
**28th
Annual
Report
2018–19**



SARDA PROTEINS LIMITED



Board of Directors

Mr. Deepak Data	Managing Director
Mr. Damodar Prasad Sarda	Director (Non-Executive)
Mrs. Vanita Bhanot	Director (Non-Executive)
Mr. Rupesh Tambi	Independent Director
Mr. Tarun Kumar Taunk	Independent Director

Key Managerial Personnel

Mr. Amit Kumar Modi - Company Secretary &
Compliance Officer
Mr. Himanshu Gupta - Chief Financial Officer

Listed At:

BSE
ISIN: INE995U01011

Principal Bankers

SBI & HDFC

Secretarial Auditor

V.M & Associates,
Company Secretaries
Jaipur

Auditors

M/s. Khetawat Agarwal & Company
Chartered Accountants
Alwar

Registered Office & Works

B-536-537, Matsya Industrial Area,
Alwar- 301030 (Rajasthan)
Contact: +91 77378-22222
E-mail: sardaproteins@yahoo.com
Website: www.sardaproteins.com
CIN: L15142RJ1991PLC006353

Venue of AGM:

B-536-537, Matsya Industrial Area,
Alwar- 301030 (Rajasthan)

Day & Date:

Monday, 30th Day of September, 2019
Time: 02:00 P.M.

Correspondence Office & Works
B-536-537, Matsya Industrial Area,
Alwar- 301030 (Rajasthan)
Contact: +91 77378-22222
E-mail: sardaproteins@yahoo.com

Registrar & Transfer Agent
Link Intime India Private Limited
C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West) Mumbai-400083 (Maharashtra)
Contact: 022 - 49186000
E-mail: helpdesk@linkintime.co.in

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NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting ("AGM") of the Members of Sarda Proteins Ltd. will be held on Monday, 30th Day of September, 2019 at 02:00 P.M. at the Registered Office of the Company situated at B-536-537, Matsya Industrial Area, Alwar- 301030 (Rajasthan) to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2: Re-appointment of Mr. Damodar Prasad Sarda as a director liable to retire by rotation

To appoint a Director in place of Mr. Damodar Prasad Sarda (DIN: 00763377), who retires by rotation and being eligible, seeks re-appointment.

Item No. 3: Re-appointment of M/s. Khetawat Agarwal & Company, Chartered Accountants (FRN: 003960C), Alwar as Statutory Auditors of the Company

To consider and approve the re-appointment of Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendations of the Audit Committee, consent of the members of the Company be and is hereby accorded to re-appoint M/s. Khetawat Agarwal & Company, Chartered Accountants (FRN: 003960C), Alwar as Statutory Auditors of the Company to hold office for a period of 4 years commencing from the conclusion of this Annual General Meeting till the conclusion of 32nd AGM of the Company to be held in the year 2023, on the terms, conditions and stipulations, including remuneration as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

Item No. 4: To appoint Mr. Deepak Data (DIN: 01672415) as Managing Director.

To approve appointment of Mr. Deepak Data (DIN: 01672415) as Managing Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 149, 152 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee, Mr. Deepak Data (DIN : 01672415), who was appointed as an Additional Director designated as Managing Director of the Company by the Board of Directors with effect from 12th August, 2019 and who holds office until the date of the Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a

member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association and all other applicable rules laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable, consent of the members of the Company be and is hereby accorded to appoint Mr. Deepak Data (DIN: 01672415) as Managing Director of the Company for a period of 5 (five) years from 12th August, 2019 to 11th August, 2024, on following terms & conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment, subject to the same not exceeding the limits specified in this resolution and under Schedule V of the Companies Act, 2013 and/or statutory modification(s) or re-enactment(s) thereof :-

1. He shall be appointed as the Managing Director for a term of five years with effect from 12th August, 2019 to 11th August, 2024.
2. He shall not be entitled for any Remuneration during his tenure as Managing Director of the company.
3. He will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company.
4. Mr. Deepak Data shall be liable to retire by rotation.
5. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
6. Mr. Deepak Data will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 5: To appoint Mr. Rupesh Tambi (DIN: 00191599) as an Independent Director of the Company

To approve appointment of Mr. Rupesh Tambi (DIN: 00191599) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association and on the recommendation of the Nomination & Remuneration Committee, Mr. Rupesh Tambi (DIN: 00191599), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors at its meeting held on 13th August, 2018 and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has receive a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as



an Independent Director of the Company to hold office for a term of 5 (five) years upto 12th August 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 6: To appoint Mr. Tarun Kumar Taunk (DIN: 03124978) as an Independent Director of the Company

To approve appointment of Mr. Tarun Kumar Taunk (DIN: 03124978) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association and on the recommendation of the Nomination & Remuneration Committee, Mr. Tarun Kumar Taunk (DIN: 03124978), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors at its meeting held on 12th August, 2019 and whose term of office expires at this Annual General Meeting ('AGM') and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has receive a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years upto 11th August 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 7: To appoint Mrs. Vanita Bhanot (DIN: 08189799) as Director (Non-Executive).

To approve appointment of Mrs. Vanita Bhanot (DIN: 08189799) as Director (Non-Executive) and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association and on the recommendation of Nomination & Remuneration Committee Mrs. Vanita Bhanot (DIN: 08189799), who was appointed as an Additional Director (Non-Executive) of the company by the Board of Directors at its meeting held on 12th August, 2019 and who shall hold office upto the date of the this Annual General Meeting of the company and in respect of whom the Company has receive a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Director (Non -Executive) of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the company be

and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors
For Sarda Proteins Ltd.**

**Sd/-
Amit Kumar Modi
Company Secretary &
Compliance Officer
M.No.: 29371**

Date: September 02, 2019
Place: Alwar

Registered Office: B-536-537,
Matsya Industrial Area,
Alwar- 301030 (Rajasthan)

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. An Explanatory Statement pursuant to Regulation 36(5) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') relating to disclosure of the Statutory Auditor proposed to be appointed, is also annexed hereto.
3. As required under Regulation 36(3) of the Listing Regulations, and as per the relevant provisions of the Secretarial Standard on General Meetings, the details of Directors seeking appointment at this AGM are furnished as "Annexure-A" to the Notice of AGM.
4. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on poll in the meeting instead of himself/herself, and the proxy need not be a member of the company (a copy of the proxy form is attached).

Pursuant to Section 105 of the Companies, Act, 2013, a person can act as a proxy on behalf of not more than 50 members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.

5. The instrument appointing a proxy in order to be effective should be duly stamped, filled, signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the AGM.
6. Corporate members intending to send their authorized representative to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified copy of the relevant Board Resolution or Power of Authority to the Company, authorizing their representative to attend and vote on their behalf at the AGM.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members/Proxies/authorized representatives attending the AGM are requested to bring duly filled in Attendance Slip enclosed herewith along with their copy of Annual Report. Members who hold shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number for easier

- identification of attendance at the AGM.
9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts and 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.
 10. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
 11. Members are requested to address all correspondence to Link Intime India Pvt. Ltd., 44 Community Center, 2nd Floor Naraina Industrial Area Phase 1, New Delhi-110028, E-mail: helpdesk@linkintime.co.in, website: www.linkintime.co.in who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and Company's name "Sarda Proteins Ltd." in all your future correspondences.
 12. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
 13. The Securities and 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 their PAN to their Depository Participant(s) with whom they are maintaining their De-mat accounts. Members holding shares in physical form are required to submit their PAN details to the Company/Registrar and Transfer Agents.
 14. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard.
 15. Members who hold shares in the physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA for consolidation into single folio.
 16. The Annual Report 2018-19, the Notice of 28th AGM and instructions for remote e-voting along with attendance slip and proxy form are being sent by electronic mode to those members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the same are being sent by the permitted mode.
 17. The members who have not registered their email addresses so far with the company, are requested to register their e-mail address with Link Intime India Private Limited, the Registrars & Share Transfer Agents ("RTA") of the Company and Members holding shares in De-mat mode are requested to register their E-Mail ID's with their respective Depository Participants (DPs) in case the same is still not registered, so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
 18. All the relevant documents referred to in the Notice will be available for inspection by the members at the Registered Office of the Company on working days during business hours up to the date of the AGM.
 19. Members may also note that the Notice of 28th AGM and the Annual Report 2018-19 will be available on the website of the Company at www.sardaproteins.com and also on the website of Link Intime India Private Limited i.e. : www.linkintime.co.in
 20. The voting results including e-voting and poll at the AGM of the Company shall be declared within 48 hours from the conclusion of the AGM. The final results along with the scrutinizer's report shall be placed on the website of Company www.sardaproteins.com, on the website of BSE Limited and on the website of LIPL at <https://instavote.linkintime.co.in> immediately after declaration of results by the Chairman.
 21. Any person who has acquired shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Monday, September 23, 2019 may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in. However, if the person is already registered with the LIPL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are annexed to the Notice.
 22. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
 23. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 (ten) days prior to the date of AGM, to enable the Company to keep the information ready at the AGM.
 24. Members may now avail the facility of nomination as permitted under Section 72 of the Companies Act, 2013, in respect of physical shares held by them in the Company, by nominating in the prescribed Form SH-13, a person to whom their shares in the Company shall vest in the event of their death. Interested Members may write to the RTA for the prescribed form. Members holding shares in demat form may contact their respective depository participants for such nominations.
 25. In compliance with 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 the Listing Regulation, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the Link Intime India Private Limited (LIPL). Please note that remote e-voting is optional and not mandatory.
 26. CS Manoj Maheshwari, FCS: 3355, Practicing Company Secretary partner of M/s V. M. & Associates, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
 27. The remote e-voting facility will commence on Thursday, September 26, 2019 (09:00 A.M.) and ends on Sunday, September 29, 2019 (upto 5:00 P.M.). During this period member of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e. Monday, September 23, 2019, may cast



their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. A member shall not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday, September 23, 2019. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.

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 AGM through ballot paper. 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 vote again. The instructions for e-voting are annexed to the Notice.

28. The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

The instructions for shareholders voting electronically are as under:

- (i) (The members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Monday, September 23, 2019 may cast their vote electronically. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the AGM venue.
- (iii) The members should log on to the e-voting website <https://instavote.linkintime.co.in>.
- (iv) Click on "Shareholders" tab
- (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) Members 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 <https://instavote.linkintime.co.in> and 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 Members holding shares in Demat Form or Physical Form
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated 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 (iv).

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- (x) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- (xi) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- (xii) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- (xiii) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xiv) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.
- (xv) **Note for Non - Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on toe-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to Helpdesk.insta.vote@linkintime.co.in
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.insta.vote@linkintime.co.in and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution, which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Members receiving Notice by Post/Courier:

- Please follow all steps from sl. no. (i) to sl. no. (xv) above to cast vote.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at <https://instavote.linkintime.co.in>, under help section or write an email to insta.vote@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Members who have received the Notice by email and who wish to receive the Notice in physical form are requested to submit the requests to the Company.

**By Order of the Board of Directors
For Sarda Proteins Ltd.**

**Sd/-
Amit Kumar Modi**
Company Secretary &
Compliance Officer
M.No.: 29371

Date: September 02, 2019
Place: Alwar

Registered Office: B-536-537,
Matsya Industrial Area,
Alwar- 301030 (Rajasthan)

EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF THE LISTING REGULATION

M/s. Khetawat Agarwal & Company, Chartered Accountants were appointed as the Statutory Auditors of the Company, for a period of 5 years from the 23rd AGM till the ensuing 28th AGM, pursuant to provisions of Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

The term of M/s. Khetawat Agarwal & Company, Chartered Accountants, as the Statutory Auditors of the Company, will complete at the ensuing 28th AGM to be held on 30th September, 2019. Further, in terms of the provisions of the Companies Act, 2013, since they have completed a tenure of 6 years including their previous tenure as Auditors of the Company, they will be eligible to for re-appointment as Statutory Auditors of the Company for further period of 4 years.

Accordingly, as per the recommendation of the Audit Committee, the Board has re-appointed M/s. Khetawat Agarwal & Company, Chartered Accountants (FRN: 003960C), Alwar as the Statutory Auditors of the Company subject to approval of shareholders, to hold office for a period of 4 years from this 28th Annual General Meeting until the conclusion of the 32nd Annual General Meeting to be held in Financial Year 2023.

The Ordinary Resolution set out at Item no. 3 of the Notice seeks approval of the Shareholders for the re-appointment of M/s. Khetawat Agarwal & Company, Chartered Accountants, as Statutory Auditors of the Company.

In accordance with Section 139 of the Act, M/s. Khetawat Agarwal & Company, Chartered Accountants, have certified that they are eligible to be appointed as the Statutory Auditors of the Company and they satisfy the criteria as provided in Section 141 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 3 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 3 in the Notice for approval by the members.

The disclosure relating to appointment of Statutory Auditors of the Company pursuant to Regulation 36(5) of the Listing Regulations:

Name of the Statutory Auditors proposed to be appointed	M/s. Khetawat Agarwal & Company, Chartered Accountants (FRN: 003960C), Alwar
Proposed Fees Payable	Statutory Audit: Rs. 20,000/- Tax Audit: Rs. 20,000/- Limited Review Report: Rs. 10,000/- In addition to the above, reimbursement of applicable taxes and out of pocket and travelling and other expenses incurred in connection with the work of audit to be carried out by them.
Terms of Appointment	For a period of 4 years commencing from the conclusion of this 28 th Annual General Meeting until the conclusion of the 32 nd Annual General Meeting to be held in Financial Year 2023
Material change in the fee payable to new auditor from that paid to the outgoing auditor along with the rationale for such change	-
Basis of recommendation for appointment	Audit Committee
Credentials of the Statutory Auditors proposed to be appointed	Type of Firm: Proprietorship Name of Auditor: Mr. M.L. Agarwal Qualification: B.com, FCA, LLB Firm Registration No.: 003960C Address: 103, 1st Floor, City Centre Ashok Circle Alwar -301001 (Rajasthan)

**By Order of the Board of Directors
For Sarda Proteins Ltd.**

**Sd/-
Amit Kumar Modi**
Company Secretary &
Compliance Officer
M.No.: 29371

Date: September 02, 2019
Place: Alwar

Registered Office: B-536-537,
Matsya Industrial Area,
Alwar- 301030 (Rajasthan)



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following statements sets out all the material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 4:

The Board of Directors appointed Mr. Deepak Data (DIN: 01672415) as an Additional Director designated as Managing Director of the Company with effect from 12th August, 2019 who in terms of the provisions of Section 161 of the Act, shall hold office upto the date of ensuing Annual General Meeting and is eligible for the appointment as Managing Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Deepak Data as Director of the company and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Deepak Data is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Mr. Deepak Data as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure-A" to this Notice.

Save and except Mr. Deepak Data and his relatives none of the other Directors/Key Managerial Personnel (KMP) or their relatives are, in any way, concerned or interested or deemed to be interested, financially or otherwise, in the resolution set out at item no. 4 of the notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the members.

Item No. 5:

The Board of Directors appointed Mr. Rupesh Tambi (DIN: 00191599) as an Additional Director (Independent) of the Company with effect from 13th August, 2018 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director. Also, pursuant to the provisions of Section 150(2) read with Section 152 (2) of the Act, the appointment of Independent Director shall be approved by the members of the Company in general meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Rupesh Tambi as an Independent Director of the company who has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee has recommended his appointment. In accordance with the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on August 13 2018 appointed Mr. Mr. Rupesh Tambi as Independent Director for period of 5 years commencing from 13th August, 2018 to 12th August, 2023 on the terms and conditions set out in the resolution.

Mr. Rupesh Tambi is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to

Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

In the opinion of the Board, Mr. Rupesh Tambi fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Mr. Rupesh Tambi is independent of the management.

Additional information in respect of Mr. Rupesh Tambi as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure-A" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Rupesh Tambi, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 5 in the Notice for approval by the members.

Item No. 6:

The Board of Directors appointed Mr. Tarun Kumar Taunk (DIN: 03124978) as an Additional Director (Independent) of the Company with effect from 12th August, 2019 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director. Also, pursuant to the provisions of Section 150(2) read with Section 152 (2) of the Act, the appointment of Independent Director shall be approved by the members of the Company in general meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Tarun Kumar Taunk as an Independent Director of the company who has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Tarun Kumar Taunk is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

In the opinion of the Board, Mr. Tarun Kumar Taunk fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Mr. Tarun Kumar Taunk is independent of the management.

The Board of Directors, on the basis of the report of performance evaluation, has recommended appointment of Mr. Tarun Kumar Taunk as an Independent Director for a term of 5 (five) consecutive years w.e.f. 12th August, 2019 on the Board of the Company.

Additional information in respect of Mr. Tarun Kumar Taunk as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the



Secretarial Standard on General Meeting are given in the “Annexure-A” to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Tarun Kumar Taunk, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 6 in the Notice for approval by the members.

Item No. 7:

The Board of Directors appointed Mrs. Vanita Bhanot (DIN: 08189799) as an Additional Director (Independent) of the Company with effect from 13th August, 2018 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director.

Further it was duly informed by Mrs. Vanita Bhanot that her husband is an employee in Ritika Vegetable Oil Private Limited which has become the promoter of Sarda Proteins Limited pursuant to open offer, therefore, the company found it necessary to change the category of Mrs. Vanita Bhanot who was appointed as the Additional Director (Independent) of the company to act as the Non-Executive Director (Non-Independent) with effect from 12th August, 2019 who in terms of the provisions of Section 161 of the Act shall hold office upto the date of ensuing Annual General Meeting and is eligible for the appointment as Director (Non-Executive) of the Company. Also, pursuant to the provisions of Section 152 (2) of the Act, the appointment of Director (Non-Executive) shall be approved by the members of the Company in general meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mrs. Vanita Bhanot as Director of the company and also the company has received a letter that she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mrs. Vanita Bhanot is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Mrs. Vanita Bhanot as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the “Annexure-A” to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mrs. Vanita Bhanot, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the notice for approval by the members.

**By Order of the Board of Directors
For Sarda Proteins Ltd.**

**Sd/-
Amit Kumar Modi
Company Secretary &
Compliance Officer
M.No.: 29371**

Date: September 02, 2019
Place: Alwar

Registered Office: B-536-537,
Matsya Industrial Area,
Alwar- 301030 (Rajasthan)

ANNEXURE A

**Details of Directors seeking appointment at 28th Annual General Meeting (“AGM”)
(pursuant to Regulation 36(3) of the Listing Regulation and Secretarial Standard on General Meeting)**

Name of Director	Mr. Damodar Prasad Sarda	Mr. Deepak Data	Mr. Rupesh Tambi	Mr. Tarun Kumar Taunk	Mrs. Vanita Bhanot
DIN	00763377	01672415	00191599	03124978	08189799
Age	63	47	47	48	39
Qualification	Bachelor’s in Commerce (hons)	Post Graduate in Computer Science	Bachelor’s in Commerce	Bachelor’s in Science	Bachelor’s in Arts and Post Graduate in Human Resource, Diploma in Personnel Management, and Certified Web Developer.
Designation	Director (NED)	Managing Director	Independent Director	Independent Director	Director (NED)
Brief profile, experience and expertise in specific functional area	He is Graduate in Commerce and having 41 years experience of oil milling and trade	He is Post Graduate in Computer Science from Leeds Metropolitan University, United Kingdom. He has been honoured with the Young Entrepreneur award by Keshav Navneet. He has an experience of more than 15 years in field of edible oil business and has achieved significant results	He is Graduate in Commerce and has experience of more than 15 years in various sectors such as Jewellery, Real Estate and Hotel Industries and expertise in marketing area	He is Bachelor’s in Science, He has done bachelor’s in science and he is the CEO of The Informatics Computer and the Editor-In-Chief of IT Voice. He has an experience of 18 years in the Information Technology industry and	She is Post Graduate in Human Resource, Bachelor’s in Arts and Diploma in Personnel Management, and Certified Web Developer. She has an immense experience in her domain i.e. Human Resources with an intensified work done



		for DATA group of Companies. He is a natural leader and has set up the Bakery shortening (premium quality shortening based on refined, bleached and deodorized palm oil) plant in Sri Lanka. He also looks after the entire edible oil segment of DATA group companies and has played a significant role in achieving milestones for the group.		is a strong believer in the potential that Information Technology carries. After serving for a considerable tenure at the Oswal group and Modi Xerox, he has initiated his enterprise in May, 1997.	on a generic role that includes performance management system, employee engagement and grievance handling. She has experience of more than 15 years in Human Resource in various reputed organization including INOX, Fullerton, ICICI Bank and Data Infosys Limited.
Terms and conditions of appointment	Proposed to be appointed as Director (Non-Executive) and liable to be retire by rotation	Appointment for 5 years upto 11 th August, 2024, shall not be entitled for any Remuneration during his tenure and liable to be retire by rotation	Appointment for 5 years upto 12 th August 2023 and not liable to be retire by rotation	Appointment for 5 years upto 11 th August 2024 and not liable to be retire by rotation	Proposed to be appointed as Director (Non-Executive) and liable to be retire by rotation
Remuneration last drawn	3,85,000/-	NIL	NIL	NIL	NIL
Remuneration sought to be paid	NIL	NIL	NIL	NIL	NIL
Date of first appointment on the Board	01.02.2007	12.08.2019	13.08.2018	12.08.2019	13.08.2018 Change in Designation w.e.f. 12.08.2019
No. of shares held in the company as on 31.03.2019	1,61,000	35,000	NIL	NIL	NIL
Relationship with other Directors inter se	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
No. of meetings of Board attended during the year	5 (Five)	NIL	2 (Two)	NIL	2 (Two)
Directorship in other Board	1	15	12	2	Nil
Member/Chairman of the Committees of the Board of other Companies	NIL	Audit & Nomination Committee member in Shree Hari Agro industries Limited	NIL	NIL	NIL

By Order of the Board of Directors
For Sarda Proteins Ltd.

Sd/-
Amit Kumar Modi
Company Secretary &
Compliance Officer
M.No.: 29371

Date: September 02, 2019
Place: Alwar

Registered Office: B-536-537,
Matsya Industrial Area,
Alwar- 301030 (Rajasthan)