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NPL/SE/2019

27th September, 2019

To,
The General Manager
DCS-CRD
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400001

BSE CODE: 530119

Sub: Submission of the Minutes of the 28th Annual General Meeting held on 20th September, 2019.

Dear Sir,

With reference to the Regulation 30 read with Schedule III of SEBI (LODR) Regulation, 2015, we hereby submit the detailed Proceedings/Minutes of the 28th Annual General Meeting held on Friday, 20th September, 2019 at 2:00 P.M. at the Registered Office of the Company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully,
For, NATRAJ PROTEINS LTD.

K.C. SHARMA
MANAGING DIRECTOR
DIN: 00012900
Encl.: a/a
MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF
THE MEMBERS OF NATRAJ PROTEINS LIMITED HELD ON
FRIDAY, 20TH DAY OF SEPTEMBER, 2019 AT THE
REGISTERED OFFICE OF THE COMPANY AT NAGPUR-
KALAN ORDINANCE FACTORY ROAD, ITARSI (M.P.) AT 2.00
P.M. AND CONCLUDED AT 2.30 P.M.

PRESENT:
1. Shri K.C. Sharma - On the chair
2. Shri Sharad Kumar Jain - Whole-Time Director
3. Shri Rajender Singh Tomar - Independent Director
4. Shri Umesh Narayan Trivedi - Independent Director
5. Shri Pradeep Agrawal - Independent Director

OFFICERS FOR ASSISTANCE:
Shri Ritesh Sharma - Chief Financial Officer
CS Pooja Agrawal - CS & Compliance Officer

SPECIAL INVITEE:
CS Ishan Jain - Scrutinizer

NUMBER OF MEMBERS AS ON THE CUT-OFF DATE AND
REQUIREMENT OF QUORUM FOR THE AGM:
As per records made available by Ankit Consultancy Pvt. Ltd., the Share
Transfer Agent, the total No. of Members on the Cut-off date was 972
Members who were entitled to attend and vote at the 28TH AGM, out of
them total 8 Members were present in person and 15 members attended
through their Proxies as per the attendance Register. And minimum 5
members were required to constitute the valid quorum for the 28TH
AGM.

LEAVE OF ABSENCE:
leave of absence was granted to Smt. Namita Sharma due to her pre-
occupational activity for attending the 28TH Annual General Meeting
except to the Auditors including Secretarial and Statutory Auditors of
the company on their request being made to the Board of Directors

CHAIRMAN:
Shri K. C. Sharma, Chairman of the Company occupied the Chair for the
Meeting and welcomed all the members present in the meeting.

QUORUM FOR THE MEETING:
At the 28TH AGM total 23 Members were present in person including 15
proxies as per the attendance Register, hence adequate quorum for the
meeting was present

PROCEDURE FOR THE 28TH ANNUAL GENERAL MEETING
The Chairman delivered his speech to the members at the AGM.

The Chairman further informed that the Chairman of the Audit
Committee is available, he will reply for the matters relating to the
Accounts of the Company.
The Company Secretary informed the members that electronic copies of the Annual Report for the financial year 2018-19 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s). Physical copies of same have been sent to all other members at their registered address in permitted mode; as per records made available by NSDL, CDSL and Registrar & Share Transfer Agent of the Company.

The Company Secretary informed the members that the Notice of this Annual General Meeting is given on Page No. 5 to 11 of 28th Annual Report and with the consent of Members the Notice of AGM is hereby taken as read.

The Company Secretary informed the members that the Auditors Report on the Financial Statements of the Company is given by the Statutory Auditor M/s Anup Shrivastava & Associates, Chartered Accountant, Bhopal and do not contain any qualification or negative remarks. With the consent of Members the Independent Auditors’ Report on financial statements of the Company, is taken as read.

The Company Secretary informed the members that the Secretarial Audit Report for Financial Year 2018-19 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore. Secretarial Audit Report contains certain qualification which were suitably replied in the Board Report.

CS informed that the Register of Director’s shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

Company Secretary informed that as per requirement of the Companies Act, 2013 the electronic voting was commended on 9:00 A.M. of 17th September, 2019 had already been completed at 5.00 P.M. on 19th September, 2019 and voting in the general meeting shall be conducted by way of poll therefore the members of the Company were requested to mark their assent or dissent on the ballot paper provided to them. He also informed that the members may ask their questions on any agenda items of the company at any time during the meeting.

Company Secretary also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (FCS: 9985, CP: 13032) of Indore as scrutinizer to scrutinize the e-voting results as well as voting through poll.

During the AGM the Company Secretary further informed about the recent developments or events relating to shareholders of the company.

After that the Company Secretary placed before the meeting businesses as contained in the Notice one by one for consideration and approval of the members. Further the Company Secretary asked the members of the company present at the meeting to raise queries relating to the business affairs of the Company if any, which would be replied by the Chairman of the Audit Committee. However, no questions were raised.
On the instructions of the Chairman, the Company Secretary arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members were then provided opportunity to cast their votes by Poll and drop their Poll Papers which were provided in the Form MGT-12 in the Poll Box and then requested them to ensure that if any member have cast their vote by Remote E-voting process, they will not be entitled to cast votes by Poll again and even if it is cast, the Vote given by e-voting shall be considered as final and the later be treated as invalid by the Scrutinizer and the vote casted by electronic mode will be prevailed.

The Chairman provided 15 minutes’ time for polling and then the Scrutinizer ascertained that no member was left for polling; he sealed the Poll Box in presence of two witnesses who was not in employment of the company and collected the Poll Box and Attendance Sheet, etc for scrutiny of the Poll Papers.

Thereafter the Chairman informed all the members of the Company that the results of the Poll and E-Voting along with the report of the scrutinizer will be announced within 48 hours from the conclusion of the AGM and the results of the voting shall be declared by the Chairman upon receipt of the Scrutinizers Report and the same shall be placed at the Company’s, BSE and NSDL Website.

Thereafter, the meeting was concluded at 2.30 P.M. by giving vote of thanks to the members who have attended the meeting.

SCRUTINERS REPORT:
Company Secretary of the Company authorized by the Board received the Scrutinizers’ Report Consolidated Report alongwith Form MGT-13 at the Annual General Meeting held on 20th Sept., 2019.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSES AT THE 28th ANNUAL GENERAL MEETING ON 21st SEPT., 2019 AFTER RECEIPT OF SCRUTINISER REPORT
Thereafter, the Chairman declared the following results for the 28th Annual General Meeting held on 20th Sept., 2019. The results were declared on 21st Sept., 2019 that the date of the passing of the resolutions shall be considered as the date of the 28th Annual General Meeting, i.e. 20th Sept., 2019, when the Poll was taken for all the purposes.

ORDINARY BUSINESSES BY ORDINARY RESOLUTION:
ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS INCLUDING AUDITED BALANCE SHEET, STATEMENT OF CHANGES IN EQUITY, STATEMENT OF P&L AND CASH FLOW STATEMENT ALONGWITH REPORTS OF THE BOARD AND AUDITOR FOR THE YEAR ENDED 31st MARCH, 2019;

[Chairman's Initials]
RESOLVED THAT the financial statement of the company including the audited Balance Sheet as at 31st March 2019 & Statement of Profit & Loss, Statement of Change in Equity and the Cash Flow for the year ended 31st March, 2019 along with the Board’s Report, Corporate Governance Report and the Auditor’s Report and Secretarial Audit Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted by the members at the Annual General Meeting of the company.

The Results of the Voting are as under:

<table>
<thead>
<tr>
<th>Resolution required: (Ordinary/ Special)</th>
<th>Ordinary</th>
</tr>
</thead>
<tbody>
<tr>
<td>Whether promoter/ promoter group are interested in the agenda/resolution?</td>
<td>No</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Category</th>
<th>Mode of Voting</th>
<th>No. of shares held</th>
<th>No. of votes polled</th>
<th>% of Votes Polled on outstanding shares [(4)/(2)/(1)]* 100</th>
<th>No. of Votes in favour</th>
<th>No. of Votes against</th>
<th>% of Votes in favour on votes polled [(4)/(2)]* 100</th>
<th>% of Votes against on votes polled [(5)/(2)]*100</th>
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</thead>
<tbody>
<tr>
<td>Promoter and Promoter Group</td>
<td>E-Voting</td>
<td>19,88,225</td>
<td>74,000</td>
<td>3.72%</td>
<td>74,000</td>
<td>0</td>
<td>100.00%</td>
<td>0</td>
</tr>
<tr>
<td></td>
<td>Poll</td>
<td>10,07,000</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0</td>
<td>100.00%</td>
<td>0</td>
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<tr>
<td></td>
<td>Postal Ballot</td>
<td>0</td>
<td>0</td>
<td>0%</td>
<td>0</td>
<td>0</td>
<td>100.00%</td>
<td>0</td>
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<tr>
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<td>Total</td>
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<td>0</td>
<td>0%</td>
<td>0</td>
<td>0</td>
<td>100.00%</td>
<td>0</td>
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<td>Total</td>
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<td>0%</td>
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<td>Public Non Institutions</td>
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<td>5,600</td>
<td>0.33%</td>
<td>5,600</td>
<td>0</td>
<td>100.00%</td>
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<tr>
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<td>Poll</td>
<td>70,833</td>
<td>4.20%</td>
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<td>Postal Ballot</td>
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<tr>
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<td>Total</td>
<td>1687,435</td>
<td>76,433</td>
<td>4.53%</td>
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<td>100.00%</td>
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<tr>
<td>Total</td>
<td></td>
<td>37,47,000</td>
<td>11,57,433</td>
<td>30.88%</td>
<td>11,57,433</td>
<td>0</td>
<td>N.A.</td>
<td>N.A.</td>
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</table>

Based on the aforesaid results, given by the Scrutinizer, the Ordinary Resolution as contained in Item No. 1 of the Notice of the 28th AGM has been PASSED by unanimous Consent.

ITEM NO.2: RE-APPOINTMENT OF SHRI SHARAD KUMAR JAIN (DIN 02757935) WHOLE TIME DIRECTOR, WHO IS LIABLE TO RETIRE BY ROTATION AND IS BEING ELIGIBLE AND OFFER HIMSELF FOR RE-APPOINTMENT.

RESOLVED THAT subject to the provisions of section 152 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Sharad Kumar Jain (DIN: 02757935) who is liable to retire by rotation offered himself for
HELD AT ..........................................., ON ................................................., TIME .................................................

Resolution required: (Ordinary/ Special)  Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?  No

<table>
<thead>
<tr>
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<td>19,88,225</td>
<td>74,000</td>
<td>3.72%</td>
<td>74,000</td>
<td>0</td>
<td>100.00%</td>
<td>0</td>
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<td>Postal Ballot</td>
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<td>50.65%</td>
<td>10,07,000</td>
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<td>100.00%</td>
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</tr>
<tr>
<td>Total</td>
<td></td>
<td>19,88,225</td>
<td>10,81,000</td>
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<td>0</td>
<td>100.00%</td>
<td>0</td>
</tr>
<tr>
<td>Public Institutions</td>
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<td></td>
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<td>Postal Ballot</td>
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<td>0</td>
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<tr>
<td>Non Institutional E-Voting</td>
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<td>5,600</td>
<td>0.33%</td>
<td>5,600</td>
<td>0</td>
<td>100.00%</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Postal Ballot</td>
<td>70,833</td>
<td>4.20%</td>
<td>70,833</td>
<td>0</td>
<td>100.00%</td>
<td>0</td>
<td></td>
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<tr>
<td>Total</td>
<td></td>
<td>1687435</td>
<td>76,433</td>
<td>4.53%</td>
<td>76,433</td>
<td>0</td>
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<td>30.88%</td>
<td>11,57,433</td>
<td>0</td>
<td>N.A.</td>
<td>N.A.</td>
</tr>
</tbody>
</table>

The Results of the Voting are as under:

Based on the Scrutinizer Report, the Ordinary Resolution as contained in Item No. 2 of the Notice of the 28th AGM has been PASSED by unanimous Consent.

SPECIAL BUSINESS BY ORDINARY RESOLUTION:
ITEM NO 3: RATIFICATION FOR FIXING REMUNERATION OF COST AUDITOR FOR THE FINANCIAL YEAR 2019-20:

"RESOLVED THAT pursuant to section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors Rules) 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Yogesh Chourasia & Associates, Cost Accountants (Firm Registration No.: 000271) appointed as the Cost Auditors by the Board for conducting Cost Audit for the Financial Year 2019-20 on a remuneration of Rs. 67,500/- plus GST be and is hereby ratified."

Resolution required: (Ordinary/ Special)  Ordinary
Whether promoter/ promoter group are interested in the agenda/resolution?  No
Based on the Scrutinizer's Report, the Ordinary Resolution as contained in Item No. 3 of the Notice of the 28th AGM has been PASSED by requisite majority.

**SPECIAL BUSINESS BY SPECIAL RESOLUTION:**

**ITEM NO 4: RE-APPOINTMENT OF RAJENDER SINGH TOMAR (DIN-07102758) AS THE INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 (FIVE) CONSECUTIVE YEARS W.E.F. 27TH FEBRUARY 2020 TO 26TH FEBRUARY, 2025.**

"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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Rajender Singh Tomar (DIN-07102758), who was appointed as an Independent Director for a 1st term of 5 years which is ending on 26th February, 2020 and being eligible, and has submitted a declaration for confirming his independence and upon recommendation of the Nomination and Remuneration Committee and the Board, Shri Rajender Singh Tomar, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 (five) consecutive years, w.e.f. 27th February, 2020 to 26th February, 2025 and he shall not be liable to retire by rotation."

**Chairman's Initials**
The Chairman further authorized the Company Secretary and Compliance Officer to communicate the aforesaid results of the 28th Annual General Meeting to the BSE and to submit to the NSDL and website of the Company.

PLACE: ITARSI
DATE: 23RD SEPT., 2019

The aforesaid Minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairman on 22nd Sept., 2019.

PLACE: ITARSI
DATE: 23RD SEPT., 2019

**HELD AT**

<table>
<thead>
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</tr>
<tr>
<td></td>
<td>Poll</td>
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<tr>
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<tr>
<td><strong>Public Institutions</strong></td>
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<tr>
<td><strong>Public Non Institutions</strong></td>
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</tr>
<tr>
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<tr>
<td></td>
<td>Postal Ballot</td>
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<td>30.88%</td>
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</tbody>
</table>

Based on the Scrutinizers Report, the Special Resolution as contained in Item No. 4 of the Notice of the 28th AGM has been PASSED by requisite majority.