

HELD AT _____ ON _____ TIME _____

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) OF RASOYA PROTEINS LIMITED ON WEDNESDAY, 7th DAY OF JANUARY, 2015 AT 2:30 P.M. AT REGISTERED OFFICE AT VILLAGE WANJARI, TALUKA WANI, DISTRICT YAVATMAL (M.S.) – 445 304

PRESENT:

MR. A.N. Lonkar - Managing Director (IN Chair)
 MR. P.G.Duchakke - Executive Director
 MR. Sameer Danle - Executive Director
 MR. Vishnu Bhagade - Independent Director
 Mrs. Vamçana Sanghi - Company Secretary
 Mrs.Nidhi Vasavani - Scrutinizer

Mr. A. N. Lonkar, Managing Director, and chairman of the meeting informed that, pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act'), read together with the Companies (Management and Administration) Rules, 2014, a Postal Ballot Notice dated 5.12.2014 (with postal ballot Form and Postage prepaid envelope), was sent to the shareholders of the Company for their assent or dissent on the items mentioned in the Notice.

The Board of Directors in their meeting held on 14.11.2014 had approved the said notice and appointed Mrs. Nidhi Vaswani, a practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

As required under Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services (India) Limited to provide Electronic Voting facility (e-voting) to Members of the Company. E-voting is available from 9.00 a.m. on January 1, 2015 to 5.30 p.m. on January 3, 2015. The e-voting module shall be disabled by CDSL for voting thereafter.

The Scrutinizer after carrying out the scrutiny of postal ballots received together with the results of E-Voting up to the 5.30 p.m. on January 3, 2015, submitted a consolidated Report on voting (Postal Ballot + E-Voting) on 7th January, 2015 as under:

Resolution No. 1**Appointment of Mr. V.D.Bhagade as an Independent Director****Resolution required: Ordinary**


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Sr. No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Of Votes Against	Invalid Votes	% of total number of valid vote cast
1.	33	590835951	--	--	99.96
2.	1	--	240582	--	.040
3.	8	--	--	21997	--
Total	42	590835951	240582	21997	100

Therefore, the Ordinary resolution as mentioned in the Notice of Postal Ballot dated 5th, December, 2014, has been passed with the requisite majority.

Resolution No. 2:

Appointment of Mr. A. N. Deshpande as an Independent Director

Resolution required: Ordinary

Sr. No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Of Votes Against	Invalid Votes	% of total number of valid vote cast
1.	32	590339910	--	--	99.87537604
2.	2	--	736623	--	0.124623963
3.	8	--	--	21997	--
Total	42	590339910	736623	21997	100

Therefore, the Ordinary resolution as mentioned in the Notice of Postal Ballot dated 5th December, 2014, has been passed with the requisite majority.

Resolution No. 3:

Appointment of Mr. S. R. Khankhoje as an Independent Director

Resolution required: Ordinary

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Sr. No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Votes Against	Of In Invalid Votes	% of total number of valid vote cast
1.	33	590835951	--	--	99.95929766
2.	1	--	240582	--	0.040702343
3.	8	--	--	21997	--
Total	42	590835951	240582	21997	100

Therefore, the Ordinary resolution as mentioned in the Notice of Postal Ballot dated 5th, December, 2014, has been passed with the requisite majority.

Resolution No. 4:

Appointment of Mr. Prakash Mujumdar as an Independent Director

Resolution required: Ordinary

Sr. No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Votes Against	Of In Invalid Votes	% of total number of valid vote cast
1.	34	591076533	--	--	100
2.	0	--	--	--	--
3.	8	--	--	21997	--
Total	42	591076533	--	21997	100

Therefore, the Ordinary resolution as mentioned in the Notice of Postal Ballot dated 5th, December, 2014, has been passed with the requisite majority.

Resolution No. 5:

Appointment of Mrs. Manik Anil Lonkar as a non-executive/non-independent director

Resolution required: Ordinary

Sr. No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Votes Against	Of In Invalid Votes	% of total number of valid vote cast
1.	25	43599641	--	--	99.44896154
2.	2	--	241582	--	0.55103846
3.	8	--	--	21997	--
Total	35	43599641	241582	21997	100

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~~Therefore, the Ordinary resolution as mentioned in the Notice of Postal Ballot~~
dated 5th, December, 2014, has been passed with the requisite majority.

Resolution No. 6:**Shifting the place of Register of Members and Register of Deposit****Resolution required: Special**

Sr.No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Votes Against	Of in Invalid Votes	% of total number of valid vote cast
1.	33	591076033	--	--	99.99991541
2.	01	--	500	--	0.000085
3.	8	--	--	21997	--
Total	42	591076033	500	21997	100

Therefore, the Special resolution as mentioned in the Notice of Postal Ballot dated 5th, December, 2014, has been passed with the requisite majority.

Resolution No. 7:**Authorization for related party transaction****Resolution required: Special**

Sr. No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Votes Against	Of in Invalid Votes	% of total number of valid vote cast
1.	16	390980	--	--	29.27463332
2.	4	--	944579	--	70.72536668
3.	15	--	--	42527661	--
Total	35	390980	944579	42527661	100

Therefore, the Special resolution as mentioned in the Notice of Postal Ballot dated 5th, December, 2014, has not been passed with the requisite majority.

Resolution No. 8:**Adoption of new set of Article of association****Resolution required: Special**


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Sr. No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Votes Against	Of Invalid Votes in	% of total number of valid vote cast
1.	32	590628995	--	--	99.9592834
2.	1	--	240582	--	0.0407166
3.	8	--	--	21997	--
Total	41	590628995	240582	21997	100

Therefore, the Special resolution as mentioned in the Notice of Postal Ballot dated 5th, December, 2014, has been passed with the requisite majority.

Resolution No. 9:

To amend Incidental Object Clause of the Memorandum of Association of the Company

Resolution required: Special

Sr. No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Votes Against	Of Invalid Votes in	% of total number of valid vote cast
1.	33	591075533	--	--	99.99983082
2.	1	--	1000	--	0.000169183
3.	8	--	--	21997	--
Total	42	591075533	1000	21997	100

Therefore, the Special resolution as mentioned in the Notice of Postal Ballot dated 5th, December, 2014, has been passed with the requisite majority.

Resolution No. 10:

Re-Categorization of the 'other object clause' of the Memorandum of Association in conformity with the new Companies Act, 2013

Resolution required: Special

Sr. No.	Number of Members voted through E-Voting and Postal Ballot	No. Of Votes in Favor	No. Votes Against	Of Invalid Votes in	% of total number of valid vote cast
1.	32	5910754333	--	--	99.99983082
2.	1	--	1000	--	0.000169183
3.	9	--	--	22097	--
Total	42	5910754333	1000	22097	100

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~~Therefore, the Special resolution as mentioned in the Notice of Postal Ballot dated~~
5th, December, 2014, has been passed with the requisite majority.

Based on the Scrutinizer's Report, the Chairman announced the result of Postal Ballot and also announced that, the following Resolutions as set out in the Postal Ballot notice dated 05.12.2014, have been duly passed by the shareholders of the Company with requisite majority:

ITEM NO.1

Appointment of Mr. V.D.Bhagade as an Independent Director

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and The Companies (Appointment and Qualification of Directors) Rule 2014,(including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013 , and clause 49 of the Listing Agreement, Mr. V.D.Bhagade (holding DIN 00674039), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing 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 five consecutive years with effect from 7th January , 2015.

RESOLVED FURTHER that the Board of Directors (which term shall include any Committee constituted or to be constituted by the Board) and / or the Company Secretary, be and are 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 and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.

ITEM NO.2

Appointment of Mr. A. N. Deshpande as an Independent Director

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and The Companies (Appointment and Qualification of Directors) Rule 2014,(including any statutory modifications and re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013 , and clause 49 of the Listing Agreement, Mr. A. N. Deshpande (holding DIN 00477445), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has



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meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received a notice in writing 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 five consecutive years with effect from 7th January, 2015.

RESOLVED FURTHER that the Board of Directors (which term shall include any Committee constituted or to be constituted by the Board) and / or the Company Secretary, be and are 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 and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.

ITEM NO.5

Appointment of Mrs. Manik Anil Lonkar as a non-executive/non-independent director

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and The Companies (Appointment and Qualification of Directors) Rule 2014, (including any statutory modifications and re-enactment thereof for the time being in force), Mrs. Manik Anil Lonkar (holding DIN 00719214), be and is hereby appointed as a non-executive/ non-independent director of the Company, and whose office shall be liable to retire by rotation, on the terms and conditions as set out in the agreement dated 11th September, 2014, (a copy of which is placed before the meeting and initialed by the chairman for the purpose of identification) entered into between the Company and Mrs. Manik Anil Lonkar for a period of 5 (five) years with effect from 7th, January 2015.

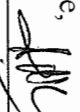
RESOLVED FURTHER that the Board of Directors (which term shall include any Committee constituted or to be constituted by the Board) and / or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.

ITEM NO. 6

Shifting the place of Register of Members and Register of Deposit

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

RESOLVED THAT pursuant to provisions of section 94 and other applicable provisions, if any, of the Companies act, 2013, the Register of Members and Index of Members, in respect of Shares/Securities issued by the Company and register of Deposits shall be kept at the office of Registrar and Shares transfer Agent of the Company viz. M/s, System Support Services 209, Shivani Ind.Estate, Near Park -Davis, 89, Andheri-KurlaRoad, Sakinaka, Mumbai-400072,

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RESOLVED FURTHER THAT the Board of Director of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper and expedient to give effect to this resolution.

ITEM NO. 8

Adoption of new set of Article of association

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

RESOLVED THAT pursuant to provisions of section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modifications or amendment thereto and re-enactment thereof for the time being in force) the existing Article of Associations of the Company be and is hereby replaced with the new set of Article of Association and the said new Article of Association be and is hereby approved and adopted as the Article of Association of the Company in place of, in substitution and in entire exclusion of the existing Article of Association .

RESOLVED FURTHER THAT the Board of Director of the Company be and are hereby authorized to do all such acts, deeds and action as may be necessary, proper and expedient to give effect to this resolution


ITEM NO. 9

To amend Incidental Object Clause of the Memorandum of Association of the Company

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

“RESOLVED THAT in accordance with the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013,(the "Act") (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to necessary approvals if any, clause III (B) of the Object clause that is incidental or ancillary to the attainment of the main object of the Memorandum of Association be and are hereby replaced with the Title “ Matters which are necessary for furtherance of the objects specified in clause III (A) ”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013,(the "Act") (including any statutory modifications or re-enactment thereof, for the time being in force), the Memorandum of Association of the Company, Listing Agreement entered into by the Company with the BSE Limited & National Stock Exchange of India Limited where the shares of the Company are listed, the guidelines, regulations, circulars and clarifications issued by the Government of India (GOI),Securities and Exchange Board of India (SEBI) and any other statutory or regulatory authorities and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to by the Board of Directors of the Company (the 'Board' which


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term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded for alteration of the object clause of the Memorandum of Association of the Company in the manner set out hereunder:

The new clause i.e. **clause B(39)** be inserted after the existing clause B(38) of the Memorandum of Association of the Company set out as under:

Clause B(39): To undertake the business as general traders and merchants, and buy, sell, export, import, deal in commodities, goods, things, contracts of all types, to deal in any commodity market, commodity exchange, spot exchange, for itself or for others, transaction in the nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options, futures and options and in derivatives of all the commodities, whether for the purpose of trading, investment, hedging, arbitrage, or any other purpose, whether in India or abroad and to undertake the activity of warehousing and processing as may be required for the aforesaid purpose(s).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

ITEM NO. 10

Re-Categorization of the 'other object clause' of the Memorandum of Association in conformity with the new Companies Act, 2013

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

"RESOLVED THAT in accordance with the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Act") (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to necessary approvals if any, the other Object Clause of the Memorandum of Association of the Company i.e. clause (C) 39 to Clause (C) 106 be and is hereby shifted to under the Clause (B) 39 as Clause (B) 40 to clause (B)107.



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The Chairman then directed the Company Secretary to intimate the results to the Stock Exchanges and necessary Reports on the meeting to the Registrar of Companies and also to arrange publication of the results in newspapers and on Company's website.

Proceedings thereafter concluded with a vote of thanks to the chair.

Date: 20.01.2015

Place: NAGPUR


CHAIRMAN

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