


Natraj Proteins Limited
SOLVENT EXTRACTION PLANT & REFINERY
Nagpur Kalan, Ordinance Factory Road, ITARSI
Mob. No. - 7974094919
Email : natrajproteinltd@rediffmail.com
CIN : L00153 MP 1990 PLC 006090



NPL/SE/2024

Date: 5th September, 2024

Online filing at www.listing.bseindia.com

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

BSE CODE: 530119

Sub: Filing of the Notice of 33rd Annual General Meeting scheduled to be held on 27th September, 2024.

Dear Sir/Ma'am,

We are pleased to submit a Copy of the Notice of the 33rd Annual General Meeting of the Company to be held on Friday, the 27th day of September, 2024 at 2.00 P.M. through Video Conferencing (VC) or other Audio Visual Means (OAVM) for which purpose 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.

We are also in the process of filing the aforesaid Notice of 33rd Annual General Meeting in XBRL format within the stipulated time and same shall also be hosted at the website of the company.

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

Thanking You,
Yours Faithfully,
For, NATRAJ PROTEINS LIMITED



ADITI RANDHAR
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: Notice of 33rd Annual General Meeting.

Natraj Proteins Limited

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

Mob. No. - 974094919

Email : natrajproteinltd@rediffmail.com

CIN : L00153 MP 1990 PLC 006090



Ref. :

Date :

NOTICE

NOTICE is hereby given that 33rd Annual General Meeting (AGM) of the members of NATRAJ PROTEINS LIMITED ("NPL") will be held on **Friday, 27th day of September, 2024 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 of 31st March, 2024, Statement Profit & Loss, Cash Flow and Statement of Changes in Equity of the Company for the year ended 31st March, 2024 and the Reports of the Board and Auditor's thereon as on that date.
2. To appoint a director in place of **Mrs. Namita Sharma (DIN: 02486865)** who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:

3. **To Re-appoint Mr. Kailash Chand Sharma (DIN: 00012900) as the Chairman and Managing Director of the company w.e.f. 1st August, 2025.**

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

"RESOLVED THAT 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) and applicable Regulations 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended from time to time and such other consents and permissions as may be necessary and, upon recommendation of the Nomination and Remuneration committee and the Board of directors of the Company, the approval of the members of the Company be and is hereby granted for re-appointment of Mr. Kailash Chand Sharma (DIN: 00012900) as the Chairman and Managing Director of the Company for a further period of 3 (three) years w.e.f. 1st August, 2025 on the following terms and condition:-

- a. Salary upto Rs. 2,00,000/- per month and Annual Increment of Rs. 20,000 p.a. due on 1st August, every year.
- b. Allowances/perquisites: as per followings subject to the maximum of 15,00,000/- p.a.
 1. Re-imbusement of medical expenses of the Chairman and Managing Director and his family, the total cost of which to the Company shall not exceed one month's salary in the year or three months' salary in a block of three years.
 2. Leave travel assistance: Expenses incurred for self and family in accordance with the Rules of the Company.
 3. Club Fees: subject to a maximum of two clubs, this will not include admission and life membership.
 4. Personal accident insurance premium not exceeding Rs. 1,00,000/- p.a.



NOTE: For the purpose of perquisites stated above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

Other Benefits: (Not included in the aforesaid Remuneration)

1. Employers Contribution: to Provident Fund as per policy of the Company.
2. Gratuity: As per rules of the company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. Leave encashment: up to 15 days salary for every one year completed service as per the rules of the Company.
4. Directors Obligation Insurance Premium: Actual Premium as may be determined by the Insurance Company.

Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Chairman and Managing Director.

Other Facilities:

1. Car: The Company shall provide a car with driver for the Company's business and if no car is provided reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
2. Telephone, Cell and free internet use: at his residence, provided that the personal long distance calls on the telephone shall be billed by the Company to the Chairman and Managing Director.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and as per the recommendation of the Nomination & Remuneration Committee and the Board of directors of the company, the consent of the members be and is hereby accorded to the continuation of payment of remuneration, to Mr. Kailash Chand Sharma, Chairman and Managing Director, who is the Promoter of the company, from 1st August, 2025 to 31st July, 2028, notwithstanding that the aggregate annual remuneration exceeds 5% (Five per cent) of the net profits of the company (taken together with all the Executive Promoter Directors) calculated as per the provisions of Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mr. Kailash Chand Sharma 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 Mr. Kailash Chand Sharma 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 Mr. Kailash Chand Sharma, Chairman and Managing 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 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 decided breakup of the remuneration within the above said maximum permissible limit, without seeking any approval of the members 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 payable to M/s Yogesh Chourasia & Associates, Cost Auditor (FRN: 000271) for the year 2024-25.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 75,000/- (Rupees Seventy-Five Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses at actual to M/s Yogesh Chourasia & Associates, Cost Accountants (Firm Registration No.: 000271) appointed by the Board on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2025.

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

5. To Approve and Confirm the Appointment of Mr. Amit Koserwal (DIN: 06823437) as a Director under the category of Non-Executive Independent Director of the Company:

To consider and, if thought fit, to pass 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), and on the recommendation of Nomination and Remuneration Committee and approved by the Board of Directors, **Mr. Amit Koserwal (DIN: 06823437)** who was appointed by the Board of Directors as an Additional Director w.e.f. 2nd September, 2024 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, to hold office for a First term of 5 (Five) consecutive years w.e.f. 2nd September, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby confirmed and appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a First term of 5 (five) consecutive years with effect from 2nd September, 2024 to 1st September, 2029.

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

Amit Koserwal

CS ADITI RANDHAR
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS:72025

Date: 2nd September, 2024
Place: Itarsi
Natraj Proteins Limited
CIN: L00153MP1990PLC006090
Nagpur Kalan, Ordinance Factory Road,
Itarsi (M.P.) 461111
NOTES:



1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
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 33rd AGM is not annexed to the notice.
3. The Members can join the 33rd 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 33rd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Scrutinizer by email through its registered email address to ishan1619@yahoo.co.in with a copy of the same marked to the Company at natrajproteintltd@rediffmail.com.
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 33rd AGM. For this purpose, the Company has entered into an agreement 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. The Notice and Annual Report can also be accessed from the websites of the Stock Exchange BSE Limited at 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). 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. The Company's Register of Members and Share Transfer Books shall remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive) for the



purpose of the Annual General Meeting and to ascertain the eligibility to participate in the payment of dividend, if any.

8. The remote e-voting facility will be available during the flowing period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-

Commencement of remote e-voting	9.00 am (IST) on Tuesday 24th September, 2024
End of remote e-voting	5.00 pm (IST) on Thursday, 26th September, 2024

Once the vote on a resolution is casted by a member, such member shall not be allowed to change it subsequently.

9. 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. 20th September, 2024** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
10. 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 Friday, the 20th September, 2024**.
11. Recorded transcript of the forthcoming 33rd AGM shall also be made available on the website of the Company www.natrajproteins.com as soon as possible after the Meeting is over.
12. 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 33rd AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
13. 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.
14. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
15. 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; Peer Review No. 842/ 2020) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the 33rd AGM and remote e-voting process in a fair and transparent manner.
16. 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 natrajproteintltd@rediffmail.com so that the information required may be made available at the Meeting.
17. 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
18. 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, compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
19. 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 33rd AGM. Members seeking to inspect such documents can send an email to natrajproteintltd@rediffmail.com.
20. Members may please note that SEBI, vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May17, 2023, by rescinding earlier circulars, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate;



- consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Standard documents for Investors available on the Company's website www.natrajproteins.com and is also available on the website of the RTA i.e. <https://www.ankitonline.com/documents.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
21. SEBI, vide its master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, by rescinding earlier circulars, 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 or <https://www.ankitonline.com/documents.aspx> 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.
 22. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website www.natrajproteins.com.
 23. 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 can contact the Company or RTA, for assistance in this regard.
 24. 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.
 25. 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 under Standard documents for Investors and is also available on the website of the RTA.
 26. As SEBI Circular dated November 03, 2021 subsequently amended by circulars dated December 14, 2021, March 16, 2023, now rescinded due to issuance of the Master Circulars dated May 17, 2023. It is mandated for holders of physical securities to provide their PAN, Choice of Nomination, Contact Details (Postal Address with PIN and Mobile Number) Bank Account Details and Specimen Signature to the Registrar and Share Transfer Agent (RTA) of the Company.
 27. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and



for payment of dividend in respect of such folios, only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.

The relevant formats Form ISR-1, Form ISR-2, Form ISR-3, Form ISR-13 and Form ISR-14 as applicable, for Nomination and Updation of PAN/ KYC details and SEBI circulars are available at company and RTA website.

28. 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.
29. Dispute SEBI vide Master Circular for Online Resolution of Disputes in the Indian Securities Market dated 31st July, 2023 (updated on 4th August, 2023 and 20th December, 2023) has established a common Online Dispute Resolution Portal ("ODR Portal")(<https://smartodr.in/login>) for resolution of disputes arising in the Indian Securities Market. Disputes between Investors/ Clients and Listed companies, including their Registrar and Share Transfer Agents (RTAs) will be resolved in accordance with this circular.
30. 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.
31. SEBI has mandated that for registration of transfer of the shares in the demat form only. Therefore, it is advised to the shareholders, holding their shares in the physical form if any to get convert into the Demat form.
32. **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.
- The voting period begins on 24th September, 2024 (Tuesday) at 9.00 AM (IST) and ends on 26th September, 2024 (Thursday) 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 **20th September, 2024 (Friday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
 - Pursuant to Master Circular Dated 11th July, 2023 issued by SEBI and under Regulation 44 of the 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.



- v. 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:

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

Pursuant to abovesaid 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 CDSL Depository	<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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com 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 & 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & 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 NSDL Depository	<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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>b. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at</p>



	<p>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

i) 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.
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 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:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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 OR 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.

- ii) After entering these details appropriately, click on "SUBMIT" tab.
- iii) 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.
- iv.) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v.) Click on the EVSN for the relevant <Natraj Proteins Limited> on which you choose to vote.
- vi.) 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.
- vii.) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii.) 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.
- ix.) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- x.) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xi.) 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.
- xii.) There is also an option provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xiii.) **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 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.
 - 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; natrajproteintltd@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 SHAREHOLDERS ATTENDING THE 33rd AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending Meeting & E-Voting on the day of the 33rd 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 33rd 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 natrajproteintltd@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 natrajproteintltd@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 33rd AGM & e-Voting from the CDSL e-Voting System, you can write an email to 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 or call at toll free No. 1800 22 55 33.

33. General Guidelines for shareholders:

- i.) 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).
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. 23rd August, 2024 (Friday)**, may obtain the login ID and password by sending a request at investor@ankitonline.com or compliance@ankitonline.com.
- ii.) 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. 20th September, 2024 (Friday) only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.**
- iii.) The Chairman shall, at the 33rd 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.
- iv.) 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 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.
- v.) 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, Compliance@ankitonline.com
- vi.) As the 33rd AGM is being held through VC, therefore, the route map is not annexed to this Notice.
- vii.) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.
- viii.) 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., to their DPs in case the shares are held by them in electronic form and to STA in case the shares are held by them in physical form.
- ix.) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to STA, in case the shares are held in physical form.
- x.) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- xi.) Members may also note that the Annual Report for year 2023-24 also available on Company's website www.natrajproteins.com.
- xii.) The Brief profile of the director seeking Appointment/re-appointment at the ensuing annual general meeting is annexed with the Notice.



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

Name of Directors	Mr. Kailash Chand Sharma	Mrs. Namita Sharma	Mr. Amit Koserwal
Designation	Chairman & Managing Director	Non-Executive Women Director	Additional Independent Director
DIN	00012900	02486865	06823437
Date of Birth	20/07/1960	20/04/1984	22/07/1979
Expertise/Experience in specific functional areas	33 years' experience in soya business	14 years' experience in day-to-day business management and Computer Science	With nearly 20 years of experience, he has excelled as an Art Director, Creative Director, Brand and Communication Consultant, and an entrepreneur.
Qualification	B.Com.	B.E. (CS)	PG Diploma in Communications Management & Bachelor of Science, Microbiology
Brief Resume	Mr. 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.	Mrs. Namita Sharma is a graduate in Engineering and have 14 years of experience in day-to-day business management and Computer Science. She is categorized as a Non-Executive Women Director.	Mr. Amit Koserwal is an advertising professional with nearly 20 years of experience, he has excelled as an Art Director, Creative Director, Brand and Communication Consultant, and an entrepreneur.
No. & % of Equity Shares held	1,65,000 (4.40%)	0	0
Details of outside Company's directorship held	1. Tripure Bulcon Private Limited	NIL	1. Intcontent Services Pvt. Ltd. 2. A2b Mobility Pvt. Ltd. 3. Imunifit Wellness Pvt. Ltd. 4. Orcomm Advertising Pvt. Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company	Chairman of CSR Committee	Internal Committee on Sexual Harassment of Women at the Workplace – Chairperson	-
Chairman / Member of the Committees of the Board, Directors of other Companies in	-	-	-



which he is a director			
Disclosures of relationships between directors and KMPs inter-se.	Father-in-Law of Mrs. Namita Sharma, Non-Executive Women Director of the Company	Daughter in Law of Mr. Kailash Chand Sharma, Chairman and Managing Director	Nil

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

Item No. 3

Mr. Kailash Chand Sharma, (DIN: 00012900) is the Chairman and Managing Director of the Company was appointed as the Chairman and Managing Director w.e.f. 1st August, 2022 for a term of 3 (Three) years. Upon recommendation of Nomination & Remuneration Committee, the Board of director at their meeting held on 2nd Sept., 2024 has further re-appointed him for further period of 3 (Three) years w.e.f. 1st August, 2025. Accordingly, the consent of the members is sought for the resolution set out in Item No. 3 of the Notice by way of a **Special Resolution**.

Mr. Kailash Chand Sharma is a Graduate in commerce and is the core promoter of the company since incorporation and having 33 years of experience in the Soya Industry in various capacities and also attending commercial operations of the Company, his experience, commitment and capabilities are playing crucial role in the growth of the Company. It would be in the interest of the Company to continue the employment of Mr. Kailash Chand Sharma as the Chairman and Managing Director of the Company.

In accordance with the provisions of Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

- (i) the annual remuneration payable to such executive anywhere director exceeds Rs.5 crore or 2.5% of the net profits of the company, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the company: Provided that the approval of the shareholders under this provision shall be valid only till the expiry of the term of such director. The net profits shall be calculated as per section 198 of the Companies Act, 2013.

The Board of directors of your company comprises of two executive directors i.e. Mr. Kailash Chand Sharma, Chairman and Managing Director and Mr. Sharad Kumar Jain, Whole time Director, belonging to Promoter and Promoter Group.

The members are requested to note that the Board at their meeting held on 2nd Sept., 2024 had approved and recommended the re-appointment and remuneration payable to Mr. Kailash Chand Sharma, Chairman and Managing Director, in view of that approval of the members by way of a special resolution is being sought.

Mr. Kailash Chand Sharma, being the appointee may be considered as financially interested in the resolution to the extent of the remuneration as may be payable to him and Mrs. Namita Sharma, Director being his relative may also be considered as interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Mr. Kailash Chand Sharma, is also holding 1,65,000 equity shares of Rs. 10/- each consisting 4.40 % of the total paid up capital of the Company.

The information as required to be disclosed under the Schedule V of the Companies Act, 2013 is disclosed as under.

I. General Information:

(1)	Nature of industry	Manufacturing of Edible Oil through Solvent Extraction Plant
(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. 19,372.78 Lakhs for the year ended 31 st March, 2024 and has suffered losses of Rs. 1251.90.
(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 3.73% of the total paid-up share capital of the company.
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II. Information about the appointee:

(1)	Background details	Mr. Kailash Chand Sharma is a Commerce Graduate and have experience of more than 30 years in Soya Industry. He has been 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.
(2)	Past remuneration	The total Remuneration for the year period 2023-24 was Rs. 15.00 Lakhs p.a.
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	Mr. Kailash Chand Sharma, the Chairman and Managing Director is in-charge of the entire affairs of the Company being the Chairman and Managing Director subject to superintendence and control of the Board of directors and conduct the activities of the Company, also assisted by one whole time director.
(5)	Remuneration proposed	Upto Rs. 2.00 Lakh p.m. and the perquisites as detailed in the Resolution
(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.	Mr. Kailash Chand Sharma alongwith his relatives hold 22.46% 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 Chairman and Managing Director of the Company. Mr. Kailash Chand Sharma is a relative of Smt. Namita Sharma, Non-Executive Women Director of the Company.

III. Other information:

(1)	Reasons of loss or inadequate profits	Since the Company is operating in the Agro based product which depends upon the rains and climatic condition all over the world and the pricing of products is depending upon the various factor. The company has suffered losses of Rs. 1252.22 Lakhs because of the abnormal demand and supply of Soya Bean seeds due to which the cost of Raw Material was increased abnormally and the company has incurred losses in the F.Y. 2023-24
(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 in the coming years.

Item No. 4

Members are hereby informed that upon the recommendation of the Audit Committee, Board of Directors of your Company have appointed **M/s Yogesh Chourasia & Associates**, Cost & Management Accountant (Firm Registration No. 000271) as Cost Auditors of the Company for the year 2024-25 on the remuneration of Rs. 75,000 (Rupees Seventy-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actual.

Consent Cum Declaration has been received from the above Cost Auditor regarding his consent and eligibility for appointment as Cost Auditor will be available for inspection of the Members electronically during the 33rd



As per section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders in ensuing 33rd AGM. None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution. The Board of directors recommend to pass necessary resolution as set out in Item No.4 of the Notice by way of an Ordinary Resolution.

Item No. 5:

Mr. Amit Koserwal (DIN: 06823437) is a PG Diploma in Communications Management and B.Sc in Microbiology and a currently an advertising professional with nearly 20 years of experience, he has excelled as an Art Director, Creative Director, Brand and Communication Consultant, and an entrepreneur. 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 Mr. Amit Koserwal as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 2nd September, 2024. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Amit Koserwal holds the office upto the date of this 33rd 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, appointment of Mr. Amit Koserwal 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, Mr. Amit Koserwal 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.

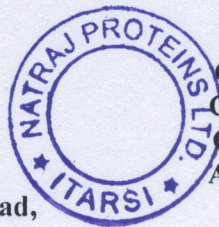
Copy of Letter of Appointment proposed to be issued to Mr. Amit Koserwal as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days between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

None of the Directors other than Mr. Amit Koserwal 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 Mr. Amit Koserwal 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. He is not holding any share in the Company.

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

BY ORDERS OF THE BOARD

Date: 2nd September, 2024
Place: Itarsi
Natraj Proteins Limited
CIN: L00153MP1990PLC006090
Nagpur Kalan, Ordinance Factory Road,
Itarsi (M.P.) 461111



Randhar
CS ADITI RANDHAR
COMPANY SECRETARY &
COMPLIANCE OFFICER
ACS:72025