
**26th
Annual
Report
2016–17**



SARDA PROTEINS LIMITED

BOARD OF DIRECTORS

Shri Damodar Prasad Sarda	-	Whole-time Director & CFO
Shri Siddharth Sarda	-	Whole-time Director
Shri Kailash Kumar Dhoot	-	Director (Independent)
Smt Krishna Devi Sarda	-	Director
Shri Sanwar Mal Pareek	-	Director (Independent)

COMPLIANCE OFFICER

Ms Priya Gupta - Company Secretary

PRINCIPAL BANKERS

SBI, HDFC

AUDITORS

M/s. Khetawat Agarwal & Company,
Chartered Accountants,
Alwar

REGISTERED OFFICE & WORKS

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301030, Rajasthan India
Tel: 0144-2881392
E-mail : sardaproteins@yahoo.com
Website : www.sardaproteins.com
CIN : L15142RJ1991PLC006353

CORRESPONDENCE OFFICE

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301030, Rajasthan India
Tel: 0144-2881392
e-mail : sardaproteins@yahoo.com

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd,
44 Community Center, 2nd Floor,
Naraina Industrial Area, Phase I,
Near PVR, Naraina, New Delhi - 110028
Tel : 011 - 4141 0592/93/94
Email : delhi@linkintime.co.in

DEPOSITORY SERVICES

Central Depository Services (India) Limited
CDSL:ISIN:INE995U01011

CORPORATE ADVISOR

V. M. & Associates,
Company Secretaries,
Jaipur

VENUE

G 1 - 177 (A), Matsya Industrial Area,
Alwar 301 030 (Raj.)
Dated: Saturday, 16th September 2017
at 3:00 P.M.

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NOTICE OF 26th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting of the members of Sarda Proteins Limited will be held on Saturday, 16th day of September, 2017 at 03.00 P.M. at its Registered Office situated at G-1-177 (A), Matsya Industrial Area, Alwar 301030 (Raj.) 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2 - APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mrs. Krishna Devi Sarda (DIN: 07100074), who retires by rotation and, being eligible, seeks re-appointment.

ITEM NO. 3 - RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITORS

To ratify the appointment of the M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN: 003960C) as statutory auditors of the Company, and to fix their remuneration and to consider, and if thought fit, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and 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 pursuant to the recommendation of Audit Committee and pursuant to the resolution approved by the shareholders in the 23rd Annual General Meeting held on September 30, 2014, the appointment of M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN: 003960C) as the Statutory Auditors of the Company to hold office till the conclusion of the 28th Annual General Meeting of Company to be held in calendar year 2019 be and is hereby ratified (for the financial year 2017-18) and that the Board of Directors be and are hereby authorized to fix the remuneration of Rs. 21,000/- (Rs. Twenty one thousand only) out of pocket expenses and taxes, if any, payable to them for the financial year 2017-18 as recommended by the Audit committee in consultation with the Auditors."

SPECIAL BUSINESS:**ITEM NO: 4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT, 2013**

To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the approval of concerned authorities consent of members of the company be and is hereby accorded that the draft regulations contained in the Articles of Association of the Company submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company, and that the new set of regulations be incorporated in the Articles of Association of the Company and shall be binding on the members of the Company and

others and shall be effective from the date of passing this resolution.

RESOLVED FURTHER THAT The Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

ITEM NO: 5: RE-APPOINTMENT OF MR. DAMODAR PRASAD SARDA (DIN: 00763377) AS A WHOLE-TIME-DIRECTOR OF THE COMPANY

To approve re-appointment of Mr. Damodar Prasad Sarda (DIN: 00763377) as Whole-Time-Director of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company in their meeting dated January 28, 2017 and pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to all other requisites approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the Members of the company be and is hereby accorded to the re-appointment of Mr. Damodar Prasad Sarda (DIN:00763377) as the "Whole-Time-Director" of the company, for a further period of three years commencing from February 01, 2017 to January 31, 2020 on the remuneration and on such terms & conditions as set out below in the Explanatory Statement annexed hereto, which is approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement in such manner as may be agreed to between the Board of directors and Mr. Damodar Prasad Sarda which are as follows :

1. **Basic Salary:** Rs. 55000-5000-65000/- per month
2. **Perquisites:** In addition to salary, the following perquisites not exceeding the overall ceiling prescribed under Schedule V of the Companies Act, 2013 will be provided to Whole-Time-Director.
 - Conv. /TPT Allowance: As per the norms of the Company.
 - Leave Travel Allowance: Leave travel allowance will be paid by the company for self and his family once in a year subject to a ceiling of one month's salary.
 - Club Fees: Reimbursement of club fees subject to a maximum of two clubs.
 - Medical Allowance: As per the norms of the Company.
 - Company Car: Free use of company's car with driver for company's use as well as for limited private use.
3. **Other Benefits:** Entitled to the provident fund, gratuity, insurance benefits, leave benefits as per the norms of the Company.
4. **Leave Encashment:** Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.
5. **Reimbursement of entertainment, travelling and all other expenses incurred for the business of the company.**
6. **Telephone, internet, mobile and other communications facilities at company's cost.**

7. Tenure of appointment: Three years with effect from February 01, 2017 which may be terminated by either party giving to him 30 days' notice in writing or upon Mr. Damodar Prasad Sarda ceasing to be a director of the company.

Other Terms and Conditions:

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to him by way of salary and perquisites shall not exceed the maximum limit prescribed under schedule V of the Companies Act, 2013.

The terms and conditions of re-appointment of Whole-Time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

No sitting fees will be paid to the Whole-Time-Director for attending meeting of the Board of Directors or any committee thereof.

RESOLVED FURTHER THAT the remuneration payable to Mr. Damodar Prasad Sarda, Whole-Time-Director shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 read with Schedule V of the Companies Act, 2013 and other such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any of Director or Director(s) to give effect to the aforesaid resolution."

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED**

Sd/-

Damodar Prasad Sarda

Whole-Time-Director & CFO

DIN : 00763377

Date: August 10, 2017

Place: Alwar

NOTES:

1. A member entitled to attend and vote at the 26th Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself and the proxy need not be a member of the company (a copy of the proxy form is attached).
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 less than 48 hours before the commencement of the Annual General Meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total Paid up 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.
2. Members/Proxies and Representatives attending the meeting are requested to bring their copy of Annual Report and the attendance slip duly filled to attend the Meeting, as the copies of the report will not be circulated at the meeting. 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 Annual General Meeting
3. An Explanatory Statement, pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the ensuing Annual General Meeting, is appended hereto.
4. Corporate members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified true copy of the Board Resolution or Power of Attorney authorizing their representatives to attend and vote at the Annual General Meeting on their behalf.
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
6. In terms of Articles of Association of the Company, read with Section 152 (6) of the Companies Act, 2013, Mrs. Krishna Devi Sarda, (DIN: 07100074) Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee and Board of Directors of the Company recommend her re-appointment.
Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required to be provided to the Regulation of 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"] is attached to this Notice.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 09, 2017 to Saturday, September 16, 2017 (both days inclusive) for the purpose of Annual General Meeting.
8. The annual report and the notice of Annual General Meeting are available at the website of the Company at www.sardaproteins.com and at the website of Central Depository Services (India) Limited i.e. www.cdslindia.com
9. The physical copies of Notice of AGM along with the Annual Report 2016-17 are being sent by permitted mode.
10. The Members who have not registered their email address so far, with the Company are requested to register their e-mail address with M/s Link Intime India Pvt. Ltd., the Registrars & Share Transfer Agents 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.
11. The Company has provided remote e-voting facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Ltd ("CDSL").
12. 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 Annual General Meeting.
13. 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 all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Annual General Meeting.

14. 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 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/ Registrars and Transfer Agents.
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 Link Intime India Pvt. Ltd. RTA, for consolidation into single folio.
16. In compliance with provision of section 108 of the Companies Act, 2013, and read with rule 20 of the Companies (Management and Administration) Amendments Rules, 2014, as substituted by Companies (Management and Administration) Amendment, Rules 2015 and 2016, and the applicable regulations of SEBI (LODR), 2015 the Company has provided e-voting facility to the members to enable them to cast their votes electronically. Please note that remote e-voting is optional and not mandatory. Remote e-voting facility would remain open only from Wednesday, September 13, 2017 (09:00 AM) to Friday, September 15, 2017 (up to 5:00 PM) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 09, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to vote again.
17. A person who has acquired shares & become a member of the company after the dispatch of notice of Annual General Meeting & holding shares as of cut-off date, may obtain the login ID & password by sending a request at evoting@cdsl.co.in. However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote.
18. The voting rights of shareholders shall be in proportion to their equity shares held by them in the paid up equity share capital of the Company as on Saturday, September 09, 2017 (cut-off date).
19. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the Annual General Meeting in a fair and transparent manner.
20. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agent (RTA):-
LINK INTIME INDIA PVT. LTD.
44, Community Centre, Near Pvr, Naraina
Naraina Industrial Area, Phase-I, New Delhi-110028
E-mail: delhi@linkintime.co.in
Contact no.: 011 - 4141 0592/93/94
21. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any

case 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.

22. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
23. The final results including the poll and remote e-voting results of the Annual General Meeting of the Company shall be declared on Monday, September 18, 2017. The final results along with the scrutinizer's report shall be placed on the Company's website www.sardaproteins.com immediately after the result is declared by the Chairman & also on the website of CDSL at <https://www.evotingindia.com> and shall be communicated to the concerned stock exchange.

Instruction of e-voting:

In case of members receiving e-mail:

- (i) The voting period begins on Wednesday September 13, 2017 at 09:00 A.M. and ends on Friday, September 15, 2017 at 05:00 P.M. 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) of Saturday September 09, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the remote e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab to cast your votes.
- (v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vii) Now, fill up the following details in the appropriate boxes:

For Members 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend and Bank details field 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. <ul style="list-style-type: none"> Details or • 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).

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Sarda Proteins Ltd.> Company on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

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

- 24 In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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 LIMITED**

Sd/-
Damodar Prasad Sarda
Whole-Time-Director & CFO
DIN : 00763377

Date: August 10, 2017
Place: Alwar

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4 ADOPTION OF NEW SETS OF ARTICLES OF ASSOCIATION AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013:

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies

Act, 2013 including the rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

The proposed draft of new Articles of Association is available on the Company's website at www.sardaproteins.com for perusal by the shareholders. Also, copy of current and amended AOA is available for inspection by the Members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No.4 of the Notice.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company. Therefore, the Board recommends the Special Resolution set out at item No.4 of the Notice for approval by the Members.

ITEM NO: 5: RE-APPOINTMENT OF MR. DAMODAR PRASAD SARDA (DIN: 00763377) AS A WHOLE-TIME-DIRECTOR OF THE COMPANY

Mr. Damodar Prasad Sarda (DIN: 00763377), aged 61 years was appointed as the Whole-time Director (WTD) of the Company for a period of 5 years w.e.f 01.02.2012. His appointment as WTD with the terms, conditions and remuneration was approved by the members as on 29.09.2012.

His tenure as a whole-time-director was up to 31.01.2017. Therefore, the Board of Directors re-appointed Mr. Damodar Prasad Sarda as a Whole-Time-Director in their Board meeting held on 28.01.2017 for a period of three years w.e.f. 01.02.2017 to 31.01.2020. subject to the approvals of shareholders in the ensuing Annual General Meeting. He possesses the degree of Bachelor of Commerce(Hons.) from University of Calcutta. He proved himself a great leader taking his self-established

organization to the higher echelons. Always being a self-reliant person he took initiatives to better the surroundings and conditions.

As per Section 196 read with Schedule V of the Companies Act, 2013, a Company shall appoint or re-appoint the WTD with the approval of its members. Hence, the approval of the members is sought for the re-appointment of Mr. Damodar Prasad Sarda (DIN: 00763377) as WTD of the Company for a period of 3 years from February 01, 2017 to January 31, 2020. Brief resume of Mr. Damodar Prasad Sarda is given in the Annexure to this Notice.

The details of the remuneration, terms and conditions of re-appointment of Mr. Damodar Prasad Sarda (DIN: 00763377) as the WTD of the Company, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, during the period of 3 years from February 01, 2017 to January 31, 2020 are as under:

1. **Basic Salary:** Rs. 55000-5000-65000/- per month
2. **Perquisites:** In addition to salary, the following perquisites not exceeding the overall ceiling prescribed under Schedule V of the Companies Act, 2013 will be provided to Whole-Time-Director.
 - **Conv. /TPT Allowance:** As per the norms of the Company.
 - **Leave Travel Allowance:** Leave travel allowance will be paid by the company for self and his family once in a year subject to a ceiling of one month's salary.
 - **Club Fees:** Reimbursement of club fees subject to a maximum of two clubs.
 - **Medical Allowance:** As per the norms of the Company.
 - **Company Car:** Free use of company's car with driver for company's use as well as for limited private use.
3. **Other Benefits:** Entitled to the provident fund, gratuity, insurance benefits, leave benefits as per the norms of the Company.
4. **Leave Encashment:** Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.
5. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the company.

6. Telephone, internet, mobile and other communications facilities at company's cost.
7. **Tenure of appointment:** Three years with effect from February 01, 2017 which may be terminated by either party giving to him 30 days' notice in writing or upon Mr. Damodar Prasad Sarda ceasing to be a director of the company.

Other Terms and Conditions:

In the event of absence or inadequacy of profits in any financial year, the remuneration payable to him by way of salary and perquisites shall not exceed the maximum limit prescribed under schedule V of the Companies Act, 2013.

The WTD shall be liable to retire by rotation. No sitting fees will be paid to the Whole-Time-Director for attending meeting of the Board of Directors or any committee thereof.

The said appointment of Mr. Damodar Prasad Sarda on the terms & conditions as set out above including his remuneration as referred above is subject to approval of members of the company.

The terms and conditions of re-appointment of Whole-Time Director may be altered and varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with Schedule V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Save and except Mr. Damodar Prasad Sarda, being the appointee and Mr. Siddharth Sarda and Mrs. Krishna Devi Sarda, being the relatives of the appointee, none of the Directors, Key Managerial Personnel's and Relatives of Directors/KMP are concerned or interested in the said resolution.

The Board recommends the Special Resolution set out at item No.5 of the Notice for approval by the Members.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED**

Date: August 10, 2017
Place: Alwar

Sd/-
Damodar Prasad Sarda
Whole-Time-Director & CFO
DIN : 00763377

ANNEXURE TO THE NOTICE OF 26TH ANNUAL GENERAL MEETING:

Information pursuant to Regulation 36(3) of SEBI (LODR), in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on Saturday September 16, 2017.

Name of Director	Mr. Damodar Prasad Sarda	Mrs. Krishna Devi Sarda
DIN	00763377	07100074
Date of Birth	27.08.1956	15.01.1958
Age	61	59
Designation	Whole-Time-Director	Non-Executive Director
Expertise in specific functional area	He possesses appropriate skills, experience and knowledge; inter alia, in the field of operations in the Accounts.	She possesses appropriate skills, experience and knowledge in the field of quality control of edible oil.
Qualification	B.Com (Hons.)	B.Sc. (Hons.)
Directorship in other listed Companies	NIL	NIL
Names of the Listed entities in which the person also holds the directorship and the Membership of the Committees of the Board of other Companies	None	None
No. of shares held in the Company	1,61,000 (Joint with Mrs. Krishna Devi Sarda and Mr. Siddharth Sarda)	85,000
Relationship between Directors inter-se	Mr. Siddharth Sarda- Son Mrs. Krishna Devi Sarda-Wife	Mr. Damodar Prasad Sarda-Husband Mr. Siddharth Sarda- Son

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

I. General Information:

S. No.		
1.	Nature of Industry	Edible oil
2.	Date or expected date of Commercial Production	N.A., Since the Company has already commenced its business activities
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.
4.	Financial performance(based on given indicators)	As specified in the financial highlights of Board's Report.
5.	Foreign Investments or collaborations, if any	There is no direct foreign investment in the Company. There is no foreign collaboration in the Company.

II. Information about the Appointee

S. No.	Contents	Details of Mr. Damodar Prasad Sarda, Appointee as a WTD
1.	Background details	As mentioned in Explanatory Statement
2.	Past Remuneration	Basic Salary up to maximum Rs. 65000/- p.m.
3.	Recognition and Awards	-
4.	Job profile and his sustainability	As mentioned in Explanatory Statement
5.	Remuneration Proposed	As mentioned in Explanatory Statement
6.	Comparative remuneration profits with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details respect to the country of his origin).	Mr. Damodar Prasad Sarda has proved his expertise in the field of finance in effective manner. Hence, the Board of Directors considers that the remuneration proposed to him is justified commensurate with other organization of the similar type, size and nature in the finance industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from receiving managerial remuneration, their shareholding and shareholding of their relatives, has pecuniary relationship with the Company.

III. Other information:

Reasons of loss or inadequate profits:

Due to various restructuring activities happened in the Company during the last couple of years and various ups and downs in the Oil industries of the country has resulting into lower profits during the previous fiscals.

Steps taken or proposed to be taken for improvement:

The Company is focusing on strengthening its core Oil industries activity by availing the edible oil to the various customers and upgraded its margin amount. In addition to the above, certain strategic management changes made during the previous financial would result in further cost reduction and thereby contributing to the profitability in the years to come.

Expected increase in productivity and profits in measurable terms:

The business and consumer confidence are expected to improve in the coming financial year, the company intends to grow its Oil business. The Company expects that with the decline in the cost of mustard and Edible oils will enable the growth momentum to pick up. The management continuous to be cautiously optimistic

towards the external economic environment and expects consumer demand to become more consistent and robust in the current financial year. Further, various policy decisions taken would act as growth channel for the Company which would contribute in increased revenues and higher margins.

IV. Disclosures:

The remuneration package of all the managerial persons are given in the respective resolutions.

Additional information is given in the explanatory statements of respective resolutions.

BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED

Sd/-
Date: August 10, 2017
Place: Alwar

Damodar Prasad Sarda
Whole-Time-Director & CFO
DIN : 00763377

BOARD'S REPORT

Dear Members,
Sarda Proteins Limited

Your directors are pleased to present the 26th Annual Report together with the audited annual financial statements along with Auditor's Report thereon for the financial year ended March 31, 2017.

1. FINANCIAL HIGHLIGHTS

(Amount in lakhs)

Particulars	F.Y. 2016-17	F.Y. 2015-16
SALES	610.61	195.42
Other Income	7.42	10.94
Expenses	635.71	221.37
Profit/(Loss) before Depreciation and Extra Ordinary Income	(17.68)	(15.01)
Depreciation	1.45	1.77
Extra Ordinary Income	-	-
Profit/(Loss) before Taxes	(19.14)	(16.78)
Provision for Taxes	(5.93)	(1.42)
Net Profit/(Loss)	(13.21)	(15.36)

2. PERFORMANCE REVIEW

The company is mainly engaged in the business of Agro Products. During the year under review the sales of your Company has increase to Rs. 610.61 Lakhs that is a threefold increase from last year's sales of Rs. 195.42 Lakhs. The net receipts from operations during the year under review were Rs. 610.61 Lakhs as against Rs. 195.42 Lakhs in the previous year. The Loss after tax is Rs. 13.21 Lakhs as against a loss of Rs. 15.36 Lakhs in the previous year.

3. DIVIDEND

Due to losses, the company is not able to declare any dividend during the year; therefore your Directors do not recommend payment of any dividend for the Financial Year 2016-17.

4. CAPITAL STRUCTURE

During the Financial Year 2016-17, there was no change in capital structure of the Company and paid up Share capital of the Company stands at Rs. 1,72,59,000/- (Rupees One Crore Seventy Two Lakhs Fifty Nine Thousand) and a balance of Rs. 77,86,000.00 in Share Forfeiture Account on account of forfeiture of 15,57,200 Equity Shares in previous year.

5. TRANSFER TO RESERVES:

No amount is proposed to be transferred to the reserves of the Company.

6. LOANS, GUARANTEES AND INVESTMENTS IN SECURITIES BY THE COMPANY

During the year, under review, the Company has not granted any loans, guarantees or provided securities in excess of limits prescribed under Section 186 (2) of the Companies Act, 2013 and has not made any investment through more than two layers of Investment Companies. The Loan and advances given and investments made by the company are disclosed in the Financial Statements. (Please refer note 9 and 10 in the financial statement).

7. RELATED PARTY TRANSACTIONS

In line with the requirements of Section 188 the Companies Act, 2013 and Listing Regulations, There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company. Accordingly, the disclosure of Related Party Transactions as required under Regulation 23(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2, is not applicable.

8. FIXED DEPOSITS

During the year under review, the Company has not invited, accepted or renewed any fixed deposit from the public within the meaning of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

9. ASSOCIATE AND SUBSIDIARY COMPANIES

During the year under review, there were no associate and subsidiary Company in terms of Companies Act, 2013.

10. LISTING OF SECURITIES

At present the Equity shares of the company are listed and traded with the BSE Limited and the listing fee for the year 2017-18 has been duly paid. Scrip Code: 519242. The company had applied for delisting to Calcutta Stock Exchange Association Limited on 02.09.2003 and has not paid any listing fees since then and neither received any communication from the said exchange in this matter.

11. NUMBER OF MEETINGS OF BOARD OF DIRECTORS

During the year under review, 4 (Four) Board Meetings were held on 28.05.2016, 10.08.2016, 05.11.2016 and 28.01.2017.

The frequency of board meetings and quorum at such meetings were in accordance with the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the listing agreements entered into by the company with the Stock Exchanges and compliances of Secretarial Standards-1 on Meeting of the Board of Directors issued by ICSI. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and the Listing Regulations.

All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on March 31, 2017.

12. DECLARATION OF INDEPENDENCE BY DIRECTORS

The Independent Directors of the Company, viz. Mr. Kailash Kumar Dhoot, Mr. Badri Bishal Sarma and Mr. Sanwar Mal Pareek have affirmed that they continue to meet all the requirements specified under sub-section (6) of section 149 of Companies Act, 2013 in respect of their position as an "Independent Director" of the Company.

13. DIRECTORS AND KEYMANAGERIALPERSONNEL

(A) DIRECTORS

● Appointment of an Independent Director Mr. Sanwar Mal Pareek

During the year under review, Mr. Sanwar Mal Pareek (DIN: 007434553), was appointed as an additional director (Independent Director) in the Board meeting held on 28.05.2016 and was appointed as an Independent Director at the Annual General Meeting for a period of five years and not liable to retire by rotation.

● Appointment/Re-appointment of Executive Directors

During the year under review, Mr. Damodar Prasad Sarma (DIN: 00763377) as a Whole-Time-Director of the Company, his tenure was up-to 31.01.2017. Therefore, he was re-appointed by the Board of Directors as a Whole-Time-Director in their meeting held on 28.01.2017, subject to the approval of the shareholders at the ensuing Annual General Meeting, for a further period of three years with effect from 01.02.2017 to 31.01.2020. So, the Board recommends his re-appointment for the consideration by the members of the Company in the ensuing Annual General Meeting.

● Retirement of Director by rotation.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Damodar Prasad Sarma (DIN: 00763377), Whole-Time-Director of the Company, who was retired and being eligible, was re-appointed with the approval of members at the Annual General Meeting held on 20.09.2016.

Further, in accordance with the provisions of the Companies Act, 2013 and the articles of Association of the Company, Mrs. Krishna Devi Sarma (DIN:07100074), Non-executive Director of the Company shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered herself for re-appointment and her re-appointment is being recommended by the Board of Directors.

● **Cessation of Directors**

During the year, Mr. Badri Bishal Sarma (DIN:01264693), Independent Director of the company ceased to be a director of the company w.e.f. 05.11.2016 as his office was vacated under section 167(1) (b) of the Companies Act, 2013, as he remained absent from all the meetings of the Board of Directors during a period of twelve months.

(B) **KEY MANAGERIAL PERSONNEL:**

During the year Ms. Jyoti Soni, Company Secretary of the company resigned w.e.f. 20.05.2016 and Ms. Priya Gupta was appointed w.e.f. 28.05.2016 as Company Secretary and Compliance Officer fulfilling the requirement of Section 203 of the Companies Act, 2013 and rules made there under and Regulation 6 of Listing Regulations.

14. **AUDITORS**

➤ **Statutory Auditors**

M/s. Khetawat Agarwal & Co., Chartered Accountants (Firm Registration No. 003960C), Alwar were appointed at 23rd Annual General Meeting held on 30.09.2014 for a period of five years as Statutory Auditors to hold office till the conclusion of the 28th Annual General Meeting of Company subject to ratification from the members of the Company every year. Ratification of their appointment for the financial year 2017-18 is sought in the ensuing AGM.

The company has received consent from M/s. Khetawat Agarwal & Company, Chartered Accountants to the effect that their appointment, if made, would be within the prescribed limits under Section 139 of the Companies Act, 2013 and that they are not disqualified for appointment within the meaning of Section 141 of the said Act. Accordingly, the Board of Directors has recommended the ratification of their appointment as Statutory Auditors.

The Financial Statements and the Auditor's Report thereon for the financial year ended March, 31, 2017 does not contain any qualification/reservation & adverse remark, it is self-explanatory and do not call for any further comments.

➤ **Secretarial Auditor**

As per pursuant to the provision of section 204 of Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company is required to appoint Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the requirements of Section 204 of the Companies Act, 2013 and rules made there under, the Board of Directors had appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur, (FRN: P1984RJ039200) to conduct the secretarial audit of the Company for the financial year 2016-17.

A Secretarial Audit Report in Form MR-3 issued by M/s V. M. & Associates, Company Secretaries in Practice, in respect of the secretarial audit of the Company for the financial year ended March 31, 2017, is given in Annexure "I" to this Report and it carries the following qualifications:

Company has not adhered to the Regulation 31 of Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 requiring hundred percent Shareholding of promoter(s) and promoter group in dematerialized form.

In respect of above stated qualifications, your Directors would like to clarify that:

The Company has received the ISIN dated 23.05.2016 and promoter group applied for Demat accounts, but account of one of

the Corporate Promoters could not be opened due to some technical reasons and one Mr. Madhu Sudan Somani holding only 100 Equity Shares is no more in the promoter group. However Corporate Promoter account has been opened and its holding has been dematerialized.

On the recommendation of the Audit Committee, The Board has re-appointed M/s V. M. & Associates, Company Secretaries in Practice, Jaipur as Secretarial Auditor of the Company to carry out secretarial audit of the Company for the financial year 2017-18.

➤ **Internal Auditor**

Pursuant to the provision of Section 138 of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors to carry out internal audit of the Company.

In consonance with the afore-mentioned, M/s Amit M Agarwal & Co., Chartered Accountants, Alwar was appointed to conduct the Internal Audit of the Company for the financial year 2016-17.

The Board has re-appointed M/s Amit M Agarwal & Co., Chartered Accountants, Alwar as the Internal Auditor of the Company for the financial year 2017-18.

15. **CODE OF CONDUCT**

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on the website of the company i.e. <http://www.sardaproteins.com/contact>. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on March 31, 2017.

16. **RISK MANAGEMENT**

The Company has developed and implemented a risk management policy which encompasses practices relating to identification, assessment monitoring and mitigation of various risks to key business objectives. The Risk management framework of the Company seeks to minimize adverse impact of risks on our key business objectives and enables the Company to leverage market opportunities effectively.

The Company has contracts of materials and sometimes hedges the same in the NCDEX and has some risk in their as sometime market goes in different Directions. The Directors keep strict watch on it.

17. **VIGIL MECHANISM**

The Board adopted and implemented the vigil mechanism/whistle-blower policy that adopts global best practices. We have established a vigil mechanism for Directors and employees to report concerns and unethical behavior, actual or suspected fraud or violation of our code of conduct and ethics. It also provides for adequate safeguards against the victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in exceptional cases.

The functioning of the vigil mechanism is reviewed by the Audit Committee from time to time. Further no personnel have been denied access to the audit committee as per the Listing Regulations. The vigil mechanism policy has been uploaded on the website of the Company i.e. http://www.sardaproteins.com/files/documents/VIGIL-MECHANISM_Sarda.pdf. and also confirm that no whistle blower event was reported during the year and mechanism is functioning well.

18. **AUDIT COMMITTEE**

Due to vacation of office of Mr. Badri Bishal Sarma, (DIN: 01264693), non-executive Independent Director of the Company. Therefore, the Audit Committee was reconstituted as per the provisions of Section 177 of Companies Act, 2013 read with the Companies (Meetings of board and its Powers) Rules, 2014. It consists of a minimum three directors with independent director forming a majority, and majority of members of Audit Committee including its Chairperson shall be the person with ability to read and understand the financial statements.