting. It is proposed to reappoint him as the Managing Director of the company on the following terms and conditions: The Managing Director shall be entitled to the following emoluments, benefits, and perquisites during the period of his employments subject to the ceiling laid down in section 198,309 and Schedule XIII of the Companies Act, 1956.

Period of Appointment: A period of 5 years commencing from 1st July 2013.

Remuneration: Rs. 3,50,000/- (Rupees Three Lacs Fifty Thousand per Month)

The Managing Directors shall be entitled to such annual increments as may be decided by the Board of Directors subject however to the compliance of Schedule XIII and other applicable provisions of the Companies Act, 1956.

None of the Directors of the company except Mr. Anil Narayan Lonkar, are concerned or interested in passing of above resolution

The Directors recommended passing of the resolution set out at item number 5 of the accompanying notice

The explanation together with the accompanying notice is to be regarded as an Abstract of Terms and Memorandum of interest under section 302 of the Companies Act 1956.

The said draft agreement referred to in the Resolution at Item No.5 is available for inspection to the members at the Registered Office of the company on any working day (excluding Sunday) between 11 a.m. to 1 p. m. up to and including the day of Annual General Meeting.

ITEM NO. 6,7 & 8

Shri Prashant Duchakke, Shri Ajay Singh & Shri Sameer Damle, were appointed as the Executive Director of your Company on 8th July 2011, 15th June 2012 & 30th June 2010, respectively for a period of five years. Owing to their dynamic style of working, the company has made remarkable progress and has been able to better its financial performance. Owing to their vast experiences and incessant hard work your company has been able to undertake various diversification and expansion programmes. In view of the above your Directors propose to increase their salary from present Rs. 100000/- Per month to Rs. 3,00,000/- Per month with retrospective effect from 1st April 2013 while keeping the other terms and conditions of the appointment unchanged. It may be noted that the proposed increase in his remuneration is within the limits prescribed under Schedule XIII of the Companies Act 1956 and the said schedule stipulates obtaining of the member's consent in a general meeting to the above referred amendment in his remuneration. Your Directors recommend passing of this resolution as Special Resolution.

Shri Prashant Duchakke, Shri Ajay Singh & Shri Sameer Damle The Executive Directors are interested in passing of the above respective resolution.

By Order of the Board of Directors,
For **RASOYA PROTEINS LIMITED**

Place: Nagpur.
Date: 16th May 2013

(A. N. LONKAR)
Managing Director

To,
The Members of
Rasoya Proteins Limited

ABSTRACT OF MEMORANDUM UNDER SECTION 302
OF THE COMPANIES ACT 1956

The Board of Directors at its meeting held on 16th May 2013 has, subject to the approval of the members, has approved and recommended the reappointment of Mr. Anil Narayan Lonkar as the Managing Director of your company for a period of Five year commencing from 1st Of July 2013 on a monthly remuneration of Rs. 3,50,000/- (Rs. Three Lacs Fifty Thousand only) by way of salary and other terms and conditions of his appointment such as Tenure of the Appointment, Nature of duties, other perquisites and allowances etc remains unchanged.

MEMORANDUM OF INTEREST.

Mr. Anil Narayan Lonkar the Managing Director of your company is concerned or interested in increase in the remuneration mentioned above.

By Order of the Board of Directors,
For **Rasoya Proteins Limited**

Place: Nagpur.
Date: 16th May 2013

A. N. LONKAR
(Managing Director)

To,
The Members of
Rasoya Proteins Limited

**ABSTRACT OF MEMORANDUM UNDER SECTION 302
OF THE COMPANIES ACT 1956.**

The Board of Directors at its meeting held on 16th May 2013 has, subject to the approval of the members, increased the remuneration of Mr. Prashant Duchakke, the Executive Director of your company from Rs. 1,00,000/- (One Lac Only) per month to Rs. 3,00,000/- (Three Lacs Only) per month by way of salary with retrospective effect from 1st April 2013, other terms and conditions of his appointment such as Tenure of the Appointment, Nature of duties, other perquisites and allowances etc remains unchanged.

MEMORANDUM OF INTEREST.

Mr. Prashant Duchakke, the Executive Director of your company is concerned or interested in increase in the remuneration mentioned above.

By Order of the Board of Directors,
For **Rasoya Proteins Limited**

Place: Nagpur.
Date: 16th May 2013

A. N. LONKAR
(Managing Director)