



## 29<sup>TH</sup> ANNUAL REPORT

2019-20

# SARDA PROTEINS LTD

**Board of Directors**

Mr. Deepak Data : Managing Director  
 Mrs. Vanita Bhanot : Director  
 Mr. Tarun Kumar Taunk : Independent Director  
 Mr. Mahavir Pratap Sharma : Independent Director

**Key Managerial Personnel**

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

**Listed At:**

BSE  
 ISIN: INE995U01011

**Auditors**

M/s. Khetawat Agarwal & Company, Chartered Accountants- Statutory Auditor  
 M/s V.M & Associates, Company Secretaries - Secretarial Auditor  
 Mr. Ajay Kumar, Chartered Accountant - Internal Auditor

**Principal Bankers**

HDFC

**Registered Office & Works**

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

**29<sup>th</sup> AGM Details**

Day & Date: Wednesday, 30<sup>th</sup>  
 Day of September, 2020

Time: 12:30 P.M.

Through Video Conferencing /  
 Other Audio Visual Means  
 facility

**Correspondence Office**

Inside Data Ingenious Global Limited,  
 station Road, Durgapura-Jaipur-302018  
 (Rajasthan)  
 Contact: +91 77378-22222  
 E-mail: [sardaproteins@yahoo.com](mailto:sardaproteins@yahoo.com)

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**Registrar & Transfer Agent**

Link Intime India Private Limited  
 C-101, 1st Floor, 247 Park, Lal Bahadur  
 Shastri Marg, Vikhroli (West) Mumbai-400083  
 (Maharashtra)  
 Contact: 011- 4141 0592/93/94  
 E-mail: [helpdesk@linkintime.co.in](mailto:helpdesk@linkintime.co.in)

## NOTICE OF 29<sup>th</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting (“AGM”) of the Members of Sarda Proteins Ltd will be held on Wednesday, 30<sup>th</sup> Day of September, 2020 at 12:30 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) Facility to transact the following business:

### ORDINARY BUSINESS

#### **Item No. 1: Adoption of Financial Statements**

To adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 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 Mr. Deepak Data (DIN: 01672415), who retires by rotation and being eligible, seeks re-appointment.

### SPECIAL BUSINESS:

#### **Item No. 3: To appoint Mr. Mahavir Pratap Sharma (DIN: 01852846) as an Independent Director of the Company**

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 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. Mahavir Pratap Sharma (DIN: 01852846), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors at its meeting held on 13<sup>th</sup> February, 2020 and whose term of office expires at this Annual General Meeting 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 (“Listing Regulations”), and in respect of whom the Company has received a notice in writing under Section 160 of the Act 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 12<sup>th</sup> February, 2025 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. 4: Approval for giving Loan, Guarantee and providing Security to Babulal Edible Oils Private Limited in whom Director of the Company is interested u/s 185 of the Companies Act, 2013**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as the “the Board” to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Babulal Edible Oils Private Limited being entity covered under the category of ‘a person in whom any of the director of the company is interested’ in one or more tranches, for the business activity of Babulal Edible Oils Private Limited upto an aggregate sum of Rs. 1,00,00,000/- (Rupees One Crore Only), in their absolute discretion deem beneficial and in the interest of the company, provided that such loans are utilized by the borrowing company for its principal business activities.

**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, 2020  
Place: Jaipur**

**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 (“the Act”) relating to the Special Business to be transacted at the AGM is annexed hereto.
2. In view of the COVID-19 pandemic, continuing restriction on gathering of persons in the country to maintain social distancing and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (“hereinafter collectively referred to as “the Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 29<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 29<sup>th</sup> AGM shall be the Registered Office of the Company.
3. This is to inform that as physical presence of Members has been dispensed with for attending the Meeting through VC/OAVM Facility, therefore there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 29<sup>th</sup> AGM. However, the Body Corporates/HUF/Trust/AoP are entitled to appoint authorized representatives to attend the 29<sup>th</sup> AGM through VC/OAVM Facility and participate there at and cast their votes through e-voting. (refer point No.8 below)
4. Attendance of the Members participating in the 29<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map, proxy form and attendance slip are not annexed to this Notice.
6. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 29<sup>th</sup> AGM, and instructions for e-voting are being sent only through electronic mode to those Members whose e-mail addresses are registered with Company/Depository Participant(s)/RTA, unless a member has requested for a physical copy of the documents.
7. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and as per the relevant provisions of the Secretarial Standard on General Meetings, the details of Directors seeking appointment/re-appointment at this AGM are furnished as “**Annexure-A**” to the Notice of AGM.
8. Corporate members, HUFs, Trust intending 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/Power of Attorney/Authority Letter, etc. to the Company by e-mail to [sardaproteins@yhoo.com](mailto:sardaproteins@yhoo.com) authorizing their representative to attend and vote on their behalf at the AGM.

9. 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.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the 29<sup>th</sup> AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2020. Members seeking to inspect such documents can send an e-mail to [sardaproteins@yahoo.com](mailto:sardaproteins@yahoo.com).
11. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive).
12. 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 Regulations, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL).
13. Members are requested to address all correspondence to Link Intime India Private Limited ("LI IPL"), Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi-110058, E-mail: [helpdesk@linkintime.co.in](mailto:helpdesk@linkintime.co.in), website: [www.linkintime.co.in](http://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.
14. 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.
15. Members are requested to update/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.
16. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, LI IPL, in case the shares are held in physical form.
17. The 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.

18. 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 RTA, Link Intime India Private Limited for assistance in this regard.
19. Members holding shares in 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.
20. To support the 'Green Initiative', Members who have not registered their email addresses so far with the company, are requested to register their e-mail address with LIPL, 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 including Financial Statements, 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.
21. Members may also note that the Notice of 29<sup>th</sup> AGM and the Annual Report 2019-20 will be available on the website of the Company at [www.sardaproteins.com](http://www.sardaproteins.com) and also on the website of CDSL (agency for providing the Remote e-Voting facility during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
22. The voting results including e-voting 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](http://www.sardaproteins.com) on the website of BSE Limited and on the on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of results by the Chairman.
23. 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. Wednesday, September 23, 2020 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). 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. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are annexed to the Notice.
24. 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.
25. CS Manoj Maheshwari, FCS: 3355, Practicing Company Secretary and partner of M/s V. M. & Associates, Company Secretaries, Jaipur has been appointed as a scrutinizer to scrutinize the

remote e-voting and e-voting process to be carried out at the AGM in a fair and transparent manner.

26. The remote e-voting facility will commence on Saturday, September 26, 2020 (09:00 A.M.) and ends on Tuesday, September 29, 2020 (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. Wednesday, September 23, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL 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. Wednesday, September 23, 2020. 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 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.

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on Saturday, 26<sup>th</sup> September, 2020 at 09:00 A.M. and ends on Tuesday, 29<sup>th</sup> September, 2020 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 Wednesday, 23<sup>rd</sup> September, 2020 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 e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:



**For Shareholders holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to follow option available on <a href="http://www.evotingindia.com">www.evotingindia.com</a> .
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Sarda Proteins Ltd on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting at [sardaproteins@yahoo.com](mailto:sardaproteins@yahoo.com) mentioning their name, DP ID and Client ID /folio number, email id, mobile number.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.