

## NOTICE

Notice is hereby given that the 22nd , Annual General Meeting of the Members of Rasoya Proteins Limited will be held at its registered office at Village-Wanjari, Taluka-Wani, Dist. Yeotmal, on Wednesday, 30th July 2014 at 3.00 p.m. for the purpose of transacting the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Accounts of the Company and the Reports of the Directors and Auditors thereon for the financial year ended 31st March 2014.
2. To appoint a Director in place of Mr. Sameer Y. Damle, who is liable to retire by rotation and being eligible, offers him-self for reappointment.
3. To appoint Auditors and to fix their remuneration. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable Provisions, if any, of the Companies Act 2013, M/s V.N. Bhuwania & Co, Chartered Accountants, Mumbai, the retiring statutory Auditors, be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the Meeting till the conclusion of the next Annual General Meeting, on such remuneration as agreed by the Board and Auditors, in addition to the reimbursement of Service tax and actual out of pocket expenses incurred in connection with the Audit of the Accounts of the Company for the Financial Year ending on 31st March 2015.

### Special Business:

4. To approve and ratify the remuneration of the Cost Auditors. To consider and if thought fit, to pass with or without modification/s, the following resolution as an Ordinary Resolution:  
  
"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 50,000/- (Rupees Fifty Thousands Only) plus service tax as applicable and the reimbursement of actual out of pocket expenses for the Financial Year ending March 31, 2015, as approved by the Board of Directors of the Company, to be paid to M/s SNM & Associates, Cost Accountants ,Nagpur , for conduct of Cost audit of the Company.
5. Authorization for Related party Transactions  
To consider, and if thought fit, to pass with or without modification/s, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provision contained in section 188 and all other applicable provisions of the Companies act 2013, and subject to such approval, sanction, consent and permission as may be necessary, the consent of the members be and is hereby accorded to the Board or any Committee of the Board, to enter into an agreement with Mrs Manik Anil Lonkar, spouse of Mr. Anil N Lonkar, Managing Director of the Company. (A copy of which is placed before the meeting and initialed by the chairman for the purpose of identification) for a period of Five years commencing from 01st April 2014 to 31st March 2019 for availing all services related to the maintenance of Corporate office premises located at Nagpur for an agreed amount of Rs. 600000/- (Rupees Six Lac Only) per year.

FURHTER RESOLVED THAT the Board of Directors or any Committee of the Board be and is hereby authorized to vary one or more of the terms and conditions, including the amount of the aforesaid agreement from time to time."

6. Authorization for Related party Transaction To consider, and if thought fit, to pass with or without modification/s, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provision contained in section 188 and all other applicable provisions of the Companies act 2013, and subject to such approval, sanction, consent and permission as may be necessary, the consent of the members be and is hereby accorded to the Board or any Committee of the Board, to enter into contract with Rasoya Foods & Drinks Private Limited, an associate Company of whom Mr. Anil N. Lonkar, a Director of the Company is a member/director, (A copy of which is placed before the meeting and initialed by the chairman for the purpose of identification) for purchase / sale / supply of goods/materials for a period from 01st April, 2014 to 31st March, 2015 on such terms and conditions as stipulated in the Contract."

## NOTES:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate Members are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to **Section 113 of the Companies Act, 2013**, authorizing their representatives to attend and vote at the Annual General Meeting.
3. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
4. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of name and attending the meeting, will be entitled to vote.
5. Members who are holding Company's shares in dematerialized form are required to bring details of their Depository Account Number for identification.
6. Brief details of all Directors including those proposed to be re-appointed, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided in the Report of Corporate Governance, forming part of the Annual Report.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 28th July, 2014 to Wednesday, 30th July 2014**, (both days inclusive).
8. Members desirous of obtaining any information / clarification concerning the accounts and operations of the Company, are requested to address their queries in writing to the Company Secretary at least 10 ( Ten ) days before the Annual General Meeting, so that the information required may be made available at the Annual General Meeting.
9. Recognizing the spirit of the Green Initiative in Corporate Governance initiated by the Ministry of Corporate Affairs, the Company proposes to send Annual Report and other documents/notices to shareholders to the e-mail address provided to the Depository / Company. Shareholders are requested to register and/or update email address with their respective Depository Participant or the Company to ensure that documents from the Company reach their preferred e-mail address.
10. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturday between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
11. The statutory registers maintained under Sections 170 and 189 of the Companies Act, 2013 will be available at the venue for inspection by members.
12. Members holding shares in physical form may write to the Company's Registrar and Share Transfer Agent i.e. M/s, System Support Services, 209, Shivani Ind. Estate, Near Park - Davis, 89, Andheri - Kurla Road, Sakinaka, Mumbai-400072, for changes, if any, in their address and bank mandates, while members having shares in electronic form may inform such changes directly to their Depository Participant immediately.
13. The Securities Exchange Board of India 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 PAN with their DP with whom they are maintaining their Demat Accounts. It has also been made mandatory for the transferee to furnish a copy of PAN to the Company / Company's Registrar and Share Transfer Agent for their registration of transfers and securities market transactions and off-market/private transactions involving transfer of shares of listed Companies in physical form. Accordingly, members holding shares in physical mode should attach a copy of their PAN Card for every transfer request sent to the Company/ Company's Registrar and Share Transfer Agent.
14. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send share certificates to the Company for consolidation into a single folio.
15. Under Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in prescribed Form in duplicate (which will be made available on request) to M/s, System Support Services.
16. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP I.D. and Client I.D. No(s).
17. Due to strict security reasons, brief cases, eatables, bags and other belongings are or allowed inside the Auditorium subject to security check at the entrance.

By order of the Board  
Vandana Sanghi  
Company Secretary

Place: Nagpur  
Date: 30th May, 2014

Registered Office:  
Village- Wanjari, Taluka-Wani, Dist. Yeotmal (M.S.)  
Pin. : 445 304

## Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

### ■ Item No. 4:

Pursuant to section 148 of the Companies Act, 2013 and rule 14 of the Companies (Audit and Auditors) rules 2014, the board shall appoint the cost accountant in practice on the recommendation of the audit committee, which shall also recommend the remuneration for such cost auditor. The remuneration recommended by the audit committee shall be considered and approved by the Board of Director, subject to ratification by the shareholders.

On the recommendation of the audit committee at its meeting held on May 30, 2014, the Board has considered and approved the appointment of M/s SNM & Associates, Cost Accountants, Nagpur, to conduct the cost audit of the Company, at the remuneration of Rs. 50000/- (Rupees Fifty Thousand Only) plus service tax as applicable and the reimbursement of the actual out of pocket expenses for the financial year 2014-15.

The Resolution at item no. 4 of the notice is set out as an Ordinary Resolution for the approval and ratification by the members in terms of section 148 of the Companies Act, 2013.

None of the Directors and /or key managerial personal of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

### ■ Item No. 5:

Pursuant to Section 188 of the Companies Act, 2013, the prior approval of the members is required for entering into a contract with related parties.

The Board of Directors of your Company, subject to the approval of the members in General Meeting, has approved an agreement to be entered with Mrs. Manik Anil Lonkar, spouse of Mr. Anil N. Lonkar, a Director of the Company, for a period of Five years commencing from 01st April 2014 to 31st March 2019 for availing all services related to the maintenance of Corporate office premises located at Nagpur for an agreed amount of Rs. 600000/- (Rupees Six Lac Only) per year.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the Company Notice in the item no. 5 as Special Resolution.

None of the Director or Key Managerial Personnel of the Company except Mr. Anil N. Lonkar is concerned or interested in the said resolution

### ■ Item No. 6:

Pursuant to Section 188 of the Companies Act, 2013, the prior approval of the members is required for entering into a contract with related parties.

The Board of Directors of your Company intends to enter into transactions in the ordinary course of its business with Rasoya Foods & Drinks Private Limited, an associate Company of whom Mr. Anil N. Lonkar, a

Director of the Company is a member/director for purchase /sale/supply of goods/materials for the financial year 2014-15.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the Company Notice in the item no. 6 as Special Resolution.

None of the Director or Key Managerial Personnel of the Company except Mr. Anil N. Lonkar is concerned or interested in the said resolution.

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

**A. N. Lonkar**  
(Managing Director)

Place : Nagpur.  
Date : 30th May, 2014

Registered Office: Village- Wanjari, Taluka-Wani,  
Dist. Yeotmal (M.S.) Pin. : 445 304.