

# Natraj Proteins Limited

SOLVENT EXTRACTION PLANT & REFINERY  
Nagpur Kalan, Ordinance Factory Road, ITARSI

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CIN : L00153 MP 1990 PLC 006090



Ref. :

NPL/SE/2023

Date :

5<sup>th</sup> September, 2023

Online filing at [www.listing.bseindia.com](http://www.listing.bseindia.com)

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

**BSE CODE: 530119**

**Sub: Submission of 32<sup>nd</sup> Annual Report along with Notice of Annual General Meeting to be held on Saturday, 30<sup>th</sup> September 2023 at the Registered Office of the Company at 2.00 P.M. through Video Conferencing or Other Audio Visual Means (OAVM) pursuant to Regulation 34(1) of SEBI (LODR) Regulations, 2015.**

Dear Sir/Ma'am,

Pursuant to provisions of regulation 34(1) of the SEBI (LODR) Regulations, 2015, we are pleased to submit the 32<sup>nd</sup> Annual Report for the year 2022-23 of the Company containing the Balance Sheet as at 31<sup>st</sup> March, 2023, Statement of Changes in Equity and the Statement of the Profit and Loss and Cash Flow for the year ended 31<sup>st</sup> March, 2023 and the Boards' Report along with Corporate Governance Report and the Auditors' Report on that date and its annexures.

Kindly note that the 32<sup>nd</sup> Annual General Meeting of the company is scheduled to be held on Saturday, 30<sup>th</sup> September 2023 at the Registered Office of the Company at 2.00 P.M through Video Conferencing or Other Audio-Visual Means (OAVM).

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

Thanking You.

Yours Faithfully,

For, NATRAJ PROTEINS LIMITED

**POOJA AGRAWAL**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**

*Encl.: Annual Report -2022-23 alongwith Notice of AGM.*



**32<sup>nd</sup>**  
**Annual Report**  
**2022 - 23**



***Natraj***  
***Proteins Limited***

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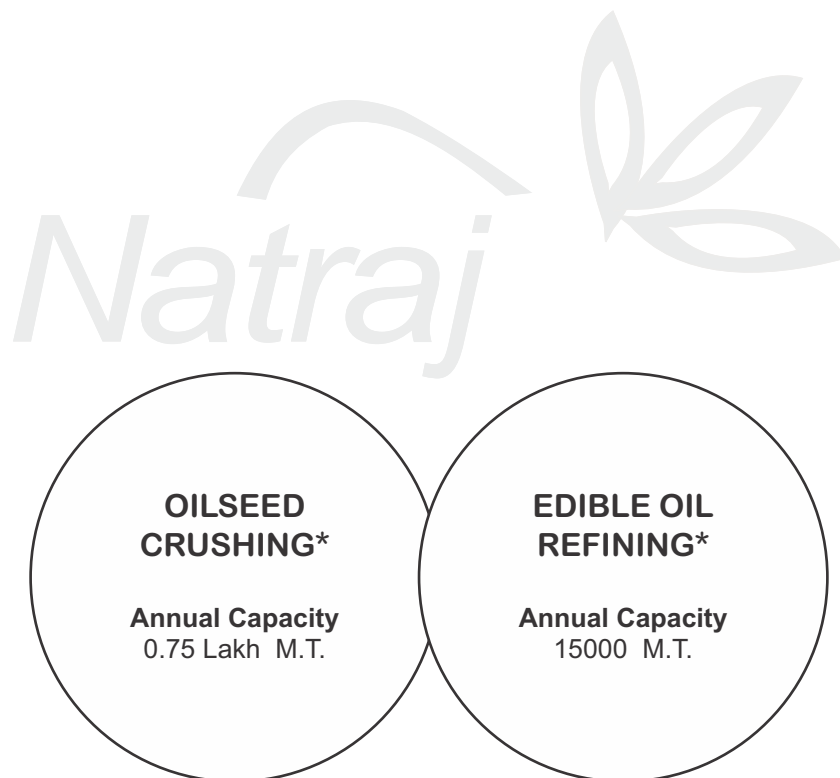
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## Natraj Proteins in a Nutshell

Natraj Proteins Ltd. (Natraj) was established in the year 1990. Natraj has been consistently pushing technology frontiers for more than 26 years, to meet the challenging demands of edible soya oil. The Quality is the key driver of success at Natraj, having range of plant and equipment is based on a spectrum of energy and environmental research that will return benefit for generations. A three-stage quality control module is adopted which includes stringent check on incoming raw material, in-process control and final testing. Prior to the shipping of product, Natraj also conducts thorough inspection to ensure that they comply with client's specifications.

Natraj has well established infrastructure, characterized & experienced workforce and amiable working environment.

As a part of our corporate social responsibility, we undertake community development activities and focus on promoting education and healthcare. The Capacity break-up of the company is as shown below:



\* Assuming 300 working days per year

## Corporate Information

### **BOARD OF DIRECTORS**

<b>Name</b>	<b>Designation</b>
Shri Kailash Chand Sharma	Chairman & Managing Director
Shri Sharad Kumar Jain	Whole Time Director
Shri Umesh Narayan Trivedi	Independent Director
Shri Pradeep Agrawal	Independent Director
Shri Rajender Singh Tomar	Independent Director
Smt. Namita Sharma	Non-Executive Women Director
Shri Vishal Kumar	Additional Independent Director
Shri Praneet Mishra	Additional Independent Director

### **Other Key Managerial Personnel**

<b>Name</b>	<b>Designation</b>
Shri Abhinandan Prajapati	CFO
CS Pooja Agrawal	Company Secretary & Compliance Officer

### **Committees of the Board**

#### **Audit Committee**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

#### **Stakeholders' Relationship Committee**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

#### **Nomination & Remuneration Committee**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

#### **Corporate Social Responsibility Committee**

<b>S. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Position in the Committee</b>
1.	Shri Kailash Chand Sharma	Managing Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Umesh N. Trivedi	Independent Director	Member

**Internal Committee on Sexual Harassment of Women at the Workplace**

S. No.	Name	Designation	Position in the Committee
1.	Smt. Namita Sharma	Women Director	Chairperson
2.	CS Pooja Agrawal	Company Secretary	Member
3.	Shri Abhinandan Prajapati	Chief Financial Officer	Member

**Corporate Compliance Committee**

S. No.	Name	Designation	Position in the Committee
1.	Shri Umesh N. Trivedi	Independent Director	Chairman
2.	Shri Pradeep Agrawal	Independent Director	Member
3.	Shri Rajender Singh Tomar	Independent Director	Member

<b><u>Statutory Auditor:</u></b> <b>M/s Bhutoria Ganesan &amp; Company</b> <b>Chartered Accountant</b> Bhopal	<b><u>Secretarial Auditor</u></b> <b>M/s. D.K. Jain &amp; Co.,</b> <b>Company Secretaries</b> Indore
<b><u>Cost Auditor</u></b> <b>M/s. Yogesh Chourasia &amp; Associates</b> <b>Cost &amp; Management Accountants</b> Bhopal	<b><u>Internal Auditor</u></b> <b>Mr. Abhinandan Prajapati</b>
<b><u>Banker:</u></b> Bank of Baroda, Bhopal	<b><u>Name of the Stock Exchange</u></b> BSE Limited, Scrip Code: 530119
<b>Registered Office &amp; Plant</b> Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111 Phone 07572-262636-38 Email: natrajproteinltd@rediffmail.com Website: www.natrajproteins.com	<b>Share Transfer Agent:</b> Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) Phone: 0731-2551745 Email: compliance@ankitonline.com

## NOTICE

**NOTICE** is hereby given that 32nd Annual General Meeting (AGM) of the members of **NATRAJ PROTEINS LIMITED** ("NPL") will be held on **Saturday, 30th day of September, 2023 at 2.00 P.M.** through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") for which purposes the Registered Office of the company situated at Nagpur-Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111 shall be deemed as the Venue of the Meeting, to transact the following businesses:

### **ORDINARY BUSINESSES:**

1. To receive, consider, approve and adopt the Audited Financial Statements which includes the Audited Balance Sheet as at 31st March, 2023, Statement of changes in Equity, Profit & Loss and Cash Flow of the Company for the year ended 31st March, 2023 and the Reports of the Board's and Auditors thereon.
2. To appoint a director in place of **Shri Kailash Chand Sharma (DIN:00012900)** who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESSES**

3. **To re-appoint Shri Sharad Kumar Jain (DIN: 02757935) as the Whole-time Director of the company w.e.f. 1st October, 2023.**

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

**"RESOLVED THAT** upon the recommended of the Nomination and Remuneration Committee of the Board and the approval of the Board of directors of the Company, pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Shri Sharad Kumar Jain (DIN: 02757935) as the Whole-time Director and designated as the Executive Director of the Company for a further period of 3(three) years w.e.f. 1st October, 2023 on the consolidated monthly remuneration of Rs. 75,000 p.m."

**"RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Sharad Kumar Jain shall not be in excess of the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure."

**"RESOLVED FURTHER THAT** there shall be clear relation of the Company with Shri Sharad Kumar Jain as "the Employer-Employee" and each party may terminate the above said appointment with the six months' notice in writing or salary in lieu thereof."

**"RESOLVED FURTHER THAT** Shri Sharad Kumar Jain, the Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company."

**"RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute decide breakup of the remuneration within the above said maximum permissible limit, in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

4. **To ratify the remuneration to be paid to M/s Yogesh Chourasia & Associates, Cost Accountants (FRN: 000271) for the year 2023-24.**

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(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) who was appointed as the Cost Auditors by the Board for conducting Cost Audit of the Company for the Financial Year 2023-24 on a remuneration of Rs. 75,000/- plus GST be and is hereby ratified.”

5. **To approve and confirm the Appointment of Shri Vishal Kumar(DIN:10288687) as an Director under the category of Non-Executive Independent Director 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** pursuant to the provisions of section 149, 152 read with the provisions of Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, **Shri Vishal Kumar (DIN:10288687)**, who was appointed by the Board of Directors as an Additional Director under the category of Non-Executive Independent Director and to holds office until the date of this Annual General Meeting be and is hereby confirmed and appointed as a Director under the category of Non-Executive Independent Director, who shall not liable to retire by rotation, to hold office for a First term of 5 (Five) consecutive years w.e.f. 1st September, 2023.

**RESOLVED FURTHER THAT** the Board of directors of the Company be and are hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **To approve and confirm the Appointment of Shri Praneet Mishra (DIN:10288688) as a Director under the category of Non-Executive Independent Director 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** pursuant to the provisions of section 149, 152 read with the provisions of Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, **Shri Praneet Mishra (DIN:10288688)**, who was appointed by the Board of Directors as an Additional Director under the category of Non-Executive Independent Director and to holds office until the date of this Annual General Meeting be and is hereby confirmed and appointed as a Director under the category of Non-Executive Independent Director, who shall not liable to retire by rotation, to hold office for a First term of 5 (Five) consecutive years w.e.f. 1st September, 2023.

**RESOLVED FURTHER THAT** the Board of directors of the Company be and are hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

**BY ORDERS OF THE BOARD**

Date: 1st September, 2023

Place: Itarsi

**Natraj Proteins Limited**

**CIN: L00153MP1990PLC006090**

Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111

**CS POOJA AGRAWAL**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**  
**ACS 49139**



**NOTES :**

1. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 2/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022 and Circular No.10/2022 dated 28th December, 2022 (Collectively referred as MCA Circulars) read with Rules and circulars made thereunder and Master Circular dated 11th July, 2023 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members to the 32nd AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 32nd AGM is not annexed to the notice.
3. The Members can join the 32nd AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
4. The attendance of the Members attending the 32nd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the 32nd AGM. For this purpose, the Company has arranged with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The Notice calling the AGM along with complete Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. In line with the MCA Circular, the Notice along with Annual Report has been uploaded on the website of the Company at [www.natrajproteins.com](http://www.natrajproteins.com). The Notice and Annual Report can also be accessed from the websites of the Stock Exchange BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. ([www.evotingindia.com](http://www.evotingindia.com)). However, if any specific request is received from the members demanding of the physical copy of the Annual Report will be provided by the company.
7. This 32nd AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular.

8. The recorded transcript of the forthcoming 32nd AGM shall also be made available on the website of the Company [www.natrajproteins.com](http://www.natrajproteins.com) as soon as possible after the Meeting is over.
9. Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the 32nd AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
11. The company has notified closure of **Register of Members and Share Transfer Books from Sunday, 24th September, 2023 to Saturday, 30th September, 2023, (both days inclusive)** for the purpose of the Annual General Meeting.
12. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
13. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date on Saturday, the 23rd September, 2023.**
14. CS Ishan Jain, Practicing Company Secretary (M.No. FCS 9978 & C.P. No. 13032) Proprietor of M/s. Ishan Jain & Co., Company Secretaries, Indore (F.R.No. S2021MP802300) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the 32nd AGM and remote e-voting process in a fair and transparent manner.
15. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID: [natrajproteinltd@rediffmail.com](mailto:natrajproteinltd@rediffmail.com) so that the information required may be made available at the Meeting.
16. The Members are requested to:
  - Intimate changes, if any, in their registered addresses immediately.
  - Quote their ledger folio number in all their correspondence.
  - Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company
17. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Ankit Consultancy Pvt. Ltd., Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id [investor@ankitonline.com](mailto:investor@ankitonline.com), [compliance@ankitonline.com](mailto:compliance@ankitonline.com) to receive the soft copy of all communication and notice of the meetings etc., of the Company.
18. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 32nd AGM. Members seeking to inspect such documents can send an email to [natrajproteinltd@rediffmail.com](mailto:natrajproteinltd@rediffmail.com).
19. As per SEBI Circular dated 20th April, 2018 shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. (PAN) and Bank Account Details to the RTA of the Company.

20. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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.,
- **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records, which will help the Company and its RTA provide efficient and better service to the Members.
  - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website [www.natrajproteins.com](http://www.natrajproteins.com) under Standard documents for Investors and is also available on the website of the RTA.
22. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD- 1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access [www.natrajproteins.com](http://www.natrajproteins.com) for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
23. In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, Ankit Consultancy Pvt Ltd will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

In compliance with SEBI guidelines, the Company sent communication intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.

24. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.

In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.

25. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members may contact the Company or RTA, for assistance in this regard.

26. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the RTA having email Id [investor@ankitonline.com](mailto:investor@ankitonline.com), [compliance@ankitonline.com](mailto:compliance@ankitonline.com).

**27. Voting through electronic means:**

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. **The voting period begins on 27th September, 2023 (Wednesday) at 9.00 AM (IST) and ends on 29th September, 2023 (Friday) at 5.00 P.M (IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **23rd September, 2023 (Saturday)** 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. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of Master Circular No. SEBI/HO/SFD/PoD/CIR/P/2023/120 dated 11th July, 2023 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>a. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>b. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>d. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>a. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>b. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" module.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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 use the sequence number sent by Company/RTA or contact Company/RTA.
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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Natraj Proteins Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an option provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically and be delink in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [natrajproteinltd@rediffmail.com](mailto:natrajproteinltd@rediffmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHARE HOLDERS ATTENDING THE 32ND AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the 32nd AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the 32nd AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [natrajproteinltd@rediffmail.com](mailto:natrajproteinltd@rediffmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [natrajproteinltd@rediffmail.com](mailto:natrajproteinltd@rediffmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**



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 update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending 32nd AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free No. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free No. 1800 22 55 33.

26. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
27. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the **cut-off date i.e.25th August, 2023 (Friday)**, may obtain the login ID and password by sending a request at [investor@ankitonline.com](mailto:investor@ankitonline.com) or [compliance@ankitonline.com](mailto:compliance@ankitonline.com).
28. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e.23rd September, 2023 (Saturday) only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.**
29. The Chairman shall, at the 32nd AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged-in at the AGM but have not cast their votes by availing the remote e-voting facility.
30. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company [www.natrajproteins.com](http://www.natrajproteins.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Ltd.
31. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:  
  
M/s. Ankit Consultancy Pvt. Ltd.  
  
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010  
  
Tel: 0731-4281333,4065797/99;  
  
E-mail:[investor@ankitonline.com](mailto:investor@ankitonline.com), [Compliance@ankitonline.com](mailto:Compliance@ankitonline.com)
32. As the 32nd AGM is being held through VC, therefore, the route map is not annexed to this Notice.

**DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING**

Name of Directors	Shri Kailash Chand Sharma	Shri Sharad Kumar Jain	Shri Vishal Kumar	Shri Praneet Mishra
Designation	Chairman & Managing Director	Whole-time Director	Independent Director	Independent Director
DIN	00012900	02757935	10288687	10288688
Date of Birth	20/07/1960	06/02/1964	05/06/1979	23/08/1990
Expertise/ Experience in specific functional areas	33 years' experience in soya business	36 years' experience in Soya Industry and Real Estate business	Having more than 10 years of experience in the Corporate Law Matters	Having more than 7 years of experience in the Transportation and Logistics
Qualification	B.Com.	B.Sc.	L.L.B.	MBA
Brief Resume	Shri Kailash Chand Sharma is a Commerce Graduate and having experience of more than 33 years in Soya Industry. He is one of the core promoter since incorporation of the company. He is also having knowledge of finance and accounting and he is mainly responsible for purchase of soya seeds and day to day business operations of the company.	Shri Sharad Kumar Jain is a graduate in Commerce and havemore than 36 years of experience in the Soya Industry. He is one of the core promoter since the incorporation of the Company. He is also whole-time director and he is mainly responsible for general business activities besides other duties and responsibilities.	Shri Vishal Kumar is having more than 10 years of experience as a Practicing Advocate of the Supreme Courtin Corporate Laws.	Shri Praneet Mishra is having more than 7 years of experience in the field of Transportation and Logistics.
No. & % of Equity Shares held	1,65,000 (4.40%)	2,39,000 (6.38%)	0.00	0.00
Details of outside Company's directorship held	1. Tripure Builcon Private Limited	NIL	NIL	NIL
Chairman/Mem ber of the Committees of the Board of Directors of the Company	Chairman of CSR Committee	N.A.	N.A.	N.A.
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is a director	-	-	-	-
Disclosures of relationships between non-directors and KMPs inter-se.	Father in Law of Smt. Namita Sharma, Women Non-Executive director	None	None	None

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO  
SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

Shri Sharad Kumar Jain (DIN:02757935) was re-appointed at the 29th Annual General Meeting held on 28th Sept., 2020 as the Whole-Time Director for a term of 3 (Three) years w.e.f. 1st October, 2020. Therefore, he is required to be re-appointed by the Company for a further term of 3 (Three) years w.e.f. 1st October, 2023.

Shri Sharad Kumar Jain is one of the core promoters and associated with the Company since its incorporation. The Nomination and Remuneration Committee and the Board of directors of the Company after due consideration of his performance consider appropriate to reappoint Shri Sharad Kumar Jain as the Whole-time Director at their Meeting held on 1st September, 2023 on the terms and conditions and remuneration as disclosed in the resolution.

The brief profile of Shri Sharad Kumar Jain is given under the details of the directors seeking re-appointment as set out in the Item No. 3 of the notice and recommend passing Special Resolution at the Meeting.

The Information as required under section II, Part 2 of the Schedule V is being given as under:

**I. General Information:**

(1)	Nature of industry	Solvent Extraction Process of Edible Soya Oil
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(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., already existing in business
(4)	Financial performance based on given indicators	The Company has achieved gross turnover of Rs. 14,359.72 Lakhs for the year ended 31st March, 2023 and earned profits before Tax Rs. 101.29 Lakhs.
(5)	Foreign investments or collaborations, if any.	The company is not having any Foreign Investment or any sought of Collaboration with the foreign entity. However, the company is having NRI shareholders constituting to 3.52% of the total paid-up share capital of the company.

**II. Information about the appointee:**

(1)	Background details	He has a bachelor's in science and have more than 36 years of experience in the Soya Industry.
(2)	Past remuneration	The total Remuneration for the year period 2022-23 was Rs. 6.60 Lakhs
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	He is mainly responsible for general business activities besides other duties and responsibilities.
(5)	Remuneration proposed	Rs.9.00 Lakhs.

(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shri Sharad Kumar Jain holds 6.38% equity share capital of the Company. He is also having interest to the extent of the remuneration which he may draw from the Company being the Whole-time Director and dividend as may be declared by the Company (if any).  He is not having any relationship with any other Director or KMP's of the company.

### III. Other information:

(1)	Reasons of loss or inadequate profits	There is no loss however, if the company is having inadequate profits for remuneration proposed to be payable to the proposed appointee. The said inadequate profit is due to increase in the remuneration payable to appointee.
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits every year.

Shri Sharad Kumar Jain is financially interested in the resolution to the extent of the remuneration as may be paid to him. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolutions.

#### Item No. 4

The Board on the recommendation of Audit Committee has approved the appointment of M/s Yogesh Chourasia & Associates, Cost & Management Accountant (Firm Registration No. 000271) as the Cost Auditor of the Company for conducting Cost Audit for the year 2022-23 at a remuneration of Rs.75,000/- plus applicable GST. In accordance with the provision of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the Members of the company, accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the notice for ratification of remuneration payable to the cost auditors.

None of the directors or Key Managerial Personnel (KMP) or their relatives thereof are concerned or interested financially or otherwise in the proposed Resolution. The Board recommends passing necessary resolution as set out in Item No. 4 of the notice as an Ordinary Resolution.

#### Item No. 5:

**Shri Vishal Kumar (DIN: 10288687)** is a Graduate in LLB and a Practicing Advocate of Supreme Court in Corporate Laws and having an experience of 10 (Ten) years in this Profession. The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act ("the Act") read with the Articles of Association of the Company had approved the appointment of Shri Vishal Kumar as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 1st

September, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Shri Vishal Kumar holds the office upto the date of this 32nd Annual General Meeting.

The Board is of the opinion that he is a person of integrity and possesses relevant expertise and experience and are eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Companies Act, 2013 including Rules framed thereunder and the SEBI (LODR) Regulations, 2015 and that he is independent of the management of the Company.

Considering his extensive knowledge and experience as well as professional background, appointment of Shri Vishal Kumar is in the interest of the Company. His continued association with the Company as a Director would be of great advantage. The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 and 25 of the Listing Regulations, Shri Vishal Kumar has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the Company by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. He has further confirmed that he has got his registration in the Independent Directors Data Base of IICA.

In terms of Section 149, 152 read with Schedule IV of the Act, the Board of Directors have reviewed the declaration made by the Director that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and Rules made thereunder and is independent of the Management.

Copy of Letter of Appointment proposed to be issued to Shri Vishal Kumar as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on all working days between 11:00 a.m. to 1:00 p.m. up to the date of Annual General Meeting.

None of the Directors other than Shri Vishal Kumar and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Shri Vishal Kumar may be deemed to be interested in the said resolution, to the extent of their sitting fees as may be received to him, if any, in the Company.

The Board recommends passing necessary resolution as set out in Item No. 5 of the notice as a **Special Resolution**.

**Item No. 6:**

**Shri Praneet Mishra (DIN: 10288688)** is a graduate with an MBA and having an experience of 7 (Seven) years in the business of Transportation and Logistics. The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act ("the Act") read with the Articles of Association of the Company had approved the appointment of Shri Praneet Mishra as an Additional Director in the category of Non Executive Independent Director of the Company w.e.f. 14th August, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Shri Praneet Mishra holds the office upto the date of this 32nd Annual General Meeting.

The Board is of the opinion that he is a person of integrity and possesses relevant expertise and experience and are eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Companies Act, 2013 including Rules framed thereunder and the SEBI (LODR) Regulations, 2015 and that he is independent of the management of the Company.

Considering his extensive knowledge and experience as well as professional background, appointment of Shri Praneet Mishra is in the interest of the Company. His continued association with the Company as a Director would be of great advantage. The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 and 25 of the Listing Regulations, Shri Praneet Mishra

has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the Company by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. He has further confirmed that he has got his registration in the Independent Directors Data Base of IICA.

In terms of Section 149, 152 read with Schedule IV of the Act, the Board of Directors have reviewed the declaration made by the Director that he meets the criteria of independence as provided in Section 149(6) of the Act and the Board is of opinion that he fulfills the conditions specified in the Act and Rules made thereunder and is independent of the Management.

Copy of Letter of Appointment proposed to be issued to Shri Praneet Mishra as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Corporate Office of the Company during normal business hours on all working days between 11:00 a.m. to 1:00 p.m. up to the date of Annual General Meeting.

None of the Directors other than Shri Praneet Mishra and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Shri Praneet Mishra may be deemed to be interested in the said resolution, to the extent of their sitting fees as may be received to him, if any, in the Company.

The Board recommends to pass necessary resolution as set out in Item No. 6 of the notice as a **Special Resolution**.

**By Order of the Board**

Date : 1st September, 2023

Place: Itarsi

**Natraj Proteins Limited**

**CIN: L00153MP1990PLC006090**

Nagpur Kalan, Ordinance Factory Road,

Itarsi (M.P.) 461111

**CS POOJAAGRAWAL  
COMPANY SECRETARY &  
COMPLIANCE OFFICER  
ACS 49139**

## Boards' Report & Management Discussion and Analysis

To,  
The Members of,  
**Natraj Proteins Limited**  
Itarsi, Dist.-Hoshangabad (M.P.)

Your directors take pleasure in presenting their **32nd Annual Report** along with the Audited financial statements for the year ended 31st March, 2023.

### HIGHLIGHTS OF FINANCIAL PERFORMANCE

- Total revenue for the year was Rs. 14369.28 Lakhs as compared to Rs. 14497.58 Lakhs.
- Net sales for the year were Rs. 14359.72 Lakhs as compared to Rs. 14471.18 Lakhs in the previous year.
- Profit before tax for the year was Rs. 101.29 Lakhs as compared to profit of Rs. 1295.62 Lakhs in the previous year.
- Profit after tax for the year was Rs. 70.78 Lakhs as compared to Rs. 936.22 Lakhs in the previous year.

### SUMMARISED PROFIT AND LOSS ACCOUNT

(Rs. In Lakhs)

Particulars	Year ended	
	31.03.2023	31.03.2022
Revenue from Operations (Net)	14359.72	14471.18
Other Income	9.56	26.40
<b>Total Income</b>	<b>14369.28</b>	<b>14497.58</b>
Total Expenditure before Interest and Depreciation	14486.67	13348.81
<b>Profit before Interest, Depreciation &amp; Tax (EBIDTA)</b>	<b>319.97</b>	<b>1442.47</b>
Less: Interest	175.97	107.25
Less: Depreciation	42.71	39.60
<b>Profit before Tax and exceptional item</b>	<b>101.29</b>	<b>1295.62</b>
Less: Exceptional Item	0.00	0.00
<b>Profit before Tax</b>	<b>101.29</b>	<b>1295.62</b>
Less: (a) Current Tax	17.05	341.68
(b) Tax adjustments related to previous year		4.54
(c) Deferred Tax	(13.46)	(13.18)
<b>Net Profit for the Year</b>	<b>70.78</b>	<b>936.22</b>
Add: Other Comprehensive Income	6.36	3.04
<b>Total Comprehensive Income</b>	<b>77.14</b>	<b>939.27</b>
Paid up Equity Share Capital	374.70	374.70
<b>EPS (Equity Shares of Rs. 10/- each) Basic &amp; Diluted (in Rs.)</b>	<b>1.89</b>	<b>24.99</b>

### DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors confirm the following statements in terms of section 134(3)(c) and 134(5) of the Companies Act, 2013:

- a. that in the preparation of the annual accounts for the year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- b. that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently. Judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs and **Profit** of the Company as at 31st March, 2023.
- c. that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that they have prepared the Annual Accounts on a “going concern” basis;
- e. that they have laid down internal financial controls for the company and such internal financial controls were adequate and were operating effectively.
- f. that they have devised proper systems to ensure compliance with the provisions of all applicable laws and such system are adequate and operating effectively.

#### **STATE OF AFFAIRS**

The company is primarily engaged in manufacture of soybean oil, fats and de-oiled cakes through solvent extraction process and wholesale of cereals and pulses. During the year under review, your company has also established Rice Mill for custom milling business activities and installation of Solar Plant approval. Solar Plant for captive consumption has been successfully implemented but the rice mill was expected to be completed by 31st January, 2023 but due to certain delays in procurement of goods and volatility of weather conditions, the project is delayed and your Board of Directors are hopeful to start production in the third quarter of financial year 2023-24.

#### **SHARE CAPITAL**

The paid-up Equity Share Capital as on 31st March, 2023 was Rs. 374.70 Lakhs divided into 37.47 Lakhs equity shares of Rs.10/- each. During the year under review, the Company has not issued shares with differential voting rights or granted stock options or sweat equity shares.

#### **LISTING OF SHARES OF THE COMPANY**

The entire equity shares of the company continue to remain listed on BSE Ltd. (Scrip Code: 530119). The company has paid the Annual Listing Fees to BSE Ltd. for the year 2023-24 and the Custodian fee to the CDSL and NSDL for the financial year 2022-23 on time. The shares of the Company is regularly traded at BSE Ltd.

#### **DIVIDEND**

In order to conserve resources, your directors do not recommend any dividend for the Financial Year 2022-23 (Previous Year 2021-22: Rs. Nil) and proposes to retain the profits for future requirements of the Company.

#### **TRANSFER TO RESERVES**

The company has not transferred any amount to the general reserves or any other reserves during the year 2022-23 (Previous year: Nil).

#### **FINANCE**

Cash and cash equivalent as at 31st March, 2023 is Rs. 34.68 Lakhs (Previous year Rs. 49.36 Lakhs) & Bank balance other than cash & cash equivalents is Rs.204.90 Lakhs. (Previous year Rs. 432.84 Lakhs). The Company continues to focus on management of its working capital, receivables, and inventories. The other working capital parameters are kept under continuous monitoring.

#### **DEPOSITS**

Your Company has not accepted deposits from the public falling within the ambit of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and there were no remaining unclaimed deposits as on 31st March, 2023. Further, the Company has not accepted any deposit or loans in contravention of the provisions of Chapter V of the Companies Act, 2013 and the Rules made there under.



S.No.	Particulars	Amt. in Rs.
1.	Details of Deposits accepted during the year	Nil
2.	Deposits remaining unpaid or unclaimed at the end of the year	Nil
3.	Default in repayment of deposits At the beginning of the year Maximum during the year At the end of the year	N.A.
4.	Deposits not in compliance with law	N.A.
5.	NCLT/ NCLAT orders w.r.t. depositors for extension of time and penalty imposed	N.A.

### PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not provided any loan and guarantee and also not made any investment pursuant to section 186 of the Companies Act, 2013.

### MANAGEMENT DISCUSSION AND ANALYSIS

#### a) Economic Scenario and Future Outlook

An expectedly normal onset of monsoon will help crop production and lead to better quality crop in the current year which adds to the better quality of raw material available at suitable prices. The company is focusing on improving the availability of its packaged oil to tap into the growing market for packaged food products.

#### b) Industry Outlook and Opportunities

The branded edible oil market is expected to grow, and it is estimated that close to 75% of the total edible oil available in terms of volume is retailed as a branded product. The edible oil industry in India is shifting to branded oils, which bodes well for the organized players.

The demand for De-oiled cakes (DOC) is expected to grow as the troubled poultry industry is expected to recover and general awareness about benefit of a protein rich poultry diet. Also, a rise in demand from Bangladesh is expected subject to crop production in South America.

Establishment of Rice Mill for custom milling business activities is expected to be completed this year which will provide additional revenue and better utilization of resources to the Company.

Government intervention in the industry is expected to play a major role this year.

#### c) Opportunities and Threats:

Opportunities this year are expected to arise in the form of better realizable prices of edible oil and cheaper import of seeds from African continent. Export of de oiled cakes to Bangladesh may see an increase as their demand rises and availability to freight trains from India is improved.

Abundant production in South America and demand for Asian countries willing to pay higher price for Soybeans will continue to be a risk. Any adverse changes in government policy will also have a negative impact on the company's business,

#### d) Human Resources:

Many initiatives were taken to support business through organizational efficiency, process change support and various employee engagement programs which has helped the organization to achieve higher productivity level. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

The Company's HR processes such as hiring and on-boarding, fair & transparent performance evaluation, talent management process, workmen development process and market aligned policies are being seen as benchmark practices in the industry.

During the year under review, the following Human Resources initiatives received greater focus:

- **Employer of Choice:** Employees are encouraged to express their views and are empowered to work independently. They were also given the opportunity to learn through various small projects which made them look at initiatives from different perspectives and thus provided them a platform to become result oriented. This has helped greatly in overall development of the employee.
- **Leadership Development:** As a part of Leadership Development, talented employees have been seconded to the senior leadership team to mentor them and prepare them for the next higher role.

**e) Segment Reporting & Finance performance of the Product:**

Company is dealing in business activities i.e., Solvent Extraction and Commodity Derivative Trading. However, there is no requirement of segmental reporting as the sales of commodities/ derivatives are less than the threshold limit.

**f) Details of Significant Changes in Key Financial Ratios**

As per the requirement of New Schedule III of the Companies Act, 2013, the Key Financial Ratio is also provided in the Financial Statements. Members are requested to view the Note No. 30.

However, Return on Net worth for the year is 1.53% as compared to previous year is 12% and the decrease in Return on Net worth indicates the lower profitability in the current year.

**g) Internal Control System and their Adequacy:** The Company possesses robust internal control systems and processes that align with its size and operations. The Company has well-crafted policies and procedures that cover all significant activities, and their effectiveness is tested, including financial disclosure. Adherence to these policies and procedures is a vital component of the management review process. The internal audit processes provide greater efficiency and transparency. The Internal Auditor conducts audits in accordance with standard auditing practices and then recommends improvements to processes and procedures to ensure compliance and efficiency. The Company has established several Board Committees that are mainly composed of Independent Directors to oversee and govern the effectiveness of internal controls, as part of its corporate governance framework.

**h) Cautionary statement:**

Statement made in the management discussion and analysis report as regards the expectations or predictions are forward looking statements within the meaning of applicable laws and Regulations. Actual performance may deviate from the explicit or implicit expectations.

## MARKET DEVELOPMENT

### VOLUME

The Company will continue to focus on growing its activities with a view to have better reach and realizations. The company is planning to introduce various packaging sizes to cater to a wider range of customers. The company will lay greater stress upon developing its brand and create better visibility in the market.

### SELLING PRICE

The company is in the business of Solvent Extraction of Soybean oil and in this industry, price is determined by market forces including effect of monsoon and the government policies.

### CSR INITIATIVES

In view of the profits and turnover, the Company was required to undertake CSR activity for the year 2022-23. The Company was required to spend an amount of Rs.9.51 Lakhs towards CSR Expenses during the year 2022-23, out of which only Rs.0.76 Lakhs were spent and the remaining amount of CSR relating to ongoing projects for Rs.8.75 Lakhs

was transferred to a separate Bank Account on 30th April, 2023 which would be expended in the subsequent year. Further that an amount of Rs.18.23 Lakhs remained unspent pertaining to the CSR activities relating to ongoing projects upto 2020-21 which have been kept in a separate bank account as per applicable provision of the law. The Annual Report on CSR activities is annexed herewith as “**Annexure A**”.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your company has constituted Internal Complaints Committees (ICC). Statement showing the number of complaints filed during the financial year and the number of complaints pending as on the end of the financial year is shown as under: -

Category	No. of complaints pending at the beginning of F.Y. 2022-23	No. of complaints filed during the F.Y. 2022-23	No. of complaints pending as at the end of F.Y. 2022-23
Sexual Harassment	Nil	Nil	Nil

Since, there is no complaint received during the year which is appreciable as the management of the company endeavor efforts to provide safe environment for the female employees of the company.

#### **RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY**

The Company is engaged in the business of extraction of edible oil and de-oiled cakes from Soya seeds, which is associated with the normal business risk as well as the imbalance of demand-supply of products in the Domestic and International Market.

Other than this, the Government policy, local area authority, Taxation policy, fluctuations in foreign currency rate, monsoon activities, non-availability of proper soya seeds may adversely affect the profitability of the Company. In addition to that the product is also subject to various processes and clearances, like payment of compensations, subsidies etc. as may be decided by the State Government.

Moreover, weak International Market signals are deterrent to long term strategy, hence your company is trading safely and does not want to engage in the long-term risks. Further, we are focused on reducing trade barriers.

#### **INTERNAL FINANCIAL CONTROL & ITS EFFECTIVENESS**

The Board of Directors has devised systems, policies and procedures / frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business, which includes adherence to Company's policies, safeguarding assets of the Company, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are in turn reviewed at regular intervals.

Nothing has come to the attention of the Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year under review. There have been no significant changes in the Company's internal financial controls during the year that have materially affected or are reasonably likely to materially affect its internal financial controls. There are inherent limitations to the effectiveness of any system of disclosure, controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures.

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a vigil mechanism named vigil mechanism/whistle blower Policy to deal with instance of the financial fraud and mismanagement, if any. The details of the Vigil Mechanism Policy are explained in the Corporate Governance

Report and annexed to the Board Report as “Annexure B” and is also posted on the website of the Company. (Link - <http://www.natrajproteins.com>)

### **SUBSIDIARY, ASSOCIATE, JOINT VENTURE OF THE COMPANY**

Your Company does not have any subsidiary, associate or joint venture during the year 2022-23 as well as at the beginning or closing of the financial year therefore the financial statement is prepared on standalone basis and the requirement for disclosure in the Form AOC-1 is not applicable. Further that the Company is also not an associate or holding or subsidiary company of any other company during the year 2022-23.

### **BOARD OF DIRECTORS, KMPS AND THEIR MEETINGS**

#### **Constitution of the Board**

Presently the Board of directors are comprising total 6 (Six) Directors, which includes 3(Three)Independent and One Non-Executive Women Director. The Chairman of the Board is Promoter and Executive Director. The Board members are qualified with the varied experience in the relevant field of the business activities which play significant role for the business policy and decision-making process and provide guidance to the executive management to discharge their functions effectively.

#### **Board Independence**

Our definition of 'Independence' of Directors or Regulation is derived from Regulation 16 of SEBI (LODR) Regulations, 2015 and section 149(6) of the Companies Act, 2013. The Company is having following 3 (Three) Independent directors;

1. Shri Umesh Narayan Trivedi
2. Shri Pradeep Agrawal
3. Shri Rajender Singh Tomar

#### **Declaration of independence by the Independent Directors**

All the Independent Directors have given their declaration of Independence stating that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013. Further that the Board is of the opinion that all the independent directors fulfill the criteria as laid down under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 during the year 2022-23. Your Board would like to inform you that all the Independent Directors are registered under the Data bank as per the requirement of the Companies Act, 2013.

Your Board would further like to inform that, the second term of Shri Umesh Narayan Trivedi and Shri Pradeep Agrawal, the Independent Directors would expire on 31st March, 2024.

#### **Director liable to retire by rotation seeking re-appointment**

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Shri Kailash Chand Sharma (DIN:00012900), Managing Director is liable to retire by rotation and being eligible offers himself for re-appointment.

#### **Directors seeking re-appointment/appointment**

In the ensuing 32nd Annual General Meeting, your Directors are proposing the following Directors for re-appointment:-

- 1) Upon the recommendation of the Nomination and Remuneration Committee, your Board proposes to re-appoint Shri Sharad Kumar Jain (DIN: 02757935), as the Whole-time Director of the company w.e.f. 1st October, 2023 for a further period of 3 (Three) years on the terms and conditions as specified in the Item No. 3 of the Notice of 32nd AGM.
- 2) Shri Vishal Kumar(DIN: 10288687) being the Additional Director under the category of Independent Director, upon recommendation of the Nomination & Remuneration Committee, subject to the approval of members by special resolution at the forth coming 32nd Annual General Meeting he is not liable to retire by rotation, to hold office for a term of 5 (Five) years w.e.f. 1st September, 2023 your Board recommend to pass necessary special resolution as set out in the notice of the 32nd Annual General Meeting.

- 3) Shri Praneet Mishra (DIN: 10288688) being the Additional Director under the category of Independent Director, upon recommendation of the Nomination & Remuneration Committee, subject to the approval of members by special resolution at the forth coming 32nd Annual General Meeting he is not liable to retire by rotation, to hold office for a term of 5 (Five) years w.e.f. 1st September, 2023 your Board recommend to pass necessary special resolution as set out in the notice of the 32nd Annual General Meeting.

### Key Managerial Personnel

Shri Kailash Chand Sharma, Chairman and Managing Director; Shri Sharad Kumar Jain, Whole-time Director; Shri Abhinandan Prajapati, Chief Financial Officer and CS Pooja Agrawal, Company Secretary and Compliance Officer are the Key Managerial Personnel within the meaning of section 203 of the Companies Act, 2013.

### Change in Key Managerial Personnel

1. Shri Ritesh Sharma resigned from the post of Chief Financial Officer of the company with effect from 14th June, 2022.
2. Shri Abhinandan Prajapati was appointed as the Chief Financial Officer (CFO) and designated as the Key Managerial Personnel of the Company w.e.f. 11th November, 2022.

Other than that there is no change in the Key Managerial Personnel during the year 2022-23.

### Meetings of the Board

The Board meets at regular intervals to discuss and decide on Company/Business policy and strategy apart from other Board businesses.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Itarsi, at the Registered Office. The Agenda of the Board/Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. The Board met **6 (Six)** times during the Financial Year 2022-23 viz., on 30th May, 2022, 8th August, 2022, 22nd August, 2022, 11th November, 2022, 13th February, 2023 and 29th March, 2023. The maximum interval between any two consecutive meetings did not exceeded 120 days.

### Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under the Companies Act, 2013; a separate meeting of the Independent Directors of the Company was held on 11th November, 2022 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its' Committees which is necessary to effectively and reasonably perform and discharge their duties.

### COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board has, on the recommendation of the nomination and remuneration committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. Policy of the Company has been given at the website of the Company at [www.natrajproteins.com](http://www.natrajproteins.com). The details of the same are also covered in Corporate Governance Report forming part of this annual report.

### ANNUAL EVALUATION BY THE BOARD

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Quality of contribution to Board deliberations

- iii. Strategic perspectives or inputs regarding future growth of Company and its performance
- iv. Providing perspectives and feedback going beyond information provided by the management
- v. Commitment to shareholder and other stakeholder interests

The evaluation involves self-evaluation by the Board Member and subsequently assessment by the Board of directors. A member of the Board does not participate in the discussion of his/her evaluation.

#### **COMMITTEES OF THE BOARD**

During the year, in accordance with the Companies Act, 2013, the Board has the following Six (6) Committees:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Corporate Social Responsibility Committee
- (e) Corporate Compliance Committee
- (f) Independent Directors Committee

Apart from the aforesaid committees under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 the Company has also constituted Internal Complaints Committee (ICC) under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this report.

#### **RELATED PARTY TRANSACTIONS**

All Related Party Transactions (RPT) that were entered into during the Financial Year 2022-23 were on Arm's Length Basis and were in the Ordinary Course of business. No materially significant RPT made by the Company with Promoters, Directors, Key Managerial Personnel or their relatives which may have a potential conflict with the interest of the Company at large.

All RPT were approved by the Audit Committee and the Board. The RPT entered into by the company are audited. The Company has developed a RPT policy, Standard Operating Procedures for purpose of identification and monitoring of such transactions.

The policy of RPT as approved by the Board is available on the Company's website (Link - <http://www.natrajproteins.com/investor.html>). The company has done RPT in the ordinary course of business and which are on Arms' Length Basis and which are not material in nature and hence the requirement of Form AOC-2 is not applicable to the company.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the Regulators/Courts during the year 2022-23 which would impact the going concern status of the Company and its future operations.

#### **AUDITORS, THEIR REPORT AND COMMENTS BY THE MANAGEMENT:**

##### **Statutory Auditors**

The Board of the company takes pleasure in stating that no such observation has been made by the Auditors in their report which needs any further explanation by the Board.

The Shareholders at their 31st Annual General Meeting (AGM) held on 24th September, 2022 had approved the appointment of M/s Bhutoria Ganesan & Co., Chartered Accountants (F.R.No.004465C), as Statutory Auditors to hold office for the period of consecutive term of 5(five) years from the conclusion of 31st AGM till the conclusion of 36th Annual General Meeting.

### Cost Records and Auditors

The company is maintaining the Cost Records as specified by the Central Government under section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, and accordingly such accounts and records are made and maintained by the Company. Further, the cost records are also audited by M/s Yogesh Chourasia & Associates, Cost Auditors. However, The Company has already filed the Cost Audit Report for the year 2021-22 to the Central Government, which was self-explanatory and needs no comments. The Company is in process to file the Cost Audit Report for the year 2022-23.

Your directors on the recommendation of the Audit Committee, had appointed M/s Yogesh Chourasia & Associates, (F.R.No. 000271) Cost Auditors to audit the cost accounts of the Company for the financial year 2022-23 on a remuneration of Rs. 75,000/- (plus GST). As required under the Companies Act, 2013, the remuneration payable to the Cost Auditor is required to be placed before the Members in General Meeting for their ratification. Accordingly, a resolution seeking Member's ratification for the remuneration payable to M/s Yogesh Chourasia & Associates, Cost Auditors is included in Item No. 4 of the Notice of the 32nd Annual General Meeting.

### Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has re-appointed M/s D.K. Jain & Co., Company Secretaries (F.R.No.11995MP067500) to undertake the Secretarial Audit of the Company for the year, 2022-23. The Report of the Secretarial Audit Report in Form MR-3 is annexed as "**Annexure C**" of this Report.

Your Board is pleased to inform that there is no such observation made by the Auditors in their report which needs any explanation by the Board, except that;

S. No.	Auditors Observation	Management Comment
1	The company has not complied with the Circular No. CIR/CFD/CMD/13/2015 issued by SEBI dated 30.11.2015 in respect of keeping 100% shares of promoters in D-mate Form.	
i.	Only 96.08% shares of the promoter's shareholding is in D-mate Form and the company/promoters has also claimed for exemption vide letter dated 2nd May, 2018 for 78,000 shares held by Mrs. Parveen Arora in the physical form, about 3.92% of the total paid up share capital of the company as at 31st March, 2023;	The company/ promoters has already claimed an exemption vide letter dated 2nd May, 2018 for 78,000 shares held by late Mrs. Parveen Arora, about 3.92% of the total promoters share capital in the physical form.
ii.	Company has not disclosed PAN of Smt. Shubha Puri, Shri Pramod Puri and Apple Mutual Fund holding more than 1% shares in the Company.	The Company's RTA have issued various reminder letter for updating the KYC details of the members in Form ISR-1 and ISR-2 but still no PAN details were provided by them. Once the PAN details receive, it shall be disclosed.
2	Mr. Arush Arora has been substituted in the category of promoter due to sad demise of Late Shri Surendra Singh Arora has sold 17,323 equity shares of Rs. 10/- each during the Trading window closure period without complying with the Regulation 9 of SEBI (PIT) Regulations, 2015 relating to Code of Conduct and matters related thereto. The Company has also informed by filling necessary application to the BSE Ltd. on the online portal of BSE on 10th August, 2022, for which further action if any taken by the BSE/SEBI is not known to the Company.	The company has asked for various details from such Promoter but no reply was received.  Further, Audit committee has made proper enquiry of the various transactions and then the matter has been reported to BSE through Listing Portal on 10.08.22.

S. No.	Auditors Observation	Management Comment
3	In one of the matter with regard to postponement of the commercial production of Rice Mill which was due to commence at the end of January, 2023, the company has given delayed intimation to BSE Ltd. after the stipulated time as provided under Regulation 30 of SEBI (LODR) Regulations, 2015 read with Schedule III.	The said non-compliance was done inadvertently and without any malafide intention. The company will take due care of the necessary compliances in future.
4	The company has not taken the Special Contingency Insurance policy for insuring the risk arising out of the requirements relating to issue of duplicate securities under Para 5 of SEBI Cir. No. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2022/70 dated 25th May, 2022.	The risk category is not defined by the Insurance Service Providers. Once the product category will list we will take aforesaid policy.
5	The company has availed Vehicle Finance Loan for which the company has not created charge on the particular vehicle at the RoC portal.	The company has insisted several times to the charge holder for creation of charge on the vehicle finance but the charge holder being the NBFC has not taken any steps and provided relevant document for registering the same on the MCA Portal.

#### DISCLOSURE FOR FRAUDS AGAINST THE COMPANY

There were no reportable fraud to the Central Government covered under section 134(3)(ca) of the Companies Act, 2013. Further that, the auditors have not found any fraud as required to be reported by them under section 143(12) to the Central Government during the year 2022-23.

#### CORPORATE GOVERNANCE

Pursuant to SEBI (LODR) Regulations, 2015, a separate report titled 'Corporate Governance' has been attached in this Annual Report.

All Board members and senior management personnel have affirmed compliance with the Code of Conduct for the year 2022-23. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report.

The Managing Director and CFO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8) of the SEBI Listing Regulations, 2015. Certificate from Auditors regarding compliance of conditions of corporate governance and from Practicing Company Secretary regarding disqualification of directors is annexed with the Corporate Governance Report.

Shri Kailash Chand Sharma, Managing Director and Shri Abhinandan Prajapati, Chief Financial Officer have certified that the financial statements and other matters as required under regulation 17(8), read with Part B of Schedule II of the SEBI (LODR) Regulations, 2015 are duly complied with. A copy of the certificate on the financial statements for the financial year ended 31st March, 2023 is also annexed with Corporate Governance Report.

#### CODE OF CONDUCT

Regulation 17(5) of the SEBI (LODR) Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. The Company has adopted Code of Conduct for all the directors and senior management of the Company and the same has been hosted on the website of the company <http://www.natrajproteins.com/corporate-governance.html>

All the directors and senior management personnel have affirmed compliance with the Code for 2022-23. A declaration to this effect by the Managing Director is given in this Annual Report as the "Annexure D" with this Report.



## CONSOLIDATED FINANCIAL STATEMENTS

Since the company does not have any subsidiary, associates or joint venture, therefore, the requirement for Consolidated Financial Statements in accordance with relevant Indian Accounting Standards IND(AS) is not applicable to the Company.

## ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as “Annexure E”.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the Company occurred during the Financial Year to which these financial statements relate and the date of report.

## ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on 31st March, 2023 is available on the Company's website <https://natrajproteins.com>.

## PROVISION OF VOTING BY ELECTRONIC MEANS THROUGH REMOTE E-VOTING AND E-VOTING AT THE AGM:

Your Company is providing E-voting facility as required under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The ensuing 32nd AGM will be conducted through Video Conferencing/OAVM and no physical meeting will be held and your company has make necessary arrangements with CDSL to provide facility for remote e-voting and e-voting at 32nd AGM. The details regarding e-voting facility is being given with the notice of the Meeting.

## RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND PARTICULARS OF EMPLOYEES.

Pursuant to provision of section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the details of Top 10 employees given in the “Annexure F”.

## INDUSTRIAL RELATIONS

During the year under review your Company enjoyed cordial relationship with workers and employees at all levels.

## PREVENTION OF INSIDER TRADING

In view of the SEBI (Prohibition of Insider Trading) Regulation, 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

The Company has made a reference to the SEBI/BSE on dated 10th August, 2022 for violation of the Regulation 9 of the SEBI (PIT) Regulation, 2015 due to involvement of Mr. Arush Arora, one of the promoter by way of selling of the shares of the company during the window closure period and non-providing necessary disclosure as required under Regulation 7(2)(a) of the SEBI (PIT) Regulations, 2015. However, no further action was taken in this matter by the regulatory authorities.

## INSOLVENCY AND BANKRUPTCY CODE

During the financial year 2022-23, the company has not filed any application u/s 7, 9 or 10 of the Insolvency and

Bankruptcy Code, 2016 as well as no other party has filed any application u/s 7 or 9 of the Code against the Company.

#### **GENERAL**

Your Directors state that during the year under review:

- a) The Company has not issued shares (including sweat equity shares) to employees of the Company under any scheme.
- b) Neither the Managing Director nor the Whole-time Director receive any remuneration or commission from its subsidiary.
- c) The Company has complied with the applicable Secretarial Standards under the Companies Act, 2013.
- d) Details of unclaimed dividends and equity shares transferred to the Investor Education and Protection Fund authority have been provided as part of the Corporate Governance report.
- e) Your Company has not declared and approved any Corporate Action viz buy back of securities, mergers and de-mergers, split and issue of any securities and has not failed to implement or complete the Corporate Action within prescribed time lines. However, the company has declared and paid dividend during the period under review in compliance with the applicable laws of the Companies Act, 2013.
- f) There were no revisions in the Financial Statement and Board's Report.
- g) There is no requirement to conduct the valuation by the Bank and Valuation done at the time of one-time Settlement during the period under review.
- h) There are no voting rights exercise by any employee of the Company pursuant to section 67(3) read with the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014.

#### **ACKNOWLEDGEMENTS**

Your directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

**For and on behalf of the Board**

**Date : 1st September, 2023**

**Place: Itarsi**

**Kailash Chand Sharma  
Chairman & Managing Director  
DIN 00012900**

### Annual Report on Corporate Social Responsibility (CSR) Activities

#### 1. Brief outline on CSR Policy of the Company:

Natraj Proteins Limited ("The Company"), we are constantly aware of our role in society, as that of a mentor and a builder of the lives of the peoples of our society, and therefore, its future. Hence, as a corporate entity, we at the Company strive at every stage to integrate the larger economic, environmental and social objectives with our core operations and growth. We endeavor to evolve our relationship with all our stakeholders for the common good and validate our commitment in this regard by adopting appropriate business processes and strategies.

The Corporate Social Responsibility Policy ("Policy") of the Company is in line with the provisions of Section 135 of the Companies Act 2013 ("Act") read with Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("Rules").

The Policy lays down the guiding principles that shall be applicable to the CSR projects/ program/activities of the Company.

The Board of Directors approved this Policy, on the basis of the recommendations of the CSR Committee.

#### 2. Composition of CSR Committee:

S. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Kailash Chand Sharma	Managing Director-Chairman	1	1
2.	Mr. Umesh Narayan Trivedi	Independent Director-Member	1	1
3.	Mr. Pradeep Agrawal	Independent Director-Member	1	1

3. Web-link: – [www.natrajproteins.com](http://www.natrajproteins.com)

4. Provide the executive summary along with weblink of impact assessment of CSR projects carried out in pursuance of sub rule (3) of Rule 8 if applicable- Not Applicable

5.	(a)	Average net profit of the company as per sub-section (5) of section 135	Rs. 475.27 Lakhs
	(b)	2% of average net profit of the company as per section 135(5)	Rs. 9.51 Lakhs
	(c)	Surplus arising out of the CSR projects or programs or activities of the previous financial years.	Nil
	(d)	Amount required to be set off for the financial year, if any	Nil
	(e)	Total CSR obligation for the financial year (5a+5b-5c)	Rs. 9.51 Lakhs
6.	(a)	Amount spent on CSR Projects (Both Ongoing Projects and Other than Ongoing Project):	Rs. 0.76 Lakhs
	(b)	Amount spent in Administrative Overheads.	Nil
	(c)	Amount spent on Impact Assessment, if applicable.	NA
	(d)	Total amount spent for the Financial Year (a+b+c)	Rs. 0.76 Lakhs
	(e)	CSR amount spent or unspent for the financial year:	

Total Amount Spent for the Financial Year. (Rs. in Lakhs)	Amount Unspent (Rs. in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
0.76	8.75	30/04/2023	-	-	-

(f) Excess amount for set off, if any: Nil

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	Rs. 9.51 Lakhs
(ii)	Total amount spent for the Financial Year	Rs. 0.76 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs. 0.00 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Rs. 0.00 Lakhs
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Rs. 0.00 Lakhs

7. Details of Unspent CSR amount for the preceding three financial years:

S. No.	Preceding Financial Year	Amount transferred to Unspent CSR account u/s 135(6)	Balance amount in Unspent CSR Account u/s 135(6)	Amount Spent in the Financial Year	Amount transferred to any fund specified under schedule VII as per section 135(6), if any		Amount remaining to be spent in succeeding financial years	Deficiencies if any
					Amount (in Rs.)	Date of Transfer		
1.	2021-22	-	-	-	-	-	-	-
2.	2020-21	-	-	-	-	-	-	-
3.	2019-20	-	-	-	-	-	-	--
	<b>Total</b>	-	-	-	-	-	-	

\*However, the amount transferred pursuant to provisions of section 135(6) an amount of Rs. 18.23 Lakhs was also transferred related to earlier years.

8. Whether any Capital Assets have been created or acquired through CSR amount spent in the Financial Year : No

If Yes, enter the number of capital assets created/acquired : N.A.

Furnish the details relating to such assets(s) so created or acquired through CSR amount spent in the Financial Year:

Sl. No	Short Particulars of the Property or assets(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR spent	Details of entity/Authority/ Beneficiary of the Registered Owner		
					CSR Registration Number, if applicable	Name	Registered Address
=====Nil=====							

9. Specify the Reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).: The company has undertaken a project in the field of education and healthcare and transferred the unspent balance in a separate Bank account and has expended Rs. 0.76 Lakhs from it during the FY 2022-23. The company is searching new areas for it and the remaining balance of Rs. 8.75 Lakhs of the FY 2022-23 shall be expended in the subsequent years.

The company is also having the unspent CSRAmount of Rs.18.23 Lakhs towards the previous financial years prior of 2019-20 which has been transferred to a separate bank a/c as per section 135(6).

**For and on behalf of the Board**

**Kailash Chand Sharma**  
**Chairman of the CSR Committee/**  
**Chairman of the Board**  
**DIN: 00012900**

**Place: Itarsi**

**Date : 1st September, 2023**

**Annexure-B**

## **Vigil Mechanism/Whistle Blower Policy**

### **1. PREFACE**

- 1.1 Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.
- 1.2 In the Rules under Companies Act, 2013, a company which has borrowed money from banks and public financial institutions in excess of Rs.50.00 crore needs to have a vigil mechanism.
- 1.3 Under these circumstances, **NATRAJ PROTEINS LIMITED**, being a Limited Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

### **2. POLICY OBJECTIVES**

- 2.1 The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
- 2.2 This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

### **3. SCOPE OF THE POLICY**

- 3.1 This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or

abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

#### 4. DEFINITIONS

- 4.1 **“Alleged wrongful conduct”** shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.
- 4.2 **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance to the guidelines of Companies Act, 2013.
- 4.3 **“Board”** means the Board of Directors of the Company.
- 4.4 **“Company”** means Natraj Proteins Ltd. and all its offices.
- 4.5 **“Code”** means Code of Conduct for Directors and Senior Management Executives adopted by Natraj Proteins Ltd.
- 4.6 **“Employee”** means all the present employees and whole time Directors of the Company (Whether working in India or abroad).
- 4.7 **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 4.8 **“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 4.9 **“Vigilance and Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- 4.10 **“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

#### 5. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

#### 6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

- 6.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Hindi.
- 6.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in

touch with the complainant.

- 6.3 Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- 6.4 The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee/ Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 6.5 All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee/ Chairman in exceptional cases. The contact details of the Vigilance and Ethics Officer Shri Umesh Narayan Trivedi (the Chairman of Audit Committee).
- 6.6 Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman/ should be addressed to the Chairman of the Audit Committee.

#### **Name of the Chairman of the Audit Committee**

Shri Umesh Narayan Trivedi

- 6.7 On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:
- Brief facts;
  - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
  - Whether the same Protected Disclosure was raised previously on the same subject;
  - Details of actions taken by Vigilance and Ethics Officer / Chairman for processing the complaint;
  - Findings of the Audit Committee;
  - The recommendations of the Audit Committee/ other action(s).
- 6.8 The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

#### **7. INVESTIGATION**

- 7.1 All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- 7.2. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.
- 7.3 Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 7.4 Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
- 7.5 Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer/Investigators and/or members of the Audit Committee and/ or the Whistle Blower.
- 7.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).

- 7.7 Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.8 Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 7.9 The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

## **8. DECISION AND REPORTING**

- 8.1 If an investigation leads the Vigilance and Ethics Officer/Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer/Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 8.2 The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 8.3 In case the Subject is the Chairman of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- 8.4 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- 8.5 A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **9. SECRECY / CONFIDENTIALITY**

The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- 1 Maintain confidentiality of all matters under this Policy;
- 2 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations;
- 3 Not keep the papers unattended anywhere at any time;
- 4 Keep the electronic mails / files under password.

## **10. PROTECTION**

- 10.1 No unfair treatment will be met out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making



further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- 10.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 10.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- 10.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 10.5 Provided however that the complainant before making a complaint has reasonable belief that an issue exists, and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

#### **11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

- 11.1 The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

#### **12. COMMUNICATION**

- 12.1 A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

#### **13. RETENTION OF DOCUMENTS**

- 13.1 All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

#### **14. AMENDMENT**

- 14.1 The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

Form MR-3

"Annexure C"

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Natraj Proteins Limited**

Nagpur Kalan, Ordinance Factory Road,

Itarsi (M.P.)-461111.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by **Natraj Proteins Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us by the management, we hereby report that in our opinion, the Company has, during the audit period covering the Financial year ended 31st March, 2023 ("**Audit Period**") complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period);
- (v) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
  - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
  - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
  - (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

- (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
  - (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
  - (e) The SEBI (Buyback of Securities) Regulations, 1998.
- (vi) The Company is having business of crushing of soya seed and refinery and trading of agro-commodities, therefore the Prevention of Food Adulteration Act, 1954 is specifically applicable to the Company.

**We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The SEBI (LODR) Regulations, 2015 as amended from time to time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- (a) **The company has not complied with the Circular No. CIR/CFD/CMD/13/2015 issued by SEBI dated 30.11.2015 in respect of keeping 100% shares of promoters in D-mate Form.**
  - (i) **Only 96.08% shares of the promoter's shareholding is in D-mate Form and the company/promoters has also claimed for exemption vide letter dated 2nd May, 2018 for 78,000 shares held by Mrs. Parveen Arora in the physical form, about 3.92% of the total paid up share capital of the company as at 31st March, 2023;**
  - (ii) **Company has not disclosed PAN of Smt. Shubha Puri, Shri Pramod Puri and Apple Mutual Fund holding more than 1% shares in the Company.**
- (b) **Mr. Arush Arora has been substituted in the category of promoter due to sad demise of Late Shri Surendra Singh Arora has sold 17,323 equity shares of Rs. 10/- each during the Trading window closure period without complying with the Regulation 9 of SEBI (PIT) Regulations, 2015 relating to Code of Conduct and matters related thereto. The Company has also informed by filling necessary application to the BSE Ltd. on the online portal of BSE on 10th August, 2022, for which further action if any taken by the BSE/SEBI is not known to the Company.**
- (c) **In one of the matter with regard to postponement of the commercial production of Rice Mill which was due to commence at the end of January, 2023, the company has given delayed intimation to BSE Ltd. after the stipulated time as provided under Regulation 30 of SEBI (LODR) Regulations, 2015 read with Schedule III.**
- (d) **The company has not taken the Special Contingency Insurance policy for insuring the risk arising out of the requirements relating to issue of duplicate securities under Para 5 of SEBI Cir. No. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2022/70 dated 25th May, 2022.**
- (e) **The company has availed Vehicle Finance Loan for which the company has not created charge on the particular vehicle at the RoC portal.**

**We further report that** the Board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice was given to all the directors to schedule the Board Meetings and agenda were also sent at least seven days in advance and the consent was taken where required for meeting held on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items placed before the meetings and for their meaningful participation at the meetings.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of directors or Committee of the Board, as the case may be.

Based on the records and process explained to us for compliances under the provisions of other specific Acts applicable to the

Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company for the applicable taxation Laws like Direct Taxes, Indirect Taxes and the compliance of the IND-AS, Cost Records, disclosure of the financial results under Regulation 33 of the SEBI (LODR) Regulations, 2015 and the annual financial statements along with notes attached therewith have not been reviewed, since the same have been subject to the statutory financial auditor or by other designated professionals.

This report is to be read with our letter of even date which is annexed as **Annexure I** and forms an integral part of this report.

**We further report that** during the audit period of the Company, it is in process of establishing Rice Mill for custom milling. The commercial production is delayed from January, 2023 as proposed which may impact the company's affairs.

**Mater of emphasis:** The Company was required to spend an amount of Rs. 9.51 Lakhs towards CSR Expenses during the year 2022-23, out of which only Rs. 0.76 Lakhs were spent and the remaining amount of Rs.8.75 Lakhs was transferred to a separate Bank Account on 30th April, 2023 being related to ongoing projects. Further that an amount of Rs. 18.23 Lakhs remained unspent pertaining to the CSR activities relating to ongoing projects upto 2020-21 which have been kept in a separate bank account as per applicable provision of the law.

**For, D.K. JAIN & CO.**  
**COMPANY SECRETARIES**  
**FRN No. I1995MP067500**

**CS (Dr.) D.K. JAIN**  
**PROPRIETOR**  
FCS 3565; CP 2382  
Peer review: 743/2020  
**UDIN: F003565E000336348**

Place: Indore

Date: 19th May, 2023



**Annexure - I to the Secretarial Audit Report**

To,  
The Members,  
**Natraj Proteins Limited**  
Nagpur Kalan, Ordinance Factory Road,  
Itarsi (M.P.) 461111

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of treatment of various tax liabilities and payment thereof, compliance of the applicable accounting standards, financial records, Cost Records and Books of Accounts of the company as the same is subject to the statutory/cost audit being performed by the independent auditors.
4. Wherever required, we have obtained the Management representation and also relied about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, guidelines, standards etc., are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid, and they need to take independent advice or decision as per their own satisfaction.

**For, D.K. JAIN & CO.**  
**COMPANY SECRETARIES**  
**FRN No. I1995MP067500**

**CS (Dr.) D.K. JAIN**  
**PROPRIETOR**  
FCS 3565; CP 2382  
Peer review: 743/2020  
**UDIN: F003565E000336348**  
Place: Indore  
Date: 19th May, 2023

**“Annexure D”**

**Certificate on Compliance with Code of Conducts**

I hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics. The Company has formulated the code of conduct for the Board members and senior executives under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

**Place: Itarsi**  
**Date: 1st September, 2023**

**Kailash Chand Sharma**  
**Chairman & Managing Director**  
**DIN 00012900**

## Conservation of Energy, Technology absorption and foreign exchange earnings & outgo

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

<b>(A) CONSERVATION OF ENERGY</b>			
(I)	the steps taken or impact on conservation of energy;	Less usage of electricity from MPMKVVCL	
(II)	the steps taken by the company for utilizing alternate sources of energy;	Energy efficient devices and fittings were installed to reduce energy consumption, etc	
(III)	the capital investment on energy conservation equipment's	The company has installed 400KWh On -Grid Roof - top Solar Power plant at a cost of Rs 1.86 crores to generate green energy	
<b>(B) TECHNOLOGY ABSORPTION</b>			
(i)	the efforts made towards technology absorption	The company is making continuous efforts for the technological development of the plant and refinery. The technology selected by your company for solvent plant and refinery is well proven within the country and the company is making all the efforts to update its technology, the company had also established a laboratory for Research & Development facilities for quality control purpose.	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	It has reduced the cost of production and helped in improvement in quality to sustain in the competitive market.	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year).	N.A.	
	(a) the details of technology imported	N.A.	
	(b) the year of import	N.A.	
	(c) whether the technology been fully absorbed	N.A.	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.	
(iv)	the expenditure incurred on Research and Development	2022-23	2021-22
		NIL	NIL
<b>(D) FOREIGN EXCHANGE EARNINGS AND OUTGO</b>			
		2022-23	2021-22
(i)	The Foreign Exchange earned in terms of actual inflows during the year;	NIL	NIL
(ii)	and the Foreign Exchange outgo during the year in terms of actual outflows.	NIL	NIL

For and on behalf of the Board

**Kailash Chand Sharma**  
 Chairman & Managing Director  
 DIN: 00012900

Place: Itarsi

Date : 1st September, 2023

**PARTICULARS OF EMPLOYEES**

The information required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment & remuneration of Management Personnel) Rules, 2014 as amended are given below:

**A. Ratio of the remuneration of each director to the median employee’s remuneration and the percentage increase in remuneration of each Director & Key Managerial Personnel:**

S. No.	Name	Designation	Remuneration for the year 2022-23 (Rs.)	Remuneration for the Year 2021-22 (Rs.)	Increase in Remuneration on (Rs.)	% of Increase In Remuneration	Ratio Between Director ‘s Remuneration & Median Employee Remuneration
1	K.C Sharma	Chairman and MD	10,80,000	10,80,000	-	-	6.20:1
2	Sharad Kumar Jain	WTD	6,60,000	6,60,000	-	-	3.79:1
3	Umesh Narayan Trivedi*	Independent Director	30,000	25,000	N.A.	N.A.	N.A.
4	Pradeep Agrawal*	Independent Director	20,000	20,000	N.A.	N.A.	N.A.
5	Rajender Singh Tomar*	Independent Director	20,000	20,000	N.A.	N.A.	N.A.
6	Namita Sharma*	Non-Executive Director	30,000	25,000	N.A.	N.A.	N.A.
7	Ritesh Sharma**	CFO	1,87,500	9,00,000	-	-	N.A.
8	***Abhinandan Prajapati	CFO	4,14,640	-	N.A.	N.A.	N.A.
9	Pooja Agrawal	CS	3,60,000	3,60,000	-	-	N.A.

\*Shri Umesh Narayan Trivedi, Shri Pradeep Agrawal and Shri Rajender Singh Tomar Independent Directors and Smt. Namita Sharma were paid sitting fees for attending the Meetings of the Board.

\*\* Resigned w.e.f., 14th June, 2022.

\*\*\* Appointed w.e.f., 11th November, 2022.

- B. The percentage Decrease in the Median remuneration of employees in the financial year: 26.92%.
- C. The number of permanent employees on the Roll of the Company as on 31st March, 2023:43
- D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: Based on Remuneration Policy of the Company, salary of the employees was decreased at 26.92% and managerial remuneration was not increased during the year. This is based on Remuneration Policy of the Company that rewards people based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.
- E. **Affirmation that the remuneration is as per the Remuneration Policy of the Company:**  
The Company affirms that remuneration is as per the remuneration policy of the Company.
- F. **Name of the top 10 employees in terms of remuneration drawn in the financial year 2022-23:**  
A statement of top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is annexed as follows:

S. No.	Name of Employee	Designation of the employee	Remuneration received	Nature of employment,	Qualifications and experience	Date of commencement of employment	Age of such employee	Last employment held by such employee before joining the company	Whether any such employee is a relative of director or manager of the company and if so, name of such director or manager	Remarks
1.	Kailash Chand Sharma	Chairman & MD	10,80,000	Contractual	B. Com	21.11.90	63	Nil	Relative of Mrs. Namita Sharma, Women Director	
2.	Sharad Kumar Jain	Whole-time Director	6,60,000	Contractual	B. Com	24.08.09	59	N.A.	No.	
3.	P.N. Singh	Plant Manager	5,40,000	Non-contractual	Dip. In Mech. Engg.	01.12.10	76	Engineer at Glamptech	No	
4.	Dharmendra	Refinery Manager	5,22,000	Non-contractual	Ph. D.	03.04.95	58	Lab Chemist . at Pratap Industries Ltd	No	
5.	Abhinandan Prajapati	CFO	4,14,640	Non-contractual	M.Com	01.07.95	56	Accountant at BhavanjiVersi Co.	No	
6.	Jinendra Kr. Jain	Lab Manager	3,84,000	Non-contractual	Msc	03.10.06	65	Lab Incharge at Surya Agro Oils	No	
7.	Pooja Agrawal	Company Secretary	3,60,000	Non-contractual	CS, B.com	31.01.18	30	N.A.	No	
8.	Ritesh Sharma	Chief Financial Officer	1,87,500	Non-contractual	MBA, MS	01.02.08	42	Asst. Manager Tech Mahindra	Son of Shri Kailash Chand Sharma, MD and husband of Namita Sharma, Women Director	
9.	Santosh Dubey	Cashier	2,06,640	Non-contractual	M.Com	26.05.95	54	Cashier at BhavanjiVersi Co.	No	
10.	Om Prakash Verma	Foreman	1,85,060	Non-contractual	10th	01.01.14	57	Som Distilleries	No	

**G. Details of employees who received remuneration in excess of Rs. One crore and Two lakh or more per annum:**

- During the year, none of the employees received remuneration in excess of Rs. 102.00 Lakh or more per annum or Rs.8.50 Lakhs per month for part of the year. In accordance with the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore there is no information is available to disclose.
- During the year, none of the employees received remuneration in excess of that drawn by the Managing Director or Whole-time director and none of the employees hold two percent of the equity shares of the Company.



## Corporate Governance Report

*(Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015)*

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

**Natraj Proteins Limited ('Natraj')** is committed to the adoption of best governance practices. The company's vision document spells out a direction for the policies and procedures which ensure long term sustainability. Value creation for stakeholders is thus a continuous endeavor at Natraj.

On the same lines the Company has always followed fair business and corporate practices while dealing with the shareholders, employees, customers, creditors, lenders and the society at large.

In harmony with this philosophy, the Company relentlessly strives for excellence by bench marking itself with esteemed companies with good corporate governance. Your company is compliant with all the provisions of the SEBI (LODR) Regulations, 2015 as applicable to the Company.

These main drivers, together with the Company's ongoing contributions to the local communities through meaningful "Corporate Social Responsibility" initiatives will play a pivotal role in fulfilling our renewed vision to be the most sustainable and competitive company in our industry and our mission to create value for all our stakeholders.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plants, transparency in decision making process, fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices being followed since the inception have contributed to the Company's sustained growth. The Company also believes that its operations should ensure that the precious natural resources are utilized in a manner that contributes to the "Triple Bottom Line".

The details of compliance are as follows:

#### 1. The Governance Structure:

Natraj's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles, the Company has formed three tiers of Corporate Governance structure, viz.:

- (i) **The Board of Directors** - The primary role of the Board is to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals & targets, policies, governance standards, reporting mechanism & accountability and decision-making process to be followed.
- (ii) **Committees of Directors** - such as Audit Committee, Nomination & Remuneration Committee, CSR Committee, etc. are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees, implementation and monitoring of CSR activities.
- (iii) **Executive Management** – The entire business including the support services are managed with clearly demarcated responsibilities and authorities at different levels.
  - (a) **Executive Committee** - The Executive Committee is headed by the Managing Director. The CFO and the Heads of Manufacturing, Marketing and HR are its other members. Heads of Technical and Procurement are the permanent invitees. This committee is a brainstorming committee where all important business issues are discussed and decisions are taken. This Committee reviews and monitors monthly performances, addresses challenges faced by the business, draws strategies and policies and keep the Board informed about important developments having bearing on the operational and financial performance of the Company. The Committee members report to the Managing Director.
  - (b) **Managing Director** - The Managing Director is responsible for achieving the Company's vision and mission, business strategies, project execution, mergers and acquisition, significant policy decisions

and all the critical issues having significant business & financial implications. He is also responsible for the overall performance and growth of the Company and ensures implementation of the decisions of the Board of Directors and its various Committees. He reports to the Board of Directors.

## 2. BOARD OF DIRECTORS

### A. Composition of Board

The Board of directors of the company consists of an optimum combination of executive, non-executive and independent directors, to ensure the independent functioning of the Board. The composition of the Board also complies with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. As at the end of corporate financial year 2022-23, the total Board consists of Six (6) directors, out of which Four(4) are non-executive directors and from it Three (3) are Independent Directors.

The composition of the Board of directors and the number of Board /Committee in which they are chairman/member as on 31.03.2023 are as under:

S.No.	Name	Category	Number of Directorship in other Companies	No. of Committee Position held in Companies	
				Chairman	Manager
1.	Shri Kailash Chand Sharma	Promoter & Managing Director	1	1	0
2.	Shri Sharad Kumar Jain	Promoter & Whole- Time Director	0	0	0
3.	Shri Rajender Singh Tomar	Independent & NED	0	0	4
4.	Shri Pradeep Agrawal	Independent & NED	0	0	5
5.	Shri Umesh Narayan Trivedi	Independent & NED	0	4	1
6.	Smt. Namita Sharma	Women Director & NED	0	1	0

### B. Selection and Appointment of Director:

The Nomination & Remuneration Committee have approved a Policy for the Selection, Appointment and Remuneration of Directors. In line with the said Policy, the Committee facilitates the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board. The abstract of the said Policy forms part of the Boards' Report. Directors are appointed or re-appointed with the approval of the shareholders and shall remain in office in accordance with the provisions of the law and the retirement policy laid down by the Board from time-to-time. The Managing Director and all the Non-Executive Directors (except Independent Directors) are liable to retire by rotation unless otherwise specifically provided under the Articles of Association or under any statute.

As required under Regulation 46(2)(b) of the SEBI (LODR) Regulations, 2015, the Company has issued formal letters of appointment to the Independent Directors. The terms & conditions of their appointment are posted on the Company's website and can be accessed at [www.natrajproteins.com](http://www.natrajproteins.com).

### C. Meetings, agenda and proceedings etc. of the Board Meeting:

The names and categories of the Directors on the Board, their record of attendance at Board Meetings held during the year and at the last Annual General Meeting, as also the number of Directorship and membership of Committees held by them in other public limited companies as on 31st March, 2023 are:

Date of Meeting	30/05/22	08/08/22	22/08/22	11/11/22	13/02/23	29/03/23	Attendance at the last AGM held on 24th September, 2022
Shri Kailash Chand Sharma	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri Sharad Kumar Jain	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shri Rajender Singh Tomar	Yes	Yes	No	Yes	Yes	No	No
Shri Pradeep Agrawal	Yes	Yes	No	Yes	Yes	No	Yes
Shri Umesh Narayan Trivedi	Yes	Yes	Yes	Yes	Yes	Yes	No
Smt. Namita Sharma	Yes	Yes	Yes	Yes	Yes	Yes	No

**D. Separate Meeting of Independent Directors:**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 a separate meeting of the Independent Directors of the Company was held on 11th November, 2022 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its' Committees which is necessary to effectively and reasonably perform and discharge their duties.

**E. Agenda:**

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees and Subsidiaries for the information of the Board. Additional agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are circulated seven days prior to the Board Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board/Committee Meeting for ratification / approval.

**F. Invitees & Proceedings:**

Apart from the Board members, the Company Secretary, the CFO, the Heads of Manufacturing and Marketing are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the items being discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director and other senior executives make presentations on capex proposals & progress, operational health & safety and other business issues. The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

**G. Post Meeting Action:**

Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments. Action Taken Report is prepared and reviewed periodically by the Managing Director and Company Secretary for the action taken / pending to be taken.

**H. Support and Role of Company Secretary:**

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of Agenda and other documents and recording of the Minutes of the meetings. She acts as interface between the Board and the Management and provides required assistance and assurance to the Board and the Management on compliance and governance aspects.

**I. Induction and Familiarization Program for Directors:**

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director, Executive Committee Members and other Functional Heads on the Company's manufacturing, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a director. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members. The details of familiarization program can be accessed from the website: [www.natrajproteins.com](http://www.natrajproteins.com).

**J. Board Evaluation:**

During the year, the Board adopted a formal mechanism for evaluating its performance and effectiveness as well as that of its committees and individual Directors, including the Chairman of the Board. For Board and its Committees, the exercise was carried out through a structured evaluation process covering various aspects of the Boards

functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. In case of evaluation of the individual Directors, one to one meeting of each Director with the Chairman of the Board and the Chairman of the Nomination & Remuneration Committee was held.

The Directors were satisfied with the evaluation results, which reflected the overall engagement and effectiveness of the Board and its Committees.

**K. Code of Conduct:**

The Board of Directors has laid down a Code of Conduct for Business and Ethics (the Code) for all the Board members and all the employees in the management grade of the Company. The Code covers amongst other things the Company's commitment to honest & ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health & safety, transparency and compliance of laws & regulations etc. The Company believes in "Zero Tolerance" to bribery and corruption in any form and in line with our governance philosophy of doing business in most ethical and transparent manner, the Board has laid down an "Anti-Bribery and Corruption Directives", which is embedded to the Code. The Code of Conduct is posted on the website of the Company.

All the Board members and senior management personnel have confirmed compliance with the code.

**L. Prevention of Insider Trading Code:**

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted the Amended Code of Conduct for Prevention of Insider Trading w.e.f. 01.04.2019. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed from the end of the quarter till the 48 hours of the conclusion of the financial results and occurrence of any material events as per the code. During the year under review there has been due compliance with the said code.

**M. Disclosure of Relationship between Directors inter-se:**

Name	Relationship	Name of other Directors in inter-se relationship
Smt. Namita Sharma	Daughter-in- law	Shri Kailash Chand Sharma

**N. No. of Shares held by Non- Executive Director**

Name of Directors	No. of Shares Held
Shri Pradeep Agrawal	0
Shri Umesh Narayan Trivedi	0
Shri Rajender Singh Tomar	0
Smt. Namita Sharma	0

**O. List of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board.**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

- Knowledge on Company's businesses, policies and business culture major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company,
- Financial, Auditing, Taxation and Management skills.

**P. Name of Directors having such skills and competence.**

Skills/Competence	Shri K. C. Sharma	Shri Sharad Kumar Jain	Shri Umesh Narayan Trivedi	Shri Pradeep Agrawal	Shri Rajender Singh Tomar	Smt. Namita Sharma
Knowledge on Company's businesses	Yes	Yes	Yes	Yes	Yes	Yes
Policies and business culture major risks	Yes	Yes	Yes	Yes	Yes	Yes
Behavioural skills	Yes	Yes	N.A.	N.A.	N.A.	N.A.
Financial	Yes	N.A.	Yes	Yes	N.A.	N.A.
Auditing	Yes	N.A.	Yes	N.A.	N.A.	N.A.
Taxation and Management skills	Yes	N.A.	Yes	Yes	N.A.	Yes

**Q. Confirmation that in the opinion of the Board, the Independent Director fulfill the condition specified in this regulation and are independent of the Management:**

All Independent Directors has given disclosure as required under the Companies Act, 2013 and Listing Regulations that they are independent of the management and the Management do hereby confirm their independency.

**R. Detailed reason for the resignation of Independent Director who resigns before the expiry of his tenure along with the confirmation by such Director, that there are no material reasons other than those provided.**

There are no such instances in the year under review.

**3. AUDIT COMMITTEE**
**(A) Terms of reference**

The Board has constituted a well-qualified Audit Committee. All the members of the Committee are Non-Executive Directors with majority of them are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary acts as secretary to the committee.

The Audit Committee has adequate powers and detailed terms of reference to play effective role as required under the provisions of section 149 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation, 2015 entered into with the Stock Exchanges.

The terms of reference of the Audit Committee mandated by the statutory and regulatory requirements, which are also in line with the mandate given by your Board of Directors, are:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.

- e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
  7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the Company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the Company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  18. To review the functioning of the Whistle Blower Mechanism;
  19. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate; .
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
  22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity company and its shareholders.

#### **Review of information by Audit Committee**

The Audit Committee reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;

5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee;
6. The Audit Committee is also responsible for giving guidance and directions under the SEBI (Prohibition of Insider Trading) Regulations, 2015; and
7. Utilization of loan and advances, if any.

The Audit Committee reviewed the reports of the internal auditors, the reports of the statutory auditors arising out of the quarterly, half-yearly, and annual audit of the accounts; considered significant financial issues affecting the Company and held discussions with the internal and statutory auditors and the Company Management during the year.

#### **(B) Constitution and Composition and Meeting held**

The terms of reference of the audit committee are extensive and include all that is mandated in Regulation 18 of SEBI (LODR) Regulation, 2015 with the Stock Exchange and section 149 of the Companies Act, 2013. The Company has complied with the requirements of Regulation 18 of SEBI (LODR) Regulation, 2015 as regards composition of the Audit Committee.

The Audit Committee of the Company as on 31st March, 2023 comprises of the following Directors of the Company and during the year Five(5) meetings were held on 30th May, 2022; 8th August, 2022; 22nd August, 2022; 11th November, 2022 and 13th February, 2023. The attendance of each member of the committee is as under:

<b>Name of the Director</b>	<b>Designation</b>	<b>No. of Meeting attended</b>
Shri Umesh Narayan Trivedi	Chairman	5
Shri Pradeep Agrawal	Member	5
Shri Rajender Singh Tomar	Member	5

All the three members of the audit committee are non-executive directors and independent.

#### **4. NOMINATION & REMUNERATION COMMITTEE**

##### **(A) Terms of reference**

The Remuneration Committee is duly constituted in accordance with the provisions of SEBI(LODR) Regulation, 2015 and Section 178 and other provisions of Companies Act, 2013 and is empowered to do the following:

1. To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to appointment and remuneration for Directors, Key Managerial Personnel and other senior employees;
2. To formulate criteria for evaluation of the members of the Board of Directors including Independent Directors, the Board of Directors and the Committees thereof;
3. To devise policy on Board Diversity;
4. To identify persons, qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and where necessary, their removal;
5. To formulate policy ensuring the following:
  - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully,
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
  - c. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;

- d. Recommendation to the board, all remuneration, in whatever form, payable to senior management.
6. To design Company's policy on specific remuneration packages for Executive/ Whole Time Directors and Key Managerial Personnel including pension rights and any other compensation payment;
  7. To determine, peruse and finalize terms and conditions including remuneration payable to Executive/ Whole Time Directors and Key Managerial Personnel of the Company from time to time;
  8. To review, amend or ratify the existing terms and conditions including remuneration payable to Executive/Whole Time Directors, Senior Management Personnel and Key Managerial Personnel of the Company;
  9. Any other matter as may be assigned by the Board of Directors.

**(B) Composition and Meeting held during the year.**

In compliance with the provisions of section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Board has renamed & reconstituted the existing "Remuneration Committee" as the "Nomination & Remuneration Committee". The Nomination and Remuneration Committee of the Company as on 31st March, 2023 comprises of the following Directors of the Company and During the year, One (1) meeting was held on 11th November, 2022. The attendance of each member of the committee is as under

Name of the Director	Designation	No. of Meeting attended
Shri Umesh Narayan Trivedi	Chairman	1
Shri Pradeep Agrawal	Member	1
Shri Rajender Singh Tomar	Member	1

All the three members of the Nomination & Remuneration committee are non-executive and independent directors.

**(C) Performance Evaluation for Independent Directors:**

Pursuant to the provisions of the Companies Act, 2013 and as stipulated under regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board of Directors adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Directors. A structured evaluation process covering various aspects of the Boards functioning such as Composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc.

**(D) Remuneration Policy**

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, Managing Director, Whole-time Directors, Senior Management and Key Managerial Persons and their remuneration. This Policy is accordingly derived from the said Charter.

**I. Criteria of selection of Non-Executive Directors**

- a. The Non-Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, engineering, medical science finance, governance and general management.
- b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes/criteria, whilst recommending to the Board the candidature for appointment as Director.
  - i. Qualification, expertise and experience of the Directors in their respective fields;
  - ii. Personal, Professional or business standing;
  - iii. Diversity of the Board.



- e. In case of re-appointment of Non- Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

## II. Remuneration

The Non- Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings as detailed hereunder:

- i. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

## III. Managing Director/Whole-time Director - Criteria for selection /appointment

For the purpose of selection of the MD and WTD the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

## IV. Remuneration for the Managing Director & Whole-time Directors

- i. At the time of appointment or re-appointment, the Managing Director and Whole-time director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the Managing Director and Whole-time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director and Whole-time director is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits. The variable component comprises performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:
  - a. Responsibility required to be shouldered by the Managing Director and Whole-time director, the industry benchmarks and the current trends;
  - b. The Company's performance vis-à-vis the annual budget achievement and individual performance.

## V. Remuneration Policy for the Senior Management Employees

- I. In determining the remuneration of the Senior Management Employees and Key Managerial Personals, the N&R Committee shall ensure/consider the following:
  - i. The relationship of remuneration and performance;
  - ii. The balance between fixed and incentive pay reflecting short and long-term performance objectives, appropriate to the working of the Company and its goals;
  - iii. The remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
  - iv. The remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, and current compensation trends in the market.
- II. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending

the annual increment and performance incentive to the N&R Committee for its review and approval.

## 5. REMUNERATION OF DIRECTORS

### A) Pecuniary relationship of transaction of Non- Executive director: NIL

### B) Non- executive director's payment criteria: The Non- executive directors of the company are only given Sitting fees as decided by Board for attending the Board meeting and audit committee during the financial year 2022-23.

### C) Remuneration to Managing Director and Executive Director

The terms of remuneration of Executive Directors has already been fixed by the Board of directors and was approved by the shareholders at Annual General Meeting. During the financial year 2022-23, the particulars of remuneration paid to Executive Director is as under: -

Name of the Director	Salary (Rs.)	Perquisites	Commission	Stock option Details	Period of Contract
Shri Kailash Chand Sharma	10,80,000	-	-	-	01.08.2022 to 31.07.2025
*Shri Sharad Kumar Jain	6,60,000	-	-	-	01.10.2020 to 30.09.2023

\*Proposed to be reappointed in the ensuing Annual General Meeting.

### D) Remuneration/Sitting fee to Other Non-Executive Directors

The details of sitting fee paid to each of the other non-executive/Independent Directors during the year 2022-23 ended on 31st March, 2023 are given below :-

Name	Siting Fee	Other Payment	Total
Shri Rajendra Singh Tomar	20,000	-	20,000
Shri Pradeep Agrawal	20,000	-	20,000
Shri Umesh Narayan Trivedi	30,000	-	30,000
Smt. Namita Sharma	30,000	-	30,000

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Based on the revised scope, this Committee is responsible for transfer/transmission of shares, satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The Committee also looks into shares kept in abeyance, if any.

The terms of reference mandated by your Board, which is also in line with the statutory and regulatory requirements are:

- To resolve the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- To review of measures taken for effective exercise of voting rights by shareholders.
- To review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

### A) Composition and Meetings held during the year:

In compliance with the provisions of Section 178 of the Companies Act, 2013 and regulation 20 of SEBI (LODR) Regulation, 2015, the Board has renamed and reconstituted the existing "Investors' Grievance

Committee” as the “Stakeholders’ Relationship Committee” which consists of the following members and Six(6) meeting was held during the financial year 2022-23 on 6th May 2022; 17th May, 2022; 25th July 2022, 15th October, 2022, 20th Feb., 2023 and 28th March, 2023. The attendance of each member of the committee is as under:

Name of the Director	Designation	No. of Meeting attended
Shri Umesh Narayan Trivedi	Chairman	6
Shri Pradeep Agrawal	Member	6
Shri Rajender Singh Tomar	Member	6

All the three members of the Stakeholders’ Relationship Committee are Non-Executive and Independent directors.

B) **Compliance Officer of the Company:** CS Pooja Agrawal, Company Secretary is designated as the Compliance Officer of the Company.

C) **Shareholder Compliant Status during the financial year 2022-23:**

No. of Shareholder Compliant received	No. of Complaint resolved	No. of Compliant Pending.
8	8	0

#### 7. CSR COMMITTEE:

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. The Committee is headed by Shri Kailash Chand Sharma and consists of the members as stated below. During the year ended on 31st March, 2023 the Committee had one (1) meetings on 30th May, 2022 which were attended by the members as under: -

S.No.	Name of the Director	Designation	No. of Meetings Attended
1	Shri Kailash Chand Sharma	Chairman	1
2	Shri Umesh Narayan Trivedi	Member	1
3	Shri Pradeep Agrawal	Member	1

#### The Terms of Reference of the Committee are to:-

- the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
- the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- monitoring and reporting mechanism for the projects or programmes; and
- details of need and impact assessment, if any, for the projects undertaken by the company:

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

#### 8. CORPORATE COMPLIANCE COMMITTEE:

During the period under reporting 4 (four) meetings of the Corporate Compliance Committee were held on 30th May, 2022; 8th August, 2022, 11th November, 2022 and 13th February, 2023 which were attended by all the members.

Name of the Director	Category	Numbers of meeting attend
Shri Umesh Narayan Trivedi (Chairman)	Independent Director	4
Shri Pradeep Agrawal (Member)	Independent Director	4
Shri Rajender Singh Tomar (Member)	Independent Director	4

The terms of reference of the Corporate Compliance Committee broadly include the following:

1. Oversight responsibility for matters of compliance, including the Company's overall compliance programs, policies and procedures; significant legal or regulatory compliance exposure.
2. Oversee the Company's compliance efforts with respect to relevant Company policies, the Company's Code of Business Conduct, and relevant laws and regulations.
3. Monitor the Company's efforts to implement compliance programs, policies and procedures that respond to the various compliance and regulatory risks facing the Company and support lawful and ethical business conduct by the Company's employees.
4. Monitor the Company's efforts to fulfill legal obligations arising from settlement agreements and other similar documents or orders, and shall review, at its discretion.
5. At its discretion, oversee the investigation of, and may also request the investigation of, any significant instances of non-compliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that any such matters related to financial non-compliance or potential financial compliance violations shall be directed to the Audit Committee for investigation.

## 9. DISCLOSURES

- a) **Subsidiary Companies:** Nil/N.A.
- b) **Related Party Transactions:** Already discussed in the Board Report.
- c) **Providing voting by Electronic Means:** Your Company is providing E-voting facility through Remote E-voting and E-voting at AGM under Regulation 44 of SEBI (LODR) Regulation, 2015 and Companies Act, 2013. The details regarding e-voting facility through Remote E-voting and E-voting at 32nd AGM is being given with the notice of the Meeting.
- d) **Strictures and Penalties:** No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the SEBI or by any statutory authority on any matters related to capital markets during the last three years.
- e) **Vigil Mechanism/Whistle Blower Policy:** Already discussed in the Board Report.
- f) **Prevention of insider trading:** The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Company Secretary & Head Compliance is responsible for implementation of the Code.
- g) **Proceeds from public issues, rights issue, preferential issues, etc.:** The Company has not raised money through an issue (public issues, rights issues, preferential issues etc.) during the year under review.
- h) **Disclosures with respect to demat suspense account/ Unclaimed Suspense Account:** There is no equity shares lying in the demat suspense account/ Unclaimed Suspense Account.
- i) **Secretarial Compliance Report:** SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the SEBI (LODR) Regulation, 2015, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance report is in addition to the Secretarial Audit Report and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year. The Company has engaged the services of CS (Dr.) D.K. Jain (CP No. 2382), Practicing Company Secretary and Secretarial Auditor of the Company for providing this certification.
- j) **Certificate from Practicing Company Secretary:** Certificate as required under Part C of Schedule V of the SEBI (LODR) Regulation, 2015, received from CS (Dr.) D.K. Jain (FCS 3565: CP No. 2382) proprietor of M/s. D. K. Jain & Co., Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

- k) **Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** Already discussed in the Board Report.
- l) **Where the Board had not accepted any recommendation of any committee of the board, which is mandatorily required, in the financial year:** Your Board affirms that, there is no such instances where the Board has not accepted any recommendation of any committee of the Board during the financial year.
- m) **Code of Conduct:** The Board has adopted the code of conduct for all its Directors and Senior Management which has been displayed on the Company's website. All Board members and senior management personnel have affirmed compliance with the code on annual basis. A declaration to this effect by CEO of the Company forms part of this Annual Report.
- n) **Disclosure by the company and its subsidiary company of loans and advances in the nature to Firms/companies in which directors are interested:**  
The company or its subsidiary has not provided any Loans and advances to any firms/companies in which directors of the company interested.
- o) **Disclosure of certain types of agreements binding on the company:**  
The company has not entered into any type of agreements as prescribed under Clause 5A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015.
- p) **Senior Management**

Sr. No.	Name of the Senior Management	Particulars/Designation in the Company	Change during the year	Date of such change
1	Mr Abhinandan Prajapati	CFO	Appointment	11/11/2022
2	Mr Ritesh Sharma	CFO	Resigned	14/06/2022
3	Mrs. Pooja Agrawal	Company Secretary and Compliance Officer	-	-

## 10. MD CERTIFICATION

The MD have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (LODR) Regulations, 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

## 11. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF SEBI (LODR) REGULATIONS, 2015

The status of compliance with discretionary recommendations of the Regulation 27 of the SEBI (LODR) Regulations, 2015 with Stock Exchanges is provided below:

1. **Non-Executive Chairman's Office:** Chairman's office is separate from that of the Managing Director & CEO. However, the same is now maintained by the Chairman himself.
2. **Shareholders' Rights:** As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.
3. **Modified Opinion in Auditors Report:** The Company's financial statement for the year 2022-23 does not contain any modified audit opinion.
4. **Separate posts of Chairman and CEO:** The Chairman of the Board is an Executive Director and has position is separate from that of the Managing Director.
5. **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

## 12. INFORMATION ON GENERAL BODY MEETINGS

The details of the location and time for last three Annual General Meetings are given hereunder: -

Year	Location	Date	Time	Special Resolutions	Special resolution through postal Ballot
2021-2022	Through VC/OAVM for which the deemed place of meeting was the Registered office of the company situated at Nagpur Kalan Ordinance Factory Road, Itarsi-461111	24th Sept., 2022	2:00 P.M.	Nil	N.A.
2020-2021	Do	28th Sept., 2021	2:00 P.M.	Nil	N.A.
2019-2020	Do	28th Sept., 2020	2.00 P.M	Nil	N.A.

During the year under review, no extra ordinary general meeting was held as well as no resolution was passed through the Postal Ballot process.

### 13. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after these are approved by the Board. These are widely published in following newspapers. These results are simultaneously posted on the website of the Company at [www.natrajproteins.com](http://www.natrajproteins.com) and also uploaded on the website of the BSE Ltd.

Quarterly Results	Newspaper Publication	Displayed in Website
31.03.2022	Choutha Sansaar & Free Press, Indore	<a href="http://www.natrajproteins.com">www.natrajproteins.com</a>
30.06.2022	Choutha Sansaar & Free Press, Indore	<a href="http://www.natrajproteins.com">www.natrajproteins.com</a>
30.09.2022	Choutha Sansaar & Free Press, Indore	<a href="http://www.natrajproteins.com">www.natrajproteins.com</a>
31.12.2022	Choutha Sansaar & Free Press, Indore	<a href="http://www.natrajproteins.com">www.natrajproteins.com</a>
31.03.2023	Choutha Sansaar & Free Press, Indore	<a href="http://www.natrajproteins.com">www.natrajproteins.com</a>

However, the Company has not made any official releases and presentation to any institution.

### 14. GENERAL SHAREHOLDER INFORMATION

Date, Time and Venue of Annual General Meeting	On 30 <sup>th</sup> September, 2023, Saturday at 2.00 P.M. at the Registered Office of the company situated at Nagpur Kalan, Ordinance Factory Road, Itarsi
E-voting period	From 27.09.2023 on 9:00 A.M. [IST] To 29.09.2023 on 5:00 P. M [IST]
Financial Calendar Results for the quarter ending 30 <sup>th</sup> June, 2023 for the quarter ending 30 <sup>th</sup> Sept, 2023 for the quarter ending 31 <sup>st</sup> Dec., 2023 for the quarter ending 31 <sup>st</sup> March, 2024	On 8 <sup>th</sup> August, 2023 On or Before 14 <sup>th</sup> November, 2023 On or Before 14 <sup>th</sup> Feb., 2024 On or Before 30 <sup>th</sup> May, 2024
Board Meeting for consideration of Annual Accounts for the financial year 2022-23	30 <sup>th</sup> May, 2023
Book Closure	24 <sup>th</sup> Sept., 2023 to 30 <sup>th</sup> Sept., 2023 (both days inclusive)
Cutoff date for E-voting	23 <sup>rd</sup> September, 2023
Posting/ mailing of Annual Report	Before 7 <sup>th</sup> Sept., 2023
Last date for receipt of Proxy	N.A.
Dividend	N.A.
Listing on Stock Exchange	The equity shares of the company are listed at BSE Ltd. and the listing fees has been paid for 2023-2024.
Registered Office and Plant Location	Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.) 461111
Compliance Officer and Company Secretary	CS Pooja Agrawal

Registrars and Share Transfer Agents	Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel: 0731- 4065799/97, Fax: 0731- 4065798 Email: <a href="mailto:compliance@ankitonline.com">compliance@ankitonline.com</a>
Scrutinizer for E-voting	CS Ishan Jain, Practicing Company Secretary
Scrip Code	530119
ISIN NO	INE444D01016
The financial year covered by this Annual Report	April 1, 2022 to March 31, 2023
Share Transfer System	Due to amendment in SEBI (LODR) Regulation, 2015 from 1 <sup>st</sup> April, 2019, no physical transfer of shares is allowed except in certain cases.
Commodity price risk or foreign exchange risk and hedging activity	Usual policy is to sell its products at prevailing market prices, and not to enter into price hedging arrangements.

**a) Market Price Data (Rs.)**

The monthly high and low quotations of shares of the Company traded at the BSE Ltd. during the financial year 2022-23 are given below:

Month	High (Rs.)	Low (Rs.)
April, 2022	141.30	100.00
May, 2022	136.85	101.10
June, 2022	98.70	66.00
July, 2022	89.00	74.60
August, 2022	81.95	65.10
September, 2022	73.45	60.75
October, 2022	69.90	60.80
November, 2022	66.95	54.55
December, 2022	64.50	53.30
January, 2023	62.00	52.85
February, 2023	56.95	48.05
March, 2023	49.30	37.00

**b) Distribution of Shareholding as on 31st March, 2023**

No. of Shares	No. of Shareholders	% of Shareholders	Share Amount	% of Total
1-1000	1588	57.12	474320	1.27
1001-2000	247	8.88	405060	1.08
2001-3000	114	4.10	297880	0.79
3001-4000	203	7.30	779280	2.08
4001-5000	138	4.96	679010	1.81
5001-10000	228	8.20	1784590	4.76
10001-20000	92	3.31	1371600	3.66
20001-30000	46	1.65	1188330	3.17
30001-40000	21	0.76	721220	1.92
40001-50000	17	0.61	742520	1.98
50001-100000	45	1.62	3852260	10.28
100000 Above	41	1.47	25173930	67.18
<b>TOTAL</b>	<b>2780</b>	<b>100.00</b>	<b>37470000</b>	<b>100.00</b>

c) **Dematerialisation of shares & liquidity**

The shares of the Company are under compulsory demat segment and are listed on Bombay Stock Exchange, Mumbai. The Company's shares are available for trading in the depository of both NSDL & CDSL.

As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent three letters to all the shareholders holding shares in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who has not provided required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back being undelivered shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.

Further, SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.

d) **Details of Demat Shares as on 31st March 2023:**

	No. of Shareholders/Beneficial Owners	No. of Shares	% of Capital
NSDL	726	1487510	39.70
CDSL	1720	1270165	33.90
<b>Sub-Total</b>	<b>2446</b>	<b>2757675</b>	<b>73.60</b>
Shares in physical form	334	989325	26.40
<b>Grand Total</b>	<b>2780</b>	<b>3747000</b>	<b>100.00</b>

e) **Reconciliation of Share Capital Audit:**

As stipulated by Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges, NSDL and CDSL and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

f) **Outstanding Convertible Instruments**

There are no outstanding warrants or any convertible instruments.

15. **REDRESSAL OF INVESTOR GRIEVANCES THROUGH SEBI SCORES MECHANISM:**

SEBI has issued various circular for Listed Companies to Register itself on SCORES. It is a web based centralized grievance redress system of SEBI. SCORES enables investors to lodge and follow up their complaints and track the status of redressal of such complaints online from the SCORES website.

Your Company is also registered on SCORES and promptly redressing investor grievances. The same is maintained by our Registrar and Share Transfer Agent M/s Ankit Consultancy Pvt. Ltd.

16. **DISCLOSURES**

a) **Disclosure regarding materially significant related party transactions:**

None of the transaction with any of the related parties were in conflict with the interest of the Company. Attention of



members is drawn to the disclosure of transactions with the related parties set out in Note No. 30 of Notes on Accounts, forming part of the Annual report.

All related party transactions are negotiated on arm's length basis and are intended to further the interest of the company.

**b. Disclosure of non-compliance by the Company:**

There has been no instance of non-compliance on any matter related to the capital markets, during the last two years.

**c) Web links**

Particular	Web links
Material Event Policy	<a href="http://www.natrajproteins.com">www.natrajproteins.com</a>
Related Party Transaction policy	<a href="http://www.natrajproteins.com">www.natrajproteins.com</a>

Place : Itarsi

Date : 1st September, 2023

For and on behalf of the Board

**Kailash Chand Sharma**  
 Chairman & Managing Director  
 DIN 00012900



**Corporate Governance Certificate by the Auditor**

To,  
The Members,  
**Natraj Proteins Limited**

1. This report contains details of compliance of conditions of Corporate Governance by **Natraj Proteins Limited** ('the Company') for the year ended 31st March, 2023, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulation").

**Management's Responsibility**

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintaining operating effectiveness of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations.

**Our Responsibility**

3. Pursuant to the requirements of the SEBI Listing Regulations, it is our responsibility to express a reasonable assurance in a form of an opinion as to whether the Company has complied with the conditions of Corporate Governance as stipulated in SEBI Listing Regulations for the year ended 31st March, 2023.
4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We conducted our examination in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICSI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

7. In our opinion, and to the best of our information and according to explanations given to us and the representation provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Restriction on use**

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For, Bhutoria Ganesan & Co.,  
Chartered Accountants  
FR No. 004465C**

**CA R.Gokulakrishnan  
Partner  
M. No. 402792  
UDIN: 23402792BGYXRW4671**

**Place: Bhopal  
Date: 01.09.2023**

### MD / CFO CERTIFICATION

To,  
The Board of Directors  
**Natraj Proteins Limited**

- (A) We have reviewed the Financial Statements, Cash Flow Statements, Books of Accounts, detailed trial balance and grouping thereof for the Financial Year 2022-23 and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
  - no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (B) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (C) We have indicated to the auditors and the Audit committee:
- significant changes in internal control over financial reporting during the Financial Year 2022-23.
  - significant changes in accounting policies during the period and that the same have been disclosed in the notes of the financial statements; and
  - instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For, Natraj Proteins Limited.**

**Date: 30th May, 2023**  
**Place: Itarsi**

**K. C. Sharma**  
**Managing Director**  
**DIN 00012900**

**Abhinandan Prajapati**  
**CFO**

**CERTIFICATE  
OF NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) and Schedule V Para C, clause (10)(i) of the SEBI (LODR) Regulations, 2015)*

To,  
The Members of  
**Natraj Proteins Limited**  
Nagpur Kalan, Ordinance Factory Road,  
Itarsi (M.P.)-461111

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Natraj Proteins Limited** having **CIN: L00153MP1990PLC006090** and having registered office at Nagpur Kalan, Ordinance Factory Road, Itarsi (M.P.)-461111(hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Shri Kailash Chand Sharma*	00012900	21.11.1990
2	Shri Sharad Kumar Jain	02757935	24.08.2009
3	Shri Umesh Narayan Trivedi	00018188	31.01.2003
4	Shri Pradeep Agrawal	05279673	14.05.2012
5	Shri Rajender Singh Tomar	07102758	27.02.2015
6	Smt. Namita Sharma	02486865	27.02.2015

\*As per MCA Records Date of Appointment is 01.08.2010.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For, D.K. Jain & Co.**  
**Company Secretaries**  
**FRN No. I1995MP067500**

**CS (Dr.) Dilip Kumar Jain**  
**Proprietor**  
**FCS 3565; CP 2382**  
**Peer Review No.: 743/2020**

**Place : Indore**  
**Date : 7th August, 2023**  
**UDIN : F003565E000752819**

## INDEPENDENT AUDITOR'S REPORT

To the Members,

**Natraj Proteins Limited**

ITARSI (M.P.)

### **Report on the audit of the Standalone Financial Statements:**

We have audited the accompanying Standalone Ind AS Financial Statements of Natraj Proteins Limited, (the Company) which comprises the Balance Sheet as at March 31, 2023 and the Statement of Profit and Loss (Including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended as on that date, and notes to the standalone financial statements including a summary of significant accounting policies and other explanatory notes for the year ended as on that date.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements gives the information required by the Companies Act 2013 ("the Act") in the manner so required and gives a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies ( Indian Accounting Standards Rules – 2015, as amended (IND AS) and other accounting principles generally accepted in India of the state of affairs of the company as on 31st March 2023 and its Profit, Changes in equity and its Cash Flows for the year ended as on that date.

### **BASIS FOR OPINION**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SA) as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence that is obtained by us, is sufficient and appropriate to provide a basis of our audit opinion on the standalone financial statements.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexure to Board's Report and Shareholders Information, Management Discussion and Analysis Report and report on corporate governance, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Responsibility of Management for the Financial Statements:**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 (the Act) with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting

records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities: selection and application of appropriate implementation and maintenance accounting policies: making judgments and estimates that are reasonable and prudent : and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the audit of Financial Statements:**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work. (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and

timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the Matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequence of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors Report) Order 2020 ("the order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure A, as a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss (including other comprehensive income), the statement of Changes in the Equity and the statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - (d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act.
  - (e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023, from being appointed as a director in terms of section 164(2) of the Act.
  - (f) With respect to adequacy of the internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer our separate report in Annexure B to this report. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - (g) With respect to the other matters to be included in the Auditors Report in accordance with requirements of section 197(16) of the Act, as amended,
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
  - (h) With respect to the other matters to be included in the Auditors report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The company has disclosed the impact of pending litigations on its financial position in its Ind AS Financial Statements as on 31/03/2023. Refer to Note No 30B (4) to the Financial Statements.
    - ii. The company did not have any long term contract including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the company.

- iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested ( either from borrowed funds or share premium or any other sources or kinds of funds) by the company to or in any other person(s) or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing otherwise, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate beneficiaries”)or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.
- (b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from the any persons or entities, including foreign entities (“funding parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding parties (“ Ultimate Beneficiaries”) or provide any guarantee, security or like on behalf of the Ultimate beneficiaries.
- (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused to us to believe that the representations under sub clause (i) and (ii) of the Rule 11 (e), as provided above contains any material mis- statement.
- v. The company has neither declared dividend nor paid any dividend during the year.
- vi. The requirement of having accounting software by the company for maintaining its books of account which has a feature of recording audit trail is not applicable, as the same has been extended to 01 April 2023.

For BHUTORIA GANESAN & CO

ICAI Firm Reg No:004465C

Chartered Accountants

(CA .R .GOKULAKRISHNAN)

PARTNER

M.NO 402792

UDIN: 23402792BGYXRQ3869

Place: Bhopal

Date: 30.05.2023

#### ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditor Report of even date to the members of **NATRAJ PROTEINS LTD** (“The Company”) on the financial statements for the year ended March 31, 2023]

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and records examined by us in the normal course of audit, we state that:

- (I) (a) (I) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (a) (ii) The company has maintained proper records showing full particulars of intangible assets.
- (b) The company has a regular program of physical verification of its fixed assets under which fixed assets are verified in phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. In accordance with this program, certain fixed assets



were verified during the year and according to the information and explanation given to us, no material discrepancies were noticed on such verification.

- (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed/ transfer deed/ conveyance deed provided to us, we report that, the title deeds of all the immovable properties (which are included under the head 'Property, Plant and Equipment') ( other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.
- (d) The company has not revalued any of its property, plant and equipment and intangible assets during the year. Accordingly, the provisions of clause 2(i)(d) of the Order are not applicable.
- (e) According to the information and explanation given to us and on the basis of our examination of the records of the company, there are no proceedings which have been initiated or pending against the company as at 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made there under. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. The procedures of physical verification of inventory followed by the management, in our opinion, is reasonable and adequate in relation to the size of the company and the nature of its business. The company is maintaining proper records of inventory and no discrepancies exceeding 10% or more in the aggregate for each class of inventory between physical inventory and book records were noticed on physical verification.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms limited liability partnerships or any other parties during the year. Accordingly, provisions of clause 3 (iii) (a) (A&B) and 3 (iii)(b,c,d,e&f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security during the year and therefore the relevant provisions of sections 185 and 186 of the Companies Act, 2013 ("the Act") are not applicable to the Company. Accordingly, Clause 3(iv) of the Order is not applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company, has not accepted any deposits during the year, had no unclaimed deposits at the beginning of the year and there are no amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, clause 3 (v) of the order is not applicable.
- (vi) We have broadly reviewed the books of account maintained by the company pursuant to rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act 2013 and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, We have not carried out a detailed examination of the records with a view to determining whether they are accurate or complete.
- (vii) (a) According to the information and explanations given to us, during the year the company generally been regular in depositing undisputed statutory dues including GST, provident fund, income-tax, sales tax, service tax, Duty of customs, Duty of Excise , value added tax, Cess, Electricity Duty and any other material statutory dues with the appropriate authorities to the extent applicable to it with the appropriate authorities.
- According to the information and explanations given to us, there were no undisputed amounts payable in

respect of provident fund, income tax, sales tax, value added tax, GST, duty of customs, service tax, cess, electricity duty and other material statutory dues were in arrears as on 31st March 2022 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, and as per the records of the company, there are no material dues which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, VAT and cess which have not been deposited on account of dispute are given below:

Name of the Statute	Nature of the dues	Amount (Rs. in lakhs)	Year to which it pertains	Forum at which case is pending
Income Tax Act 1961	IncomeTax	15.90	1994-95 1995-96 1996-97	Before Settlement/ Commission Petition filed before MP High Court Jabalpur for stay.
MP VAT Act 2002	VAT	5.05	2006-07	MP Commercial Appellate Board, Bhopal
Income Tax Act 1961	Income Tax	0.73	AY 2021-2022	CPC
Income Tax Act 1961	Income Tax	0.70	2004-2005	CPC
Income Tax Act 1961	Income Tax	0.37	AY 2006-2007	Assistant Commissioner of Income Tax 1(1), Bhopal
Income Tax Act 1961	Income Tax	26.88	AY 2013-2014	Vivad Se Vishwas Scheme/ACIT, Circle- Itarsi
Income Tax Act 1961	Income Tax	0.82	AY 2018-2019	CPC
Income Tax Act 1961	Income Tax	0.03	AY 2010-2011	CPC
Income Tax Act 1961	Income Tax	0.17	AY 2018-2019	CPC

- (viii) In our opinion and according to the information and explanations given to us, there are no such transactions which were not recorded in the books of account earlier and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of Clause 3(viii) of the Order are not applicable.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, the term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term purposes by the Company.
- (e) According to the information and explanations given to us, since the Company does not have subsidiaries, associates or joint ventures. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable.
- (f) According to the information and explanations given to us, since the Company does not have subsidiaries,

associates or joint ventures. Accordingly, the provisions of clause 3(ix)(f) of the Order are not applicable.

- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year were applied for the purpose for which those are raised during the year. Accordingly, paragraph 3 (X)(a) of the Order is not applicable.
- (b) During the year, the company has not made any preferential allotment or private placement of shares or convertible debenture (fully or partly or optionally) and hence reporting under clause 3(X)(b) of the order is not applicable.
- (xi) (a) Based on our audit procedures performed, and according to the information and explanations given by the management to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) In our opinion and according to the information and explanations given to us, no report under sub section 12 of section 143 of Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report. Accordingly, the provisions of clause 3(xi) (b) of the Order are not applicable.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) (a,b,c) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the notes to the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the company has an Internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as per section 192 of Companies Act. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. (2 of 1934). Hence reporting under clause 3(xvi)(a & b) of the order is not applicable.
- (b) The Company is not a core investment Company (CIC) within the group (as defined in the core investment companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(c & d) of the order is not applicable.
- (xvii) The company has not incurred cash losses in the financial year and in the immediately preceding financial year. Accordingly, provisions of clause 3(xvii) of the Order are not applicable.
- (xviii) There has been no resignation of the statutory auditors of the company during the year, Accordingly, provisions of clause 3 (xviii) of the order are not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisations of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, is causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts upto the date the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one

year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx) (a) The Company does not have any projects other than ongoing projects towards Corporate Social Responsibility (CSR), and therefore, there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act, 2013 within a period of six months of the expiry of the financial year in compliance with section 135(5) of the said Act. Accordingly, reporting under clause (xx)(a) of the Order is not applicable for the year.
- (b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount, to a Special account before the date of this report and within a period of 30 days from the end of the financial year in compliance with the provisions of Section 135(6) of the Act.
- (xxi) There is no consolidation of financial statements, accordingly reporting under clause 3(xxi) is not applicable.

For **BHUTORIA GANESAN & CO**

ICAI Firm Reg No:004465C

Chartered Accountants

(CA.R.GOKULAKRISHNAN)

PARTNER

M.NO 402792

UDIN: 23402792BGYXRQ3869

Place: Bhopal

Date: 30.05.2023

### ANNEXURE :B TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the members of NATRAJ PROTIENS LIMITED on the Financial Statements for the year ended March 31, 2023]

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **NATRAJ PROTEINS LIMITED** ("the Company") as of 31 March 2023 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed

under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For BHUTORIA GANESAN & CO**

**ICAI Firm Reg No:004465C**

**Chartered Accountants**

**(CA.R.GOKULAKRISHNAN)**

**PARTNER**

**M.NO 402792**

**UDIN: 23402792BGYXRQ3869**

**Place: Bhopal**

**Date: 30.05.2023**

## BALANCE SHEET AS AT 31-03-2023

(Rs In Lakhs)

Particulars		Note No.	Figures as at the end of current reporting period 31.03.2023	Figures as at the end of previous reporting period 31.03.2022
<b>I</b>	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Property, Plant and Equipment	1	394.64	411.86
	(b) Capital Work-in-progress	1A	188.78	-
	(c) Investment Property		-	-
	(d) Goodwill		-	-
	(e) Other Intangible Assets		-	-
	(f) Intangible assets under development		-	-
	(g) Biological Assets other than bearer plants		-	-
	(h) Financial Assets			
	(i) Investments		-	-
	(ii) Trade receivables	2	335.23	354.14
	(iii) Loans	3	228.97	232.43
	(iv) Others		-	-
	(i) Deferred tax assets ( Net)		-	-
	(j) Other non-current assets	4	288.52	201.47
(2)	<b>Current Assets</b>			
	(a) Inventories	5	5,608.99	3,990.69
	(b) Financial assets			
	(i) Investments	6	43.32	63.68
	(ii) Trade receivables	7	1,230.15	1,721.69
	(iii) Cash and Cash equivalents	8	239.58	482.20
	(iv) Bank balance other than (iii) above		-	-
	(v) Loans	9	326.81	40.83
	(vi) Others	10	25.71	79.69
	(c) Current Tax Assets (Net)	11	0.22	-
	(d) Other Current Assets		-	-
	<b>Total Assets</b>		<b>8,910.92</b>	<b>7,578.69</b>
<b>(II)</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	(a) Equity Share Capital	12	374.70	374.70
	(b) Other Equity	13	4,248.38	4,171.25
(1)	<b>LIABILITIES</b>			
	<b>Non-current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	14	250.60	314.17
	(ia) Lease Liabilities		-	-
	(ii) Trade payables	15	-	6.61
	Total outstanding dues of micro enterprises and small enterprises		-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		-	-
	(iii) Other financial liabilities (other than those specified in item (b) , to be specified)		-	-
	(b) Provisions		-	-
	(c) Deferred Tax Liabilities (Net)	16	88.46	75.00
	(d) Other non-current liabilities		-	-
(2)	<b>Current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	17	3,118.78	2,409.78
	(ia) Lease Liabilities		-	-
	(ii) Trade payables	18	-	-
	Total outstanding dues of micro enterprises and small enterprises		9.50	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises		643.45	99.34
	(iii) Other financial liabilities (other than those specified in item (b) , to be specified)		-	-
	(b) Other current liabilities	19	177.04	77.41
	(c) Provisions	20	-	50.43
	(d) Current tax liabilities (Net)		-	-
	<b>Total Equity and Liabilities</b>		<b>8,910.92</b>	<b>7,578.69</b>

As per our Report of even date attached  
Notes referred to above form an integral part of Financial Statements

For BHUTORIA GANESAN & CO  
Chartered Accountants  
Firm Registration No: 004465C

CA.R.GOKULAKRISHNAN  
Partner  
Membership No: 402792  
UDIN : 23402792BGYXRQ3869

PLACE : CAMP ITARSI  
DATED : 30/05/2023

FOR AND ON BEHALF OF BOARD OF DIRECTORS

KAILASH CHAND SHARMA  
(Managing Director)  
DIN 00012900

ABHINANDAN PRAJAPATI  
(CFO)

PLACE: ITARSI  
DATED : 30/05/2023

SHARAD KUMAR JAIN  
(Whole Time Director)  
DIN: 02757935

POOJA AGRAWAL  
(Company Secretary)

## STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31-03-2023

(Rs In Lakhs)

Particulars		Note No.	Figures as at the end of current reporting period 31.03.2023	Figures as at the end of previous reporting period 31.03.2022
I	Revenue from Operations	21	14,359.72	14,471.18
II	Other Income	22	9.56	26.40
<b>III</b>	<b>Total Income (I+II)</b>		<b>14,369.28</b>	<b>14,497.58</b>
IV	Expenses			
	Cost of material consumed	23(a)	12,082.34	10,448.52
	Purchases of Stock-in-trade	23(b)	2,357.54	1,651.89
	Changes in inventories of finished goods, Stock-in-Trade, and Work-in-progress	24	-1,099.02	220.08
	Employee Benefits Expenses	25	118.39	139.37
	Finance costs	26	175.97	107.25
	Depreciation and amortization expenses	1 & 1(A)	42.71	39.60
	Other Expenses	27	590.06	595.25
	<b>Total Expenses (IV)</b>		<b>14,267.99</b>	<b>13,201.96</b>
V	Profit/(loss) before exceptional items and tax (I-IV)		101.29	1,295.62
VI	Exceptional items/ prior period items ( net)		-	-
<b>VII</b>	<b>Profit/(loss) after exceptional items and before tax (V-VI)</b>		<b>101.29</b>	<b>1,295.62</b>
VIII	Tax Expenses :			
	(1) Current Tax	28	17.05	341.68
	(2) Deferred Tax		13.46	13.18
	(3) Income Tax related to earlier years		-	4.54
	Total Tax Expenses		30.51	359.40
<b>IX</b>	<b>Profit/(Loss) for the period from continuing Operations (VII-VIII)</b>		<b>70.78</b>	<b>936.22</b>
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expenses of discontinued operations		-	-
XII	Profit/(loss) from Discontinued Operations (after tax) (X-XI)		-	-
<b>XIII</b>	<b>Profit/(loss) for the period (IX+XII)</b>		<b>70.78</b>	<b>936.22</b>
<b>XIV</b>	<b>Other Comprehensive Income</b>			
	A. (i) Items that will not be reclassified to profit or loss			
	Remeasurement of Defined Benefit Plans		8.59	4.29
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-2.23	-1.25
	B. (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>XV</b>	<b>Total Comprehensive Income for the period (XIII+XIV) Comprising Profit/(Loss) and Other comprehensive income for the period</b>		<b>77.14</b>	<b>939.27</b>
XVI	Earning per equity share (for continuing operation)			
	(1) Basic	29	1.89	24.99
	(2) Diluted		1.89	24.99
XVII	Earning per equity share (for discontinued operation)			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earning per equity share (for discontinued & continuing operation)			
	(1) Basic		1.89	24.99
	(2) Diluted		1.89	24.99

As per our Report of even date attached  
Notes referred to above form an integral part of Financial Statements

For BHUTORIA GANESAN & CO  
Chartered Accountants  
Firm Registration No: 004465C

CA.R.GOKULAKRISHNAN  
Partner  
Membership No: 402792  
UDIN : 23402792BGYXRQ3869

PLACE : CAMP ITARSI  
DATED : 30/05/2023

FOR AND ON BEHALF OF BOARD OF DIRECTORS

KAILASH CHAND SHARMA  
(Managing Director)  
DIN 00012900

ABHINANDAN PRAJAPATI  
(CFO)

PLACE: ITARSI  
DATED : 30/05/2023

SHARAD KUMAR JAIN  
(Whole Time Director)  
DIN: 02757935

POOJA AGRAWAL  
(Company Secretary)

**CASH FLOW STATEMENT  
FOR THE YEAR ENDING 31ST MARCH, 2023**

(Rs In Lakhs)

PARTICULARS	YEAR ENDED 31 <sup>st</sup> March 2023	YEAR ENDED 31 <sup>st</sup> March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	101.29	1,295.62
Adjustments for:		
ADD		
Depreciation & Amortization	42.71	39.60
Interest Charges	175.97	107.25
LESS		
Interest Income	9.56	26.40
Others	10.69	38.64
<b>Operating Profit Before Working Capital Changes</b>	<b>299.72</b>	<b>1,377.44</b>
<b>Adjustments for :</b>		
Trade Receivables	510.46	-250.93
Inventories	-1,618.31	391.37
Loans, Advances and other current assets	-285.97	-86.65
other current assets	88.10	-
Non Current Liabilities	-6.61	-
Current Liabilities	1,311.80	-536.46
Income Tax Paid during the year	-19.50	-304.54
<b>Total Adjustments</b>	<b>-20.03</b>	<b>-787.21</b>
<b>CASH GENERATED FROM OPERATING ACTIVITIES (A)</b>	<b>279.69</b>	<b>590.22</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed asset Asset/ Capital WIP/Investments	-214.27	-185.64
Purchase of mutual funds	-10.00	-
Realisation proceeds of MF	15.52	-
Interest Received	9.56	26.40
Non Current Assets, Long term loans and advances	-83.59	-179.92
<b>NET CASH USED IN INVESTING ACTIVITIES (B)</b>	<b>-282.78</b>	<b>-339.15</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	-63.57	314.17
Interest Paid	-175.97	-107.25
<b>NET CASH (USED)/FROM FINANCING ACTIVITIES (c)</b>	<b>-239.54</b>	<b>206.91</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS (A+B+C)</b>	<b>-242.62</b>	<b>457.98</b>
Cash and Cash Equivalents - Opening Balance	482.20	24.22
Cash and Cash Equivalents - Closing Balance	239.58	482.20
<b>Increase/Decrease in Closing Cash Balance</b>	<b>-242.62</b>	<b>457.98</b>
Note: - Cash and Cash Equivalents include:		
(a) Cash on Hand	34.68	49.36
(b) Balances with Banks in Current Accounts	204.90	432.84
(c) Balances in FDR with Bank - No lien deposits	-	-
	<b>239.58</b>	<b>482.20</b>

As per our Report of even date attached  
Notes referred to above form an integral part of Financial Statements

For BHUTORIA GANESAN & CO  
Chartered Accountants  
Firm Registration No: 004465C

CA.R.GOKULAKRISHNAN  
Partner  
Membership No: 402792  
UDIN : 23402792BGYXRQ3869

PLACE : CAMP ITARSI  
DATED : 30/05/2023

FOR AND ON BEHALF OF BOARD OF DIRECTORS

KAILASH CHAND SHARMA  
(Managing Director)  
DIN 00012900

ABHINANDAN PRAJAPATI  
(CFO)

PLACE: ITARSI  
DATED : 30/05/2023

SHARAD KUMAR JAIN  
(Whole Time Director)  
DIN: 02757935

POOJA AGRAWAL  
(Company Secretary)



**STATEMENT OF CHANGES IN EQUITY**
**A. Equity Share Capital**

Particulars	31 March 2023		31 March 2022	
	No of Shares	Amount in lakhs	No of Shares	Amount in lakhs
Balance at the beginning of the reporting period	3,747,000	374.70	3,747,000	374.70
Changes in Equity Share Capital during the year	-	-	-	-
Balance at the end of the reporting period	3,747,000	374.70	3,747,000	374.70

**B. Other Equity**
**(I) As at March 31, 2023**

(Rs In Lakhs)

Particulars	Share application on money pending allotment	Equity component of Financial Instrument	Reserves & Surplus				Equity instruments through OCI	CSR Reserve	Total
			Capital Reserve	Share forfeited Reserve	General Reserve	Surplus/ Retained Earnings			
Balance at the beginning of the reporting period (A)	-	-	-	47.77	15.00	4,108.48	-	4,171.25	
Changes in accounting policy or prior period errors (B)	-	-	-	-	-	-	-	-	
Profit/(Loss) for the year	-	-	-	-	-	70.78	-	70.78	
Other Comprehensive Income for the year	-	-	-	-	-	8.59	-	8.59	
Income Tax relating to items that will not be reclassified to profit or loss and others	-	-	-	-	-	(2.23)	-	(2.23)	
<b>Total Comprehensive income for the year (C)</b>	-	-	-	-	-	<b>77.14</b>	-	<b>77.14</b>	
Transfer to retain earnings	-	-	-	-	-	77.14	-	77.14	
Deferred Hedging gains/(losses) and cost of hedging transferred to P&L during the year	-	-	-	-	-	-	-	-	
<b>Total (D)</b>	-	-	-	-	-	<b>77.14</b>	-	<b>77.14</b>	
Transactions with the owners in their capacity as the owners	-	-	-	-	-	-	-	-	
Issue of Equity shares	-	-	-	-	-	-	-	-	
Dividends Paid	-	-	-	-	-	-	-	-	
Employees Stock Option expenses	-	-	-	-	-	-	-	-	
<b>Total (E)</b>	-	-	-	-	-	-	-	-	
Other changes during the year	-	-	-	-	-	-	-	-	
- Utilisation during the year	-	-	-	-	-	-	-	-	
Transaction cost arising on share issue (Net of tax)	-	-	-	-	-	-	-	-	
Current Year charge to Business development reserve	-	-	-	-	-	-	-	-	
Charge during the year to Foreign Currency Monetary Item Translation Difference Account	-	-	-	-	-	-	-	-	
<b>Total (F)</b>	-	-	-	-	-	-	-	-	
<b>Balance at the end of the reporting period</b>	-	-	-	47.77	15.00	4,185.62	-	4,248.39	

## (ii) As at March 31, 2022

(Rs In Lakhs)

Particulars	Share application on money pending allotment	Equity component of Compound Financial Instrument	Reserves & Surplus				Equity instruments through OCI	CSR Reserve	Total
			Capital Reserve	Share forfeited Reserve	General Reserve	Surplus/ Retained Earnings			
Balance at the beginning of the reporting period (A)	-	-	-	47.77	15.00	3,169.22	-	3,231.98	
Changes in accounting policy or prior period errors (B)	-	-	-	-	-	-	-	-	
Profit/(Loss) for the year	-	-	-	-	-	936.22	-	936.22	
Other Comprehensive Income for the year	-	-	-	-	-	3.05	-	3.05	
Income Tax relating to items that will not be reclassified to profit or loss and others	-	-	-	-	-	-	-	-	
<b>Total Comprehensive income for the year (C)</b>	-	-	-	-	-	<b>939.27</b>	-	<b>939.27</b>	
Transfer to retain earnings	-	-	-	-	-	939.27	-	939.27	
Deferred Hedging gains/(losses) and cost of hedging transferred to P&L during the year	-	-	-	-	-	-	-	-	
<b>Total (D)</b>	-	-	-	-	-	<b>939.27</b>	-	<b>939.27</b>	
Transactions with the owners in their capacity as the owners	-	-	-	-	-	-	-	-	
Issue of Equity shares	-	-	-	-	-	-	-	-	
Dividends Paid	-	-	-	-	-	-	-	-	
Employees Stock Option expenses	-	-	-	-	-	-	-	-	
<b>Total (E)</b>	-	-	-	-	-	-	-	-	
Other changes during the year	-	-	-	-	-	-	-	-	
Utilisation during the year	-	-	-	-	-	-	-	-	
Transaction cost arising on share issue (Net of tax)	-	-	-	-	-	-	-	-	
Current Year charge to Business development reserve	-	-	-	-	-	-	-	-	
Charge during the year to Foreign Currency Monetary Item Translation Difference Account	-	-	-	-	-	-	-	-	
<b>Total (F)</b>	-	-	-	-	-	-	-	-	
<b>Balance at the end of the reporting period</b>	-	-	-	<b>47.77</b>	<b>15.00</b>	<b>4,108.48</b>	-	<b>4,171.25</b>	

**Note 1 :****Note 1: Property Plant and Equipment**

S. No.	Particulars	Gross Block			Depreciation			Net Carrying Block	
		Opening	Additions	Closing	Opening	During the Year	Closing	Opening As at 01.04.22	Closing As at 31.03.23
1	Land	2.43	-	2.43	-	-	-	2.43	2.43
2	Buildings & Site Development	341.49	-	341.49	227.87	9.21	237.08	113.62	104.41
3	Plant & Machinery	1,001.18	-	1,001.18	916.50	20.25	936.76	84.67	64.42
4	Solar Power Plant	185.63	-	185.63	0.03	11.75	11.78	185.60	173.85
5	Furniture & Fixtures	5.24	-	5.24	4.98	-	4.98	0.26	0.26
6	Office & Other Equipments	10.23	-	10.23	9.80	-	9.80	0.43	0.43
7	Vehicles	11.84	21.79	33.63	11.25	0.94	12.19	0.59	21.44
8	Refinery	332.33	-	332.33	315.71	-	315.71	16.62	16.62
9	Computers	10.61	1.09	11.70	9.89	0.11	10.00	0.71	1.69
10	Earth Moving Equipments	22.63	-	22.63	21.50	-	21.50	1.13	1.13
11	Electrical Installations & D.G.	116.06	-	116.06	110.26	0.00	110.26	5.80	5.80
	<b>31.03.2023</b>	<b>2,039.67</b>	<b>22.88</b>	<b>2,062.55</b>	<b>1,627.80</b>	<b>42.26</b>	<b>1,670.05</b>	<b>411.86</b>	<b>392.49</b>
	<b>31.03.2022</b>	<b>1,854.04</b>	<b>185.63</b>	<b>2,039.67</b>	<b>1,588.20</b>	<b>39.60</b>	<b>1,627.80</b>	<b>265.83</b>	<b>411.86</b>

**Intangible Assets**

S. No.	Particulars	Gross Block			Depreciation			Net Carrying Cost	
		Opening	Additions	Closing	Opening	During the Year	Closing	Opening As at 01.04.22	Closing As at 31.03.23
1	Software	11.50	2.61	14.11	11.50	0.46	11.96	-	2.15
	<b>31.03.2023</b>	<b>11.50</b>	<b>2.61</b>	<b>14.11</b>	<b>11.50</b>	<b>0.46</b>	<b>11.96</b>	<b>-</b>	<b>2.15</b>
	<b>31.03.2022</b>	<b>11.50</b>	<b>-</b>	<b>11.50</b>	<b>11.50</b>	<b>-</b>	<b>11.50</b>	<b>-</b>	<b>-</b>

## Notes forming part of the financial statements

## Note 1A : Capital Work in progress as on 31.03.2023

(Rs. in Lakhs)

S. No.	Particulars	As at 01.04.2022	Addition	Adjustment	Capitalised	As at 31.03.2023
1	Rice mill project	-	188.78	-	-	188.78
	<b>Total</b>	-	<b>188.78</b>	-	-	<b>188.78</b>
	<b>Previous year</b>	-	-	-	-	-

## 1A.1: Capital work in progress ageing schedule

(Rs. in Lakhs)

Capital work in progress	Amount in CWIP for a period of				
	Less than 1 Year	1-2 year	2-3 year	More than 3 years	Total
Project in progress	188.78	-	-	-	188.78
Project temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>188.78</b>	-	-	-	<b>188.78</b>
<b>Previous year</b>	-	-	-	-	-

## Capital work-in-progress completion schedule as on 31.03.2023 for delayed projects

(Rs. in Lakhs)

Capital work in progress	To be completed in				
	Less than 1 Year	1-2 year	2-3 year	More than 3 years	Total
Rice Mill project	188.78	-	-	-	188.78
<b>TOTAL</b>	<b>188.78</b>	-	-	-	<b>188.78</b>
<b>Previous year</b>	-	-	-	-	-

## Note 2 : TRADE RECEIVABLES-NON CURRENT

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Trade receivables - Unsecured, considered good	335.23	354.14
Trade Receivables - Credit Impaired	-	-
Less : Impairment allowances for Trade Receivables	-	-
<b>Total</b>	<b>335.23</b>	<b>354.14</b>

\* Aging Schedule has been disclosed separately

**Note 3 : NON CURRENT- FINANCIAL ASSETS - LOANS**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Deposits Unsecured considered good	24.10	28.25
Less: Provision for doubtful deposits	-	-
	24.10	28.25
Advances Unsecured considered good	204.87	204.18
<b>Total</b>	<b>228.97</b>	<b>232.43</b>

**Note 4 : OTHER NON CURRENT ASSETS**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
<b>A) Balances with government authorities</b>		
Unsecured, considered good		
Advance tax (Block Period)	39.80	39.80
VAT Appeal	1.32	2.49
TDS Certificates in hand	31.51	19.26
IT Against Appeal (AY 13-14)	-	-
GST Input credit receivable ( 2017-2018)	-	-
IT Advance	-	-
Income tax (Net of Tax provision of earlier years)	-	-
Tax Collected at Source ( TCS)	3.99	3.63
Income Tax Advance Tax and Refund Due	17.41	17.41
<b>Total (A)</b>	<b>94.03</b>	<b>82.59</b>
<b>(B) FDR/ Deposits having maturity period more than 12 months</b>		
I) Balances held as margin money or security against borrowings, guarantees and other commitments (Refer Note (4.1) below)	189.49	118.87
(II) Other Bank Balances having maturity period more than 12 months	-	-
(III) Other advances	5.00	-
<b>Total (B)</b>	<b>194.49</b>	<b>118.87</b>
<b>Total (A+B)</b>	<b>288.52</b>	<b>201.47</b>

**4.1) Margin Money:**

Margin money deposits amounting to Rs. 189.49 Lakhs ( previous year Rs. 118.87 Lacs) are lying with Bank against Bank Guarantee & Security against borrowings of Working Capital

- (i) Lien Marked against FDR with Bank of Baroda Rs. 148.44 Lacs (P.Y. Rs. 79.95 Lacs) for the Cash Credit limit & Security towards Capital Work-in-progress
- (ii) Lien Marked against FDR with Union Bank Rs. 27.52 Lacs (P.Y. Rs. 26.04 Lacs), for Bank Guarantee.
- (iii) Lien marked against FDR with Axis Bank Rs. 4.38 Lacs (P.Y. Rs. 4.14 Lacs). The FDR given as security deposit with Krishi Upaj Mandi Samiti.
- (iv) Lien marked FDR with ICICI Bank Rs. 9.14 Lacs (P.Y. Rs. 8.74 Lacs) The FDR given as security deposit with Krishi Upaj Mandi Samiti.

**Note 5 : INVENTORIES**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
(a) Raw materials (At cost or market value whichever is less) FIFO basis	1,893.15	1,399.83
(b) Finished goods (Cost of Production or Net Realisable Value whichever is less) FIFO BASIS	3,465.27	2,366.25
(c) Consumables, Fuel and Packing material (At average cost) Measured at weighted average cost	151.86	131.30
(d) Stores and machinery spares (Valuation At Cost) Measured at weighted average cost	98.72	93.31
<b>Total</b>	<b>5,609.00</b>	<b>3,990.69</b>

**Note 6 : FINANCIAL ASSETS - CURRENT INVESTMENTS**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
In Mutual Funds		
(a) Bank of Baroda Business Cycle Fund	29.72	20.00
(b) Phillip Capital ( Margin Money)	13.61	28.68
(c) SBI Saving MF	-	15.00
<b>Total</b>	<b>43.33</b>	<b>63.68</b>

**Note : 6.1**

- (i) Bank of Baroda Business Cycle Fund (invested value Rs. 20 Lakhs) ( P. Y : Rs. 20.00 Lakhs)
- (ii) Phillip Capital (Margin Money), (Invested value Rs. 28.68 Lakhs) ( P.Y : Rs. 28.68 Lakhs)
- (iii) SBI Saving MF (Investment value Nil) (P.Y. Rs. 15 Lakhs)

**Note 7 : CURRENT - TRADE RECEIVABLES**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Trade receiveables - Unsecured, considered good	1,230.15	1,721.69
	<b>1,230.15</b>	<b>1,721.69</b>
Trade Receivables - Credit Impaired	-	-
Less : Impairment allowances for Trade Receivables	-	-
<b>Total</b>	<b>1,230.15</b>	<b>1,721.69</b>

\* Aging Schedule has been disclosed separately

**Note 8 : CASH AND CASH EQUIVALENTS**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
<b>Cash and Cash Equivalents</b>		
(a) Cash on hand	34.68	49.36
(b) Balances with banks -Current Accounts	204.90	432.84
<b>Total</b>	<b>239.58</b>	<b>482.20</b>

**Note 9 : LOANS - CURRENT**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
(a) Security Deposits Unsecured , Considered Good	-	-
(b) Loans and advances to employees Unsecured, considered good	14.35	3.54
(c) Prepaid expenses - Unsecured, considered good	-	-
(d) Others Advance for raw material & stores	312.46	37.29
<b>Total</b>	<b>326.81</b>	<b>40.83</b>

**Note 10 : OTHERS**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Prepaid expenses - Unsecured, considered good /DBA	14.51	15.28
GST Receivable ( Net)	11.20	64.42
<b>Total</b>	<b>25.71</b>	<b>79.69</b>

**NOTE 11 : CURRENT TAX ASSET (NET)**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Advance Tax Paid	19.50	-
Less: Provision for Income Tax FY 2022-23	19.28	-
<b>Total</b>	<b>0.22</b>	<b>-</b>

**NOTE 12 : EQUITY SHARE CAPITAL**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
(a) Authorised 50,00,000 Equity shares of Rs.10/ each	500.00	500.00
(b) Issued Share Capital, Subscribed & Paid up Equity shares of Rs.10 each (37,47,000 Equity Shares of Rs. 10 each ) (Previous year: 3747000 Equity shares of Rs. 10 each)	374.70	374.70
<b>Total</b>	<b>374.70</b>	<b>374.70</b>

**12.1) Terms/ rights attached to equity shares**

The company has only one class of equity shares having par value Rs. 10 per share. Each holder of equity shares is entitled to one vote per share

**12.2) Reconciliation of No of shares outstanding is given below:-**

Particulars	As at 31-3- 2023	As at 31-3- 2022
Equity Shares at the beginning of the year	3,747,000	3,747,000
Add: Shares issued during the year	0	0
Less: Shares forfeited during the year	0	0
Equity shares at the end of the year	3,747,000	3,747,000

**12.3) Details of shareholders holding more than 5% shares of the total number of shares issued by the company**

Name of the Shareholders	As at 31-3- 2023		As at 31-3- 2022	
	Number	% of holding in the class	Number	% of holding in the class
Equity shares of Rs. 10 each fully paid up				
Arush Arora	288,617	7.70%	438,717	11.71%
Sharad Kumar Jain	239,000	6.38%	239,000	6.38%
Sangeetha S.	220,500	5.88%	220,500	5.88%
J.P. Agrawal	218,843	5.84%	218,843	5.84%
Rajeev Kumar Sharma	193,000	5.15%	193,000	5.15%

12.4) (i) Shares issued for consideration other than cash in last 5 financial years Nil

(ii) Shares issued by way of bonus in last 5 financial years Nil

(iii) Shares bought back in last 5 financial years Nil

**12.5) Details of calls unpaid**

Particulars	As at 31-3- 2023		As at 31-3- 2022	
	Number of shares	Amount in Rs	Number of shares	Amount in Rs
<u>Equity shares with voting rights</u>				
Aggregate of calls unpaid				
- by Directors	0	0	0	0
- by Officers	0	0	0	0
- by Others	0	0	0	0

**12.6) Details of forfeited shares**

Class of Shares	As at 31-3- 2023		As at 31-3- 2022	
	Number of shares	Amount originally paid up	Number of shares	Amount originally paid up
Equity shares with voting rights	0	0	0	0



**12.7) Disclosure of shareholding of Promoters**

Promoter Name	No of Shares as at 31.03.23	Percentage of Total Shares	No of Shares as at 31.03.22	Percentage of Total Shares	percentage changed during the year
Arush Arora	288,617	7.70%	438,717	11.71%	4.01%
Sharad Kumar Jain	239,000	6.38%	239,000	6.38%	NIL
Jagdish Prasad Agrawal	218,843	5.84%	218,843	5.84%	NIL
Rajeev Kumar Sharma	193,000	5.15%	193,000	5.15%	NIL
Kailash Chand Sharma	165,000	4.40%	165,000	4.40%	NIL
Avinash Kumar Sharma	134,500	3.59%	134,500	3.59%	NIL
Sanjay Kumar sharma	120,500	3.22%	120,500	3.22%	NIL
Sumanlata Sharma	105,000	2.80%	105,000	2.80%	NIL
Parveen Arora	78,000	2.08%	78,000	2.08%	NIL
Beni Shankar Sharma	74,000	1.97%	74,000	1.97%	NIL
Pushpa Devi Sharma	50,000	1.33%	50,000	1.33%	NIL
Rajesh Kumar Agrawal	14,479	0.39%	14,479	0.39%	NIL
Archana Agrawal	1,845	0.05%	1,800	0.05%	NIL

**Note 13 : OTHER EQUITY**

Particulars	As at 31-3- 2023		As at 31-3- 2022	
	Amount in Rs. (in Lakhs)		Amount in Rs. (in Lakhs)	
(a) Shares Forfeited Account				
Opening Balance		47.77		47.77
Additions during the year (Refer Note: 12.6)	-	-		
Closing Balance	(A)	47.77		47.77
(b) General Reserve ( Opening and Closing balance)	(B)	15.00		15.00
(c) Surplus in the Statement of Profit & Loss				
Opening Balance		4,108.48		3,169.22
Add: Profit During the year		70.78		936.22
		<b>4,179.26</b>		<b>4,105.44</b>
Add: Items of Other Comprehensive Income directly recognised in Retained earnings				
Remeasurement of the defined benefit plans		8.59		4.29
Less: Income tax on Other Comprehensive income and others		(2.23)		(1.25)
Closing Balance	(c)	<b>4,185.62</b>		<b>4,108.48</b>
<b>Total (A+B+C)</b>		<b>4,248.39</b>		<b>4,171.25</b>

**NOTE 14 A : BORROWINGS - NON-CURRENT**

Particulars	As at 31-3- 2023		As at 31-3- 2022	
	Amount in Rs. (in Lakhs)		Amount in Rs. (in Lakhs)	
(a) <b>Secured loan</b>				
Term Loan from Banks		-		314.17
BGECLS - CoVid Loan(Tranche 1 -12230600002882)		62.83		-
BGECLS - CoVid Loan(Tranche 1 -12230600003304)		175.00		-
Term loan from others-Mahindra & Mahindra financial services		12.77		-
(b) <b>Unsecured loan</b>				
Security Deposits from customers		-		-
<b>Total</b>		<b>250.60</b>		<b>314.17</b>

**14.1) Secured Long Term Borrowings:-  
Term Loan from Banks/Financial Institutions :**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
(14.1.a) Unsecured loan from Directors and Relatives	-	-
Security Deposits from customers	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**14.2) Secured Long Term Borrowings:-  
Term Loan from Banks/Financial Institutions :**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
<b>Term Loans from Banks</b>		
(i) BGECLS - CoVid Loan from Bank of Baroda	237.83	314.17
Terms and conditions		
Rate of Interest	7.50%	7.50%
Repayment Terms	The principal shall be repaid in 36 equal installments after the moratorium period of over. Interest to be serviced as and when applied	
Nature and details of securities	The credit under this scheme will rank paripassu with the existing credit facilities in terms of cash flows including repayments and security charged to existing facilities. Existing primary / collateral securities would be extended to cover the BGECLS facility .	

**Note 15 : TRADE PAYABLES- NON CURRENT**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Total outstanding dues of micro enterprises and small enterprise(s) ( Ref note : 15.1)	-	-
Total outstanding dues of medium scale enterprise(s)	-	-
Total outstanding dues of creditors other than micro, small and medium enterprises	-	6.61
<b>Total</b>	<b>-</b>	<b>6.61</b>

\* Aging Schedule has been disclosed separately

**Note : 15.1 Disclosure under Section 22 of MSMED Act, 2006 (Chapter V- Delayed Payment to Micro and Small Enterprises) Micro, Small and Medium Enterprises**

Information in respect of Micro, Small and Medium Enterprises Development Act, 2006; based on the information available with the company. The required disclosures are given below

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
The Principal amount ( Interest - Nil) remaining unpaid to any supplier as at the end of the accounting year	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of accounting year	NIL	NIL
The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the Small enterprises for the purposes of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	NIL	NIL

**Note 16 : DEFERRED TAX LIABILITIES**

The Deferred Tax Assets & Liabilities comprise of tax effect of the following timing differences:-

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Deferred Tax Liability		
On account of difference in depreciation as per books and income tax	88.46	75.00
<b>Total</b>	<b>88.46</b>	<b>75.00</b>

DETAILS OF DEFERRED TAX LIABILITIES AS UNDER	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Difference between books and Tax written down Values of fixed assets	75.00	61.83
(Deferred Tax Asset)/ Deferred Tax Liability During the year	13.46	13.18
Mat Credit Entitlement	-	-
<b>Defer tax Liabilities closing balance</b>	<b>88.46</b>	<b>75.00</b>

**Note 17 : BORROWINGS- CURRENT**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
<b>SECURED LOANS</b>		
Loan Repayable on Demand from Bank	3,115.59	2,409.78
Vehicle loan repayable to M&M financial services LTD	3.19	-
<b>Total</b>	<b>3,118.78</b>	<b>2,409.78</b>

**BORROWING FROM BANK OF BARODA**

17.1. The working capital facilities from Bank of Baroda are Cash Credit & Bank Guarantee. Rate of Interest on Open cash credit is 10.80%. Primary security is hypothecation of stocks and receivables in case of cash credit facilities.

Short Term loan against pledge of ware house receipt for procurement of soya seed. Rate of interest is 8.45% and primary security is pledge of warehouse receipts/storage receipts with lien noted in favour of Bank. The repayment is bullet payment with interest on due date i.e. at the end of tenure of each disbursement.

All above working capital borrowings including short term loan against pledge of ware house receipts are

collaterally secured by :

- by way of first charge on the company's entire fixed asset and against Equitable Mortgage of Factory Land (Free Hold) admeasuring 17.93 Acres)
- by way of EM of house property in name of Shri Kailash Chand Sharma, Managing Director situated at Nirupam Royal Palm Villa, Bhopal and EM of residential plot at village Jatkhedi, Bhopal.
- by way of EM of three leasehold plots in the name of promoter group members situated at Itarsi
- by way of pledge of FD of Rs 70 lacs only
- Personal Guarantees of 2 Directors of the company

Secured Loan from Bank	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
(17.1.a) Bank Borrowings for Working Capital -Bhopal	2,445.69	2,409.78
(17.1.a) Bank Borrowings for Working Capital -Itarsi	256.42	-
(17.2) GECL (Guaranteed Emergency Credit Line)	125.67	-
(17.2.a) Short term loan on warehousing receipt from Bank of baroda	287.81	-
<b>Total</b>	<b>3,115.59</b>	<b>2,409.78</b>

#### Note 18 : TRADE PAYABLES- CURRENT

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Total outstanding dues of medium scale enterprise(s) ( Ref note : 18.1)	9.50	-
Total outstanding dues of creditors other than micro, small and medium enterprises	643.45	99.34
<b>Total</b>	<b>652.95</b>	<b>99.34</b>

\* Aging Schedule has been disclosed separately

#### Note 18.1: Disclosure under Section 22 of MSMED Act, 2006 (Chapter V- Delayed Payment to Micro and Small Enterprises)

##### Micro, Small and Medium Enterprises

Information in respect of Micro, Small and Medium Enterprises Development Act, 2006; based on the information available with the company. The required disclosures are given below

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
The Principal amount ( Interest - Nil) remaining unpaid to any supplier as at the end of the accounting year	9.50	NIL
The amount of interest accrued and remaining unpaid at the end of accounting year	NIL	NIL
The amount of further interest remaining due and payable even in the succeeding years until such date when the interest dues as above are actually paid to the Small enterprises for the purposes of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	NIL	NIL

**Note 19 : OTHER CURRENT LIABILITIES**

Amount in Rs (In Lakhs )

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Advance from Customers Against sales	88.91	2.41
Payables		
(i) Statutory Dues	33.56	12.59
(ii) Expenses Payable	54.58	62.40
<b>Total</b>	<b>177.05</b>	<b>77.41</b>

**Note 20 : PROVISIONS- CURRENT**

Amount in Rs (In Lakhs )

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
a) Provision for Employees Retirement Benefit - obligation	-	-
b) Provision for Income tax( Net of advance tax & TDS)	-	50.43
<b>Total</b>	<b>-</b>	<b>50.43</b>

**Note 21 : REVENUE FROM OPERATIONS**

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
<b>(a) Sale of Products</b>		
<b>MANUFACTURED</b>		
Refined Vegetable oil	3,608.42	4,645.21
Soya DeOiled Cake	8,279.35	8,777.79
Acid oil	47.70	114.46
Fatty Acid	-	9.51
Lecithin	303.47	89.81
Clay ( Soya Mitti)	-	0.13
Soya Husk	-	0.73
<b>Sub Total (a)</b>	<b>12,238.94</b>	<b>13,637.63</b>
<b>(b) TRADED GOODS</b>		
Caustic soda	1.95	-
DORB Sale	1.03	-
Empty Gunny Bags	6.06	13.45
Gram	-	93.23
Iron shaft	0.14	-
Maize	-	246.23
Mustard DOC	-	34.38
Tuar	-	115.67
Wheat	1,983.96	-
<b>Sub Total (b)</b>	<b>1,993.14</b>	<b>502.97</b>
<b>(c) Agri Equipments</b>	126.22	330.58
<b>Sub Total (c)</b>	<b>126.22</b>	<b>330.58</b>
<b>(d) Other Operating Income</b>		
Other Operating income	1.42	0.00
<b>Total (a+b+c+d)</b>	<b>14,359.72</b>	<b>14,471.18</b>

**Note 22: OTHER INCOME**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Interest income from FDR & others	20.62	20.97
Miscellaneous income	-	-
Interest Others	-	-
Income from realisation of mutual funds	0.24	1.74
Profit/Loss on NCDEX transactions	(11.30)	3.68
Diff. in Trial balance	-	0.01
<b>Total</b>	<b>9.56</b>	<b>26.40</b>

**Note 23 A: COST OF MATERIAL CONSUMED (including Packing Material Consumed)**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Cost of Raw Materials Consumed & Process inputs	12,035.62	10,399.71
Consumption of Packing Material	46.72	48.82
<b>Total (a)</b>	<b>12,082.34</b>	<b>10,448.52</b>

**Note 23B: PURCHASE OF TRADED GOODS**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Soya DOC	457.36	810.72
Wheat	1,678.57	124.31
Paddy purchase	54.00	-
Soy Refined Oil	-	96.81
Iron shaft	0.14	-
Gram	25.48	85.76
Mustard DOC	-	35.05
Maize	-	186.39
DOC Ingredients / DORB	10.50	9.68
Tuar	15.48	-
Agri Equip	116.01	303.17
<b>Total (b)</b>	<b>2,357.54</b>	<b>1,651.89</b>
<b>Total (a+b)</b>	<b>14,439.88</b>	<b>12,100.41</b>

**Note 24: CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
<b>(a) Accretion /decretion of finished goods</b>		
<b>Closing stock of finished goods</b>		
Acid oil	7.83	0.49
Fatty acid	2.51	0.30
Lecithin	7.63	6.31
Soya Crude Oil	790.44	114.87
Soya DOC	2,039.95	1,677.03
Soya Gums /Sludge	0.13	0.13
Soya Husk	2.88	2.88
Soya Refined oil	463.31	434.45
	<b>3,314.68</b>	<b>2,236.46</b>

<b>Less : Opening stock of finished goods</b>		
Acid oil	0.49	6.48
Fatty acid	0.30	0.51
Lecithin	6.31	11.13
Soya Crude Oil	114.87	721.97
Soya DOC	1,677.03	1,182.46
Soya Gums /Sludge	0.13	0.25
Soya Husk	2.88	1.16
Soya Refined oil	434.45	494.76
	<b>2,236.46</b>	<b>2,418.72</b>
<b>(Increase) / Decrease of stock of finished goods (a)</b>	<b>(1,078.22)</b>	<b>182.26</b>
<b>(b) Accretion /decretion of stock of trading goods</b>		
<b>Closing stock of trading goods</b>		
Agriculture Equipments	-	3.51
De-oiled Rice Bran	-	-
Gram	24.31	3.20
Maize	-	-
Moong	-	-
Mustard	-	-
Paddy	-	-
Tuar	-	-
Urad	-	-
Paddy	54.00	-
DORB	9.56	-
Tuar	17.93	-
Wheat	44.79	123.09
	<b>150.59</b>	<b>129.79</b>
<b>Less : Opening stock of trading goods</b>		
Agriculture Equipments	3.51	8.80
De-oiled Rice Bran	-	19.72
Gram	3.20	6.64
Maize	-	21.14
Moong	-	-
Mustard	-	-
Paddy	-	-
Tuar	-	111.32
Urad	-	-
Wheat	123.09	-
	<b>129.80</b>	<b>167.62</b>
<b>(Increase) / Decrease of stock of trading goods (b)</b>	<b>(20.79)</b>	<b>37.82</b>
<b>Total (a)+(b)</b>	<b>(1,099.02)</b>	<b>220.08</b>

**Note 25 : EMPLOYEE BENEFIT EXPENSES**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Bonus	2.57	4.75
Contributions to provident fund	2.11	2.28
Directors Remuneration	17.40	17.40
Employees Retirement Benefit ( obligation for current year as per actuarial valuation)	11.26	6.93
ESIC	0.08	-
House Rent	0.75	0.64
Labour Welfare fund	0.05	0.11
Salaries	81.03	104.13
Staff welfare	2.04	2.14
Workers canteen expenses	1.10	0.99
<b>Total</b>	<b>118.39</b>	<b>139.37</b>

**Note 26 : FINANCE COST**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Bank Commission	5.37	5.63
Interest on Working Capital	168.95	82.30
Interest Other	0.76	1.77
Interest on delay in payment of Advance Tax	-	7.50
Processing Charges	0.89	10.06
<b>Total</b>	<b>175.97</b>	<b>107.25</b>

**Note 27: OTHER EXPENSES OF MANUFACTURE, ADMINISTRATION, SELLING & DISTRIBUTION**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Advertisement	0.07	0.07
Boiler Maintenance expenses	7.33	10.02
Brokerage	5.78	4.01
Cargo Handling Charges	-	-
Consumption of Coal	142.26	175.16
Diesel consumption & D.G.Set expenses	3.35	7.46
Drum Loading	-	-
DONATION A/C	2.76	-
Environment Expenses	0.47	0.48
For Certification Work ( Quarterly Limited Review)	0.50	0.50
For Statutory Audit	1.13	1.00
For Tax Audit	0.50	0.50
For Cost Audit	0.75	0.68
Godown Building/Road Maintenance Expenses	0.30	0.19
GST Expenses (Interest, Late Fee, Penalty)	3.24	6.67
Insurance Expenses	4.77	6.77
Lab Expenses	1.63	2.50
Listing Fee	3.00	2.50
Office Expenses	1.44	1.72
Oil Packing exp.	1.77	1.63
Other Miscellaneous Expenses	17.18	29.15
Pollution Fee	0.94	0.88
Power charges	139.55	143.69
Printing & Stationery	0.71	0.84
Professional & Consultancy Fees	14.46	25.15
Repairs and Maintenance-Electricals	6.09	8.20
Repairs and Maintenance-P&M,refinery,ETP	41.15	71.45
Selling & distribution exp	152.92	-
CSR Expenses	2.08	-
Sitting Fee to Independent Directors	1.00	0.90
Soya DOC Expenses	29.17	80.85
Telephone Expenses	0.15	0.09
Transportation	1.66	10.01
Travel Expenses	0.67	1.18
Vehicle Maintenance	1.28	1.01
<b>Total</b>	<b>590.06</b>	<b>595.25</b>



**Note 28 : TAX EXPENSES**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Provision for Current Tax	17.05	341.68
Adjustment Relating to Earlier Periods	-	4.54
<b>Total Current Tax Expenses</b>	<b>17.05</b>	<b>346.22</b>
Deferred Tax		
Decrease (increase) in Deferred Tax Assets		
- Relating to origination and reversal of temporary differences	-	-
- Adjustments on account of MAT credit Entitlement	-	-
Increase (decrease) in Deferred Tax Liabilities		
- Relating to origination and reversal of temporary differences	13.46	-
<b>Total Deferred Tax Expenses ( Benefits)</b>	<b>13.46</b>	<b>-</b>

**Note 29: EARNING PER SHARE**

Particulars	As at 31-3- 2023	As at 31-3- 2022
	Amount in Rs. (in Lakhs)	Amount in Rs. (in Lakhs)
Computation of Profit for Basic and Diluted Earnings per share		
<u>Net Profit as per P&amp;L Account</u>	70.78	936.22
	70.78	936.22
Weighted average number of Equity Share		
For Basic Earnings per share	37.47	37.47
For Diluted Earnings per share	37.47	37.47
( EPS is calculated by dividing the profit attributable to the equity share holders by the weighted average number of equity shares outstanding)		
<u>Earnings per Share (Weighted Average)</u>		
Basic Earning Per Share ( Rs)	<b>1.89</b>	<b>24.99</b>
Diluted Earning Per Share ( Rs)	<b>1.89</b>	<b>24.99</b>

Amount Rs in Lakhs

## Aging Schedule of Trade Receivable

Particulars	As on 31/03/2023						As on 31/03/2022					
	Outstanding for following periods from due date of payments			Outstanding for following periods from due date of payments			Outstanding for following periods from due date of payments			Outstanding for following periods from due date of payments		
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total	Less than 6 months	6 months - 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed trade receivables - considered good	1,216.69	13.46	75.53	0.89	258.81	1,565.38	1,646.67	75.03	222.97	-	115.94	2,060.60
(ii) Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-	-	-
(iii) Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-	-	-	-	0.76	14.48	15.24
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,216.69</b>	<b>13.46</b>	<b>75.53</b>	<b>0.89</b>	<b>258.81</b>	<b>1,565.38</b>	<b>1,646.67</b>	<b>75.03</b>	<b>222.97</b>	<b>0.76</b>	<b>130.42</b>	<b>2,075.83</b>

## Aging Schedule of Trade Receivable

Particulars	As on 31/03/2023						As on 31/03/2022							
	Trade payable due and outstanding for the following periods from due date of payment			Trade payable due and outstanding for the following periods from due date of payment			Trade payable due and outstanding for the following periods from due date of payment			Trade payable due and outstanding for the following periods from due date of payment				
	unbilled	Not Due year	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total	unbilled	Not Due year	Less than 1 year	1-2 years	2-3 Years	More than 3 years	Total
(i) MSME	-	-	9.50	-	-	-	9.50	-	-	-	-	-	-	-
(ii) Others	-	-	643.45	-	-	-	643.45	-	99.34	5.20	1.41	-	-	105.95
(iii) Disputed Dues - MSME	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>652.95</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>652.95</b>	<b>-</b>	<b>99.34</b>	<b>5.20</b>	<b>1.41</b>	<b>-</b>	<b>-</b>	<b>105.95</b>

**Note No: 30: General Information and Significant Accounting Policies Other Notes to Financial Statements for the year 2022-2023**

**1(A) GENERAL INFORMATION: -**

**NATRAJ PROTEINS LIMITED** (“the Company”) is a Public Limited Company engaged primarily in the business of processing of oil seeds and refining of soya crude oil for edible use. The Company also produces oil meal, food products from soya and value added products from downstream and upstream processing. The Company is also engaged in trading of cereals like Rice, Wheat, Tuar Dall, Maize, Moong Dall, Gram, Mustard etc., and trading of Agri equipments. The Company has a manufacturing plant in Itarsi, Madhya Pradesh.

**(B) SIGNIFICANT ACCOUNTING POLICIES:**

1. a) **Basis of Preparation of Financial Statements:** The financial statements have been prepared in accordance with the generally accepted accounting principles in India. The company has prepared these financial statements to comply with all material aspects with the Indian Accounting Standards notified under section 133 of the Companies Act 2013, read with Companies (Indian Accounting Standards) Rules, 2015, As Amended. The financial statements have been prepared on accrual basis under the historical cost convention. The financial statements are prepared on a going concern basis.

The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year and there are no changes in the accounting policies during the year.

The company presents assets and liabilities in the balance sheet based on current and non current classification. An asset is treated as current when it is :

A Company shall classify an asset as current when:

- (a) it expects to realize the asset, or intends to sell or consume it, in its normal operating cycle;
- (b) it holds the asset primarily for the purpose of trading;
- (c) it expects to realise the asset within twelve months after the reporting period; or
- (d) the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. A Company shall classify all other assets as non-current

A Company shall classify a liability as current when:

- (a) it expects to settle the liability in its normal operating cycle;
- (b) it holds the liability primarily for the purpose of trading;
- (c) the liability is due to be settled within twelve months after the reporting period; or
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counter party, result in its settlement by the issue of equity instruments do not affect its classification. A Company shall classify all other liabilities as non-current.

**b) Use of Estimates and Judgment:-**

The preparation of financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and assumptions are reviewed on an ongoing basis. Revisions to the accounting estimate recognized in the period in which the estimates are known or materialized.

## 2. Valuation of Inventories

(i)	Raw material	At cost or market value whichever is less. Cost is determined on FIFO basis.
(ii)	Stores & Spares Consumables, packing material	At average cost. For this purpose, cost of stores, spares, consumables and packing materials purchased in the last month of the accounting year is considered. Cost includes all direct expenses for procuring the material, transportation and storing.
(iii)	Finished Goods	Cost of production or net realizable value whichever is less.
(iv)	Traded goods	At cost or market value which ever is lower. Cost is determined on FIFO basis.

The cost of the inventories as mentioned above is arrived on standard cost basis.

## 3. Cash Flow Statement

The cash flow statement is prepared under indirect method as per the guidelines issued by the Institute of Chartered Accountants of India.

Cash and Cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less.

## 4. Revenue

Revenue from contract with customers is recognized when all of the following criteria is met;

- the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- the Company can identify each party's rights regarding the goods or services to be transferred;
- the Company can identify the payment terms for the goods or services to be transferred;
- the contract has commercial substance (ie the risk, timing or amount of the Company's future cash flows is expected to change as a result of the contract); and
- it is probable that the Company will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, a Company shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the Company will be entitled may be less than the price stated in the contract if the consideration is variable because the Company may offer the customer a price concession.

When a performance obligation is satisfied, a Company shall recognize as revenue the amount of the transaction price (which excludes estimates of variable consideration) that is allocated to that performance obligation.

The transaction price is the amount of consideration to which a Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, GST). The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both.

GST on sales is not included in the transaction price. Since this tax is collected on value added to the transaction price on behalf of Government, accordingly it is excluded from Revenue.

Items of Income and Expenditure are recognized on accrual basis except for the following which are being accounted for on cash basis since it is not possible to ascertain the exact quantum with reasonable accuracy:-

- Capital Subsidy

- b. Insurance Claims
- c. Withheld payments on account of rebates, claims, bargain settlement etc.

#### 5. Export Incentives

Export incentive receivable is accrued when the right to receive credit is established and there is no significant uncertainty regarding the ultimate collection.

#### 6. Interest Income

Interest Income in bank deposits including margin money deposits are accounted for as per contracted interest rates for the reporting period.

#### 7. Property, Plant and Equipment:

Property, Plant and Equipment are measured at cost (which includes capitalized borrowing costs) less accumulated depreciation and accumulated impairment losses if any. It is recognized only when it is probable that the future economic benefits associated with the asset will flow to the Company and cost of the asset can be measured reliably.

The cost of an item of Property, Plant, Equipment comprises of

- (i) its purchase price, including import duties and non refundable purchase taxes, after deducting discounts and rebates if any.
- (ii) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by the management.
- (iii) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of Property, Plant and Equipment have different useful lives, then they are accounted for as separate items (major components) of Property, Plant and Equipment and depreciated accordingly.

Any gain or loss on disposal of an item of Property, Plant and Equipment is recognized in Statement of Profit and Loss.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company and the expenditure can be measured reliably.

The residual value, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively.

#### 8. Intangible Assets:

Intangible Assets are recognized at cost when it is probable that the expected future economic benefits associated with the asset will flow to the Company and cost can be measured reliably.

Computer software has a definite useful life and are measured at cost less accumulated amortization and any accumulated impairment losses.

Computer software is amortized over their estimated useful life or 3 years whichever is lower. The amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

#### 9. Indirect Expenses on Expansion

In respect of independent project, indirect expenses relating to the project are accounted separately and shall be capitalized at the time of commencement of commercial production. In respect of expansion facilities which are carried concurrently with production facilities of existing units, expenses on administration and supervision incurred on expansion (the bifurcation of which between production and construction activities could not be ascertained) are charged to revenue as the total amount of such expenses is not considered material in the

context of expansion expenditure.

## 10. Depreciation

Depreciation is calculated using the straight line method, at rates arrived at based on useful life estimated by management in case of all assets except for Refinery Machinery. In case of Refinery Machinery the same is calculated on written down value basis. It is charged to profit and loss. The company has used the following useful life to provide depreciation on its fixed assets. (Useful life in Number of year)

Name of Asset	Useful Life (In Year's)
1. Factory buildings, godown buildings	30
2. Office and Other buildings	60
3. Site Development	10
4. Plant and Machinery (Continuous Process)	8
5. Furniture and Fixture	10
6. Other P&M, Electrical equip, lab and equip	10
7. Office equipments	5
8. Vehicles	8
9. Earth moving equipments	9
10. Computer	3
11. Solar Power Plant	15

The useful life of assets is same as per Schedule II of the Companies Act 2013.

Intangible assets: Software is amortized on straight line basis over a period of 3 years.

Depreciation is computed with reference to cost. The residual value and useful life of the assets are reviewed and adjusted, if appropriate, at the end of each reporting period. Further there are no major additions to the Property, Plant and Equipment during the past 3 years except the installation of Solar Power Plant. Gains and losses on disposal are determined by comparing proceeds with carrying amounts. These are included in the statement of profit and loss. Gains and losses on disposal are determined by comparing proceeds with carrying amounts.

## 11. Impairment Loss

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amounts. Recoverable amount is the higher of an asset's fair value less cost to sell and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Fair value less cost to sell is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. The testing of impairment is done when there are indicators of impairment. Indicators are assessed at the end of each reporting date. During the year there is no impairment loss of any asset.

## 12. Borrowing Costs

Borrowing cost directly attributable to the acquisition or construction of qualifying asset is capitalized as part of the cost of the asset, up to the date the asset is put to use. Other borrowing costs are charged to the statement of Profit and Loss in the year in which they are incurred.

## 13. Employee Benefits

- (i) **Defined Contribution Plans:** A defined contribution plan is a post employment benefit plan under which company pays fixed contribution into a separate Company and will have no legal or constructive obligation to pay further amounts. The company makes specified monthly contribution towards government administered

Provident fund Scheme.

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in further payments is available.

All Leave encashment dues for the year are settled within the same year are charged to statement of profit and loss. Short term benefits are expensed as the related service is provided.

**(ii) Defined Benefit Plans:**

Company's liability towards gratuity is considered as a Defined Benefit Plan .The company pays gratuity to the employees who have completed 5 years of service with the company at the time when employee leaves the company. The gratuity is paid as per the provisions of Payment of Gratuity Act, 1972. The liability in respect of gratuity is calculated using the Projected Unit Credit Method and spread over the periods during which the benefit is expected to be derived from employees' services. The present value of obligation towards gratuity is determined on actuarial valuation as certified by actuarial valuer. Actuarial gains and losses are recognized in full in the period in which they occur in the statement of profit and loss.

The Gratuity plan for the company is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Fund has taken a scheme of insurance, whereby these contributions are transferred to the insurer.

Re measurement of defined benefit plans in respect of post employment are charged to other comprehensive income.

**14. Taxes on Income**

Tax expenses comprise both current tax and deferred tax at the applicable enacted/ substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting period.

Tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in the other comprehensive income or in equity. In such cases, the tax is also recognized in the other comprehensive income or in equity.

Deferred tax represents the effects of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred Tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on the tax rates and tax laws that have enacted or subsequently enacted by the end of the reporting period.

The carrying amount of Deferred Tax Liabilities and assets are reviewed at the end of each reporting period.

Deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which they can be used.

Provision for current tax is made in the accounts on the basis of estimated tax liability as per applicable provision of the Income Tax Act 1961 and considering assessment orders and decisions of the appellate authorities in Company's cases.

Minimum Alternate Tax (MAT) paid in a year is charged to Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent it is probable that the concerned company will pay normal tax during the specified period (ie) the period for which MAT Credit is allowed to be carried forward. The said asset is created by way of credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The company reviews the MAT Credit entitlement asset at each reporting period and writes down the asset to the extent it is not probable that it will pay normal tax during the specified period. MAT is considered as deferred tax item.

Current tax assets and liabilities are offset only if the company:

- (i) has a legally enforceable right to set off the recognized amounts; and
- (ii) intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

#### 15. Provisions and Contingencies

Provisions are recognized when :

- 1) The Company has a present legal or constructive obligation as a result of past event
- 2) it is probable that outflow or economic benefits will be required to settle the obligation, and
- 3) A reliable estimate can be made of the amount of the obligation.

A contingent liability is a possible obligation that arise from past events whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable than an outflow of resources will be required to settle the obligation. It also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent Assets are possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company. The contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

As and when additional information becomes available to the company, estimates are revised and adjusted periodically to reflect the current best estimate.

#### 16. Foreign Exchange Transaction:

The company's financial statements is presented in INR, which is also its functional currency. Transactions in foreign currency are initially recorded by the company at its functional currency spot rate prevailing on the date of the transaction. Year end receivables and payables are translated at year end rate of exchange. With effect from April 2011 gain/ loss on account of fluctuations in exchange rates pertaining to long term foreign currency borrowings to the extent they are related to acquisition of depreciable property, plant & equipments is adjusted to the cost of asset and in case of other long term foreign currency borrowings, the same is amortized over the life of such long term borrowings.

In all other cases, the difference on account of fluctuation in the rate of exchange is recognized in the statement of profit and loss.

#### 17. Segment Reporting Policies:

**Identification of Segments:** The Company's operating business are organized and managed separately according to the nature of product with each segment representing a strategic business unit that offer different products and serves different markets.

Assets, liabilities, revenue and expenditure identified to each segment are taken as segment related transaction. Common assets, liabilities and expenses are not allocated to segments.

Information about each identifiable operating segment is required to be disclosed separately and aggregated operating segments if it exceeds the quantitative thresholds.

##### Operating Segment:

- a) Processing of oil ( soya) seeds and refining of soya crude oil for edible use. The Company also produces oil meal, food products from soya and value added products from downstream and upstream processing is principal business activity of the company. Other revenue which are traded goods and selling of agriculture equipments does not form part of a reportable segment as per Ind AS 108 on " Operating Segment".
- b) The company has a single geographical segment as factory of the company is situated within the country.
- c) The company is domiciled in India. Revenue from external customers is NIL ( Previous Year: NIL)



**18. Earning Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period.

For the purpose of calculated diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**19. Additional Information****A) Consumption**

Value of imported and indigenous Raw material, Traded Goods & Process Inputs consumed and percentage there of:

(Amount. Rs. in Lakhs)

S.N.	Particulars	Year 2022-2023		Year 2021-2022	
1	Raw Material, Traded goods & Process Inputs: Imported	-	-	-	-
	Indigenous	14439.87	100%	12100.41	100%
2	Stores and Spares: (Including consumables I)				
	Imported	-	-	NIL	NIL
	Indigenous	98.72	100%	103.97	100%
3	CIF Value of Imports	NIL	NIL	NIL	NIL
4	Expenditure in Foreign Currency	NIL	NIL	NIL	NIL
5	Earning in foreign currency (Direct Export)	NIL	NIL	NIL	NIL

**B) OTHER NOTES:**

- Trade Receivables, Trade and other payables are subject to confirmation and reconciliation adjustments there of if any and the same are under progress.
- The figures of previous year have been reclassified and /or regrouped wherever necessary to confirm to current year classification or group.
- The reconciliation of GST paid and receivable during the financial year 2022-23 is under progress.
- Contingent Liabilities

(Rs. in Lakhs)

Particulars	Opening Balance	Additions	Adjustments	Closing Balance
a) Bank Guarantees	22.80	-	-	22.80
b) Income Tax	15.90	29.70	-	45.60
c) M.P. Commercial Tax/VAT (2006-2007)	5.05	-	-	5.05

- In accordance with the Indian Accounting Standard –19 are given below which is certified by the actuary and relied upon by the auditors. The following tables summarize the components of net benefit expenses recognized in the Profit and Loss Account and the unfunded liability status and amounts recognized in the balance sheet for the gratuity.

**Gratuity Funded**

S. No.	Particulars	31-03-23	31-03-22
<b>I</b>	<b>Expenses Recognized in Statement of Profit and Loss</b>		
	Current Service cost for the financial year	6.97	4.05
	Net interest on net Defined Liability/(Asset)	(0.61)	(0.56)
	Expenses Recognized in Statement of Profit and Loss	6.36	3.48
<b>II</b>	<b>Other Comprehensive Income</b>		
	Effect of change in financial assumptions	(2.24)	(0.93)
	Effect of experience adjustments	(5.96)	(3.43)
	Return on Plan Assets excluding amount included in 'Net interest on net Defined Liability /(Asset)' above	(0.39)	0.06
	Expenses Recognized in Other Comprehensive income	(8.59)	(4.29)
<b>III</b>	<b>Net assets/liability recognized in Balance Sheet</b>		
	Present value of the obligation at end of the year	64.89	62.48
	Fair value of the plan assets as at the end of the financial year	76.61	69.30
	Un-funded liability as at the end of the Financial Year	(11.73)	(6.82)
<b>IV</b>	<b>Changes in Benefit Obligation</b>		
	Present value of defined Benefit obligations at the beginning of the year	62.48	59.10
	Interest Cost for the Financial Year	3.63	3.69
	Service cost for the Financial Year	6.97	4.05
	Benefit paid for the Financial Year	-	-
	Actuarial (gains)/loss on obligations	-	-
	Actuarial losses /(gains) arising from experience adjustments	(8.20)	(4.35)
	Present value of defined benefit obligations at the end of the year	64.89	62.48
<b>V</b>	<b>Change in the fair value of Plan Assets during the year</b>		
	Fair value of the plan at the beginning of the year	69.30	62.47
	Expected Return on plan assets	4.25	4.25
	Employer's Contribution	2.67	2.64
	Actuarial (gain)/loss	0.39	(0.06)
	Benefits Paid		-
	Fair value of the plan at the end of the year	76.61	69.30
<b>VI</b>	<b>Assumptions</b>		
	Retirement Age	58	58
	Attrition Rates	5% at younger ages and reducing to 1% at older ages accounting to graduated scale	5% at younger ages and reducing to 1% at older ages accounting to graduated scale
	Future Salary Rise	8.00% PA	8.00% PA
<b>VII</b>	<b>Rate of Discounting</b>		
	Mortality Table	(Indian Assured Lives Mortality (2012-14) Ult	(Indian Assured Lives Mortality (2012-14) Ult

**PROVISIONS**

(Amount In Rs.)

	As at March 31 2023	As at March 31 2022
(i) Provision for Gratuity (Refer Note no.:16)	NIL	NIL

The Company contributes to the following post-employment defined benefit plans in India.

**A. Defined Contribution Plans:**

The Company has certain defined contribution plans. Contributions are made to provident fund in India for employees at the specified rate as per regulations. The contributions are made to registered provident fund administered by the Government of India. The obligation of the Company is limited to the amount contributed and Company has no further contractual or any constructive obligation. The Company has recognized Rs. 2.11 Lakhs towards contribution to Provident Fund during the year (FY 2021-2022- Rs.2.28 Lakhs).

**B. Defined Benefit Plan:**

- a) **Gratuity:** The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/ termination/resignation is paid as per the provisions of the Payment of Gratuity Act, 1972. The gratuity plan is a funded plan and Company makes annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the LIC of India, a funded defined benefit plan for qualifying employees. The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity were carried out as at March 31, 2023. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

(Rs. in Lakhs)

	March 31, 2023	March 31, 2022
	Gratuity	Gratuity
Present Value of Benefit Obligations	64.89	62.48
Fair Value of plan assets	76.61	69.30
Net Liability/(Asset) recognized in Balance Sheet	(11.73)	(6.82)
Non- current	42.95	49.14
Current	21.93	13.33
Net defined benefit (Obligation)/ assets	64.89	62.48

- b) **Movement in net defined benefit (asset) liability:** The following table shows reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

(Rs. in Lakhs)

Particulars	March 31, 2023	March 31, 2022
	Gratuity	Gratuity
<b>Present Value of Benefit Obligations</b>		
Opening Balance	62.48	59.10
Included In Profit & Loss		
Current service cost	6.97	4.05
Past service cost	0	0
Interest cost (Income)	3.63	3.69
	<b>73.08</b>	<b>66.83</b>

Re measurement Gain ( Loss)		
Actuarial gain (Loss) due to		
- Demographic assumptions	0	0
- Financial assumptions	(2.24)	(0.93)
- Experience adjustment	(5.96)	(3.43)
Benefits Paid	0	0
<b>Closing balance</b>	<b>64.89</b>	<b>62.48</b>
<b>Fair value of plan asset</b>		
Opening balance	69.30	62.47
Expected Return on Planned assets	4.25	4.25
	<b>73.55</b>	<b>66.72</b>
Re measurement Gain/ ( Loss)		
Actuarial gain /(Loss)	0.39	(0.06)
	<b>73.94</b>	<b>66.66</b>
<b>Other</b>		
Contributions paid by the employer	2.67	2.64
Benefits paid	0	0
<b>Closing balance</b>	<b>76.61</b>	<b>69.30</b>
Represented by		
Net defined assets	11.73	6.82
Net defined benefit liability		
<b>Expenses recognized in Statement of Profit and Loss</b>		
Current service cost	6.97	4.05
Net Interest cost	(0.61)	(0.56)
Actuarial (gain)/loss on obligation for the period		
<b>Expenses recognized in statement of Profit and Loss</b>	<b>6.36</b>	<b>3.48</b>
<b>Expense recognized in Other Comprehensive Income (OCI)</b>		
Effect of change in Financial Assumptions	(2.24)	(0.93)
Actuarial (gain)/loss on obligation for the period	(5.96)	(3.43)
Return on plan assets excluding interest income	0.39	0.06
<b>Net (Income)/ Expenses for the period recognized in OCI</b>	<b>(8.59)</b>	<b>(4.29)</b>

c) **Plan Assets:-**

( Rs. in Lakhs)

	March 31,2023	March 31,2022
	Gratuity	Gratuity
LIC managed fund (100%)	62.48	59.10

d) **Defined benefit obligations**

- i) **Actuarial assumptions** : The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

Particulars	March 31, 2023	March 31, 2022
Discount rate	7.25%	6.13%
Salary escalation rate	8.00%	8.00%
Rate of return on plan assets	-	-
Retirement Age	58 Years	58 Years
Attrition Rate	5% to 1%	5% to 1%
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult	Indian Assured Lives Mortality (2012-14) Ult

ii) **Sensitivity analysis:** Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below

	March 31,2023		March 31,2022	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(1.83)	1.99	(2.36)	2.57
Salary Escalation rate (1% movement)	1.98	(1.85)	2.53	(2.37)
Withdrawal Rate (1% movement)	0.01	(0.02)	(0.09)	0.09

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

iii) **Expected Contribution in next year**

	March 31,2023	March 31,2022
	(Rs. in Lakhs)	(Rs. in Lakhs)
Gratuity	NIL	0.15

## 6. Related Party Disclosures (As identified by the Management)

### Related party Relationships

- Where control exists: Kailash Chand Sharma, Sharad Kumar Jain.
- Key Management Personnel:
  - | Kailash Chand Sharma, Managing Director,
  - | Sharad Kumar Jain- Director,
  - | Ritesh Sharma, CFO ( Resigned on 14.06.2022),
  - | Abhinandan Prajapati, CFO ( Appointed on 11.11.2022)
  - | Pooja Agrawal, Company Secretary
- Saurabh Traders- Other related Party
- Independent Directors:-
  - | Umesh Narayan Trivedi,
  - | Pradeep Agrawal,
  - | Rajendra Singh Tomar.
- Non Executive Director:- Namita Sharma.

In respect of above parties, there is no provision for doubtful debts as on 31st March 2023 and no amount has been written off or written back during the year in respect of debts due from/to them.

### Transactions with related parties during the year given below:-

S. No.	Name of the related party	Nature of transaction	Current Year FY:2022_23	Previous year FY: 2021_2022
A	K.C. Sharma, Managing Director- Key Managerial Person.	Managerial remuneration	Rs.10.80 Lakhs	Rs.10.80 Lakhs
B	Ritesh Sharma, CFO Related to MD- Key Managerial Person (Resigned with effect from 14.06.22)	- Managerial remuneration	Rs.1.88 Lakhs	Rs. 9.00 Lakhs
C	Sharad Kumar Jain, Whole - time Director Key Managerial Person.	Managerial remuneration	Rs.6.60 Lakhs	Rs.6.60 Lakhs

D	Pooja Agrawal, Company Secretary- Key Managerial Person.	Remuneration	Rs.3.60 Lakhs	Rs.3.60 Lakhs
E	Saurabh Traders	Purchases	Rs.150.44 Lakhs	Rs. 141.39 Lakhs
F	Saurabh Traders	Sales	Rs. 47.30 Lakhs	Rs. 316.52 Lakhs
G	Abhinandan Prajapati, CFO, Key Managerial Person.(Appointed on 11.11.2022	Managerial remuneration	Rs.1.59 Lakhs	-
H	Umesh Narayan Trivedi	Sitting Fees	Rs. 0.30 Lakhs	Rs. 0.20 Lakhs
I	Pradeep Agrawal	Sitting Fees	Rs. 0.20 Lakhs	Rs. 0.20 Lakhs
J	Rajendra Singh Tomar	Sitting Fees	Rs. 0.20 Lakhs	Rs. 0.20 Lakhs
K	Namita Sharma	Sitting Fees	Rs. 0.30 Lakhs	Rs. 0.20 Lakhs

7. **Disclosure related to Corporate Social Responsibility (CSR):** Please refer the details of CSR activities disclosed separately in the annual report on CSR included in the Board Report.
8. "Borrowings from banks or financial institutions on the basis of scrutiny of current assets" as per requirement of Schedule –III of the Companies Act, 2013.

(Rs. in Lakhs)

Quarter	Name of the Bank	Particulars of security provided	Amount as per books of accounts	Amount as reported in the quarterly return/ statement.	Amount of difference	Reason of material discrepancies
June 2022	Bank of Baroda	Stock and Receivables (up to 90 days) net of creditors	Rs. 4952.66	Rs. 4952.66	NIL	No such material discrepancies observed
September 2022	Bank of Baroda	Stock and Receivables (up to 90 days) net of creditors	Rs. 3187.29	Rs. 3187.29	NIL	No such material discrepancies observed
December 2022	Bank of Baroda	Stock and Receivables (up to 90 days) net of creditors	Rs. 5838.29	Rs. 5838.29	NIL	No such material discrepancies observed
March 2023 (as on 27/03/2023)	Bank of Baroda	Stock and Receivables (up to 90 days) net of credit ors	Rs. 5200.33	Rs. 5200.33	NIL	No such material discrepancies observed

9. **Relationship with struck of companies:** Following is the disclosure regarding balances with companies struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 as per requirement of Schedule – III of the Companies Act, 2013.

Name of the Struck off company	Nature of transactions with struck off company	Balance outstanding as at 31/03/2023 (Amount in Rs)	Relationship with the struck off company, if any to be disclosed	Balance outstanding as at 31/03/2022 (Amount in Rs)	Relationship with the struck off company, if any to be disclosed
NIL	Investment in securities	NIL	NIL	NIL	NIL
NIL	Receivables	NIL	Receivables	NIL	NIL
NIL	Payables	NIL	NIL	NIL	NIL
UAC Commodities Private Limited	Shares held by struck off company	Rs. 40	Share holder – 4 Shares having face value of Rs.10 each.	Rs. 40	Share holder – 4 Shares having face value of Rs.10 each.
NIL	Other outstanding balances ( to be specified)	NIL	NIL	NIL	NIL

- 10. Registration of Charges or satisfaction of charges with Registrar of Companies ( ROC):** Following is the disclosure as per requirement of Schedule – III of the Companies Act, 2013, where any charges or satisfaction of charges yet to be registered with ROC beyond the statutory period:

Brief description of the charges or satisfaction	Location of the Registrar	Period ( in days or months) by which such charge had to be registered	Reason of delay in registration
Mahindra and Mahindra Financial services Ltd- Vehicle loan availed Rs.18 Lakhs	ROC – GWALIOR	30	Delay in Lenders end to submit necessary documents to ROC

- 11. Details of Benami Property held:** As per the requirement of Schedule – III, where any proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 ( 45 of 1988) and rules made there under, the company shall disclose certain information about the property. Company is not holding any Benami Property as on date 31/03/2023.
- 12. Wilful Defaulter:** As per requirement of Schedule-III, where a company is declared willful defaulter by any bank or financial institution or other lender, certain disclosure regarding date of declaration as willful defaulter and details of defaults (amount and nature of defaults) has to be disclosed in the financial statement. Company has never been declared willful defaulter by any Bank or Financial Institutions.
- 13. Utilization of borrowed funds and share premium:** The company has not advanced (other than advances given or received in the ordinary course of business i.e. advance to employees, advance to customers or suppliers against provision of goods or services etc) or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity (ies), including foreign entities ( intermediaries ) with the understanding ( Whether recorded in writing or otherwise) that the intermediary shall
- I. Directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by on behalf of the company ultimate beneficiaries) or
  - II. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

Hence disclosure is not required under this head.

14. The company has complied the number of layers prescribed under Clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
15. No scheme of arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the current as well as the previous year.
16. The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year as well as in the previous financial year.
17. The company has made contribution of Rs. 2,51,000 to - political party- Bhartiya Janata Party during the current financial year 2022-2023 and Nil - in the previous financial year 2021-2022.
18. Details of Significant changes in Key financial Ratios:

S No.	Key Ratio	2022 -23	2021 -2022	Variance	Comments for variation in ratio above 25%
1	Current Ratio	1.96	2.42	19.03%	-
2	Debt Equity Ratio	0.73	0.60	21.47%	-
3	Debt Service Coverage Ratio	1.67	12.86	-87.00%	Due to decrease in profit
4	Return on Equity ratio	1.53	20.59	-92.56%	
5	Inventory turnover ratio	2.97	3.11	-4.42%	-
6	Trade Receivable Ratio	7.89	7.67	2.82%	-
7	Trade Payable Ratio	38.05	27.24	39.70%	Due to increase in Trade Payables
8	Net Capital Turnover ratio	2.89	2.93	-1.25%	-
9	Net profit ratio	1.33	6.47	-79.51%	Due to decrease in profit as compared to previous year
10	Return on capital employed	8.68	27.88	-68.86%	
11	Return on investment	3.84	18.95	-79.76%	

## 19. Segment Reporting

(Rs. In Lakhs)

S. No.	Particulars	31-03-23
<b>1</b>	<b>Segment Revenue</b>	
	(a) Segment – A: Manufacturing	12238.94
	(b) Segment – B: Other Segments	2119.36
	(c) Unallocated	1.42
	<b>Total</b>	<b>14359.72</b>
	Less: Inter Segment Revenue	0.00
	<b>Total Segment Revenue</b>	<b>14359.72</b>
<b>2</b>	<b>Segment Results (Profit)(+)/ Loss (-) before tax, Depreciation and interest from Each segment)</b>	
	(a) Segment – A: Manufacturing	526.36
	(b) Segment – B: Other Segments	(207.82)
	(c) Unallocated	1.42
	<b>Total</b>	<b>319.96</b>



	<b>Less: Finance Cost</b>	
	(a) Segment – A: Manufacturing	-
	(b) Segment – B: Other Segments	-
	(c) Unallocated	175.97
	<b>Less: Depreciation</b>	
	(a) Segment – A: Manufacturing	42.71
	(b) Segment – B: Other Segments	
	ii) Other Un-allocable Expenditure net off	-
	iii) Un-allocable income	
	<b>Profit Before Tax</b>	<b>101.28</b>
	<b>Less : Current Tax</b>	(17.04)
	<b>Less : Deferred Tax</b>	(13.46)
	<b>Profit After Tax</b>	<b>70.78</b>
<b>3</b>	<b>Segment Assets</b>	
	(a) Segment – A: Manufacturing	7732.65
	(b) Segment – B: Other Segments	150.59
	(c) Unallocated	1027.68
	<b>Total</b>	<b>8910.92</b>
<b>4</b>	<b>Segment Liabilities</b>	
	(a) Segment – A: Manufacturing	3772.68
	(b) Segment – B: Other Segments	91.90
	(c) Unallocated	84.20
	<b>Total</b>	<b>3948.78</b>
	<b>Net capital employed</b>	<b>4962.14</b>

As per our report of even date

FOR AND BEHALF OF BOARD OF DIRECTORS

For Bhutoria Ganesan & Co.  
Chartered Accountants  
Firm Registration No. 004465C

Kailash Chand Sharma  
(Managing Director)  
DIN 00012900

Sharad Kumar Jain  
(Whole Time Director)  
DIN 02757935

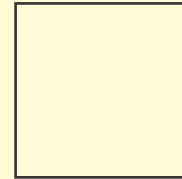
CA R.Gokulakrishnan  
Partner  
Membership No : 402792  
Date : 30/05/2023  
UDIN : 2340279220GYXRQ3869

Pooja Agrawal  
(Company Secretary)

Abhinandan Prajapati  
Chief Financial Officer  
Place: Itarsi  
Date: 30/05/2023

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