

CIN: L15142RJ1991PLC006353

# SARDA PROTEINS LTD.

To,  
The Corporate Relationship Department  
The Bombay Stock Exchange Limited,  
P. J. Towers, Dalal Street, Fort,  
Mumbai – 400 001

**Date: September 11, 2024**

Dear Sir/Madam,

**Sub: Revised outcome of Board Meeting**

**REF: Sardaproteins Limited (Scrip Code: 519242):**

Please note that the meeting of the Board of Directors of the Company was held on September 4, 2024. The outcome for the Board Meeting was given on 4<sup>th</sup> September 2024. In reference to the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July 2023, we herewith resubmit the outcome of the Board Meeting with additional details for the same business items considered in the said Board Meeting.

The Board of Directors considered and approved the following in the Board Meeting:

1. Appointment of Mr. Chirag Thumar as Managing Director of the Company. Additional details as per Annexure 1 to this disclosure.
2. Alteration of Main Object of the Company to start the business in the power sector. Additional details as per Annexure 2 to this disclosure.
3. Change of Name of the Company. Additional details as per Annexure 3 to this disclosure.
4. Shifting of Registered office of the Company from the State of Rajasthan to the State of Gujarat. Additional details as per Annexure 4 to this disclosure.
5. Approved notice of the 33<sup>rd</sup> Annual General Meeting of the Company. 33<sup>rd</sup> Annual General Meeting of the Company will be held on Saturday, 28<sup>th</sup> September 2024 at 12.30 pm through Audio / Visual means. Copy of AGM Notice attached to this outcome of Board Meeting.

Additional Details as required pursuant to SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July 2023 are annexed to this disclosure.

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The Board meeting commenced at 1.00 pm on 4<sup>th</sup> September 2024 and concluded at 1.50 pm on 4<sup>th</sup> September 2024.

Please take the revised outcome of Board Meeting on your records.

With regards,

**For, Sarda Proteins Limited**



**Chirag Thumar**  
**Director**  
**DIN: 10640822**

**Annexure 1****Disclosure of additional details for appointment of Managing Director**

1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment of Managing Director – Professional Category pursuant to provisions of Section 203(1)(i) of Companies Act 2013.
2	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment	Appointed as Managing Director w. e. f. 03.09.2024 for the initial term of five years.
3	Brief profile	With extensive experience of 8+ years in engineering, Mr. Chirag Shantilal Thumar brings a wealth of knowledge and leadership to the organization.
4	Disclosure of relationships between directors	Mr. Chirag Thumar does not have any relation with the other Directors of the Company.

**Annexure 2****Details of alteration in the Main Object Clause of the Company**

The Board of Directors proposes to change the main line of business of the Company to step in the solar and power industry. The proposed and draft brief main object clause of the company is as under:

“To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, re-sell, acquire, use, transit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agents, brokers, representatives, consultants, collaborators, franchisers for solar cell and for all the equipment, machineries, instruments for manufacturing of solar cell and for generation of solar power, wind power and or any other regenerative power at such place or places as may be permitted by appropriate authorities by establishment of Solar Power Plants.”

**For, Sarda Proteins Limited**



**Chirag Thumar**  
**Director**  
**DIN: 10640822**

### Annexure 3

#### Details of alteration in the Name Clause of the Company

The Board proposes to change the main object clause of the Company. Hence it is also proposed to change the name of the Company to ensure that the new name of the Company reflects the correct main line of business of the Company.

On alteration of Name Clause of the Company, the new name of the Company shall be “**ONIX POWER LIMITED**” or such other name as may be made available by the Central Registrar of Companies.

### Annexure 4

#### Details of alteration for shifting of Registered office clause of the Company

At present, the registered office of the Company is situated in the State of Rajasthan. The Board of Directors are proposing to change the main line of business of the Company to Solar and power industry. Since the Saurashtra and Kutchh Region of the State of Gujarat has better prospects for the solar and power industry, it is proposed to shift the registered office of the Company from the state of Rajasthan to the state of Gujarat.

On alteration of Registered office clause, the registered office of the Company shall be shifted in the state of Gujarat.

**For, Sardaproteins Limited**



**Chirag Thumar**  
**Director**  
**DIN: 10640822**

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## **NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting ("AGM") of the Members of Sarda Proteins Ltd ("the Company") will be held on Saturday, 28<sup>th</sup> day, September, 2024 at 12:30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESSES**

#### **Item No. 1: Adoption of Financial Statements.**

To adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2024 together with the reports of the Board of Directors and Auditors thereon.

### **SPECIAL BUSINESSES**

#### **Item No. 2: Confirmation of appointment of Mr. Khilan Hareshbhai Savaliya (DIN: 08790209) as Non- Executive Director of the company.**

To consider and approve and confirm the appointment of Mr. Khilan Hareshbhai Savaliya (DIN: 08790209) as Non-Executive Director of the company and in this regard if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association and on the recommendation of Nomination & Remuneration Committee, Mr. Khilan Hareshbhai Savaliya (DIN: 08790209), who was appointed as an Additional Director (Non-Executive) of the company by the Board of Directors at its meeting held on 24<sup>th</sup> June, 2024 and who shall hold office upto the date of this Annual General Meeting of the company, be and is hereby appointed as Director (Non -Executive) of the Company and whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



**Item No. 3: Confirmation of appointment of Mr. Chintan Umeshbhai Bhatt (DIN: 09289074) as Independent Director of the company.**

To consider and approve and confirm the appointment of Mr. Chintan Umeshbhai Bhatt (DIN: 09289074) as Independent Director of the company and in this regard if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association and on the recommendation of the Nomination & Remuneration Committee, Mr. Chintan Umeshbhai Bhatt (DIN: 09289074), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors at its meeting held on 17<sup>th</sup> July, 2024 and whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years upto 16<sup>th</sup> July 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 4: Confirmation of appointment of Mr. Dhairyakumar Mohanbhai Thakkar (DIN: 08803649) as Independent Director of the company.**

To consider and approve and confirm the appointment of Mr. Dhairyakumar Mohanbhai Thakkar (DIN: 08803649) as Independent Director of the company and in this regard if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Association and on the recommendation of the Nomination & Remuneration Committee, Mr. Dhairyakumar Mohanbhai Thakkar (DIN: 08803649), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors at its meeting held on 17<sup>th</sup> July, 2024 and whose term of office expires at this Annual General Meeting (‘AGM’) and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is

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hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) years upto 16<sup>th</sup> July 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 5: Appointment of Mr. Chirag Shantilal Thumar (Din: 10640822) as Managing Director of the Company.**

To consider and approve the appointment of Mr. Chirag Shantilal Thumar (DIN: 10640822) as Managing Director of the company and in this regard if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per relevant provisions of Articles of Associations of the Company and on the recommendation of Nomination and Remuneration Committee, Mr. Chirag Shantilal Thumar (DIN: 10640822), who was appointed as an Additional Director (Executive) of the Company by the Board of Directors with effect from 28<sup>th</sup> May, 2024 and who holds office until the date of the Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, be and is hereby appointed as a director of the Company liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association and all other applicable rules laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approval as may be applicable, consent of the members of the Company be and is hereby accorded to appoint Mr. Chirag Shantilal Thumar (DIN: 10640822) as Managing Director of the Company for a period of 5 (five) years from 12<sup>th</sup> August, 2024 to 11<sup>th</sup> August, 2029, on following terms & conditions, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment, subject to the same not exceeding the limits specified in this resolution and under Schedule V of the Companies Act, 2013 and/or statutory modification(s) or re-enactment(s) thereof.

The appointment so made shall be on the following terms and conditions as stated below:

1. He shall be appointed as the Managing Director for a term of five years with effect from 12<sup>th</sup> August, 2024 to 11<sup>th</sup> August, 2029.

**Reg. Office:** B-536-537, Matsya Industrial Area, Alwar- 301030 (Rajasthan)

**Corp. office:** Inside Data Ingenious Global Limited, Station Road, Durgapura, Jaipur-302018 (Rajasthan)

**Contact No.:** +91-7737822222; **E Mail:** sardaproteins@yahoo.com; **Web:** www.sardaproteins.com

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2. He shall be entitled to Remuneration up to Rs. 500,000/- per month subject to availability of the profit during his tenure as Managing Director of the company.
3. He will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the company.
4. He shall not be liable to retire by rotation.
5. No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.
6. He will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No. 6: Alteration of Main Object Clause of the Memorandum of Association of the Company:**

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions and subject to the rules framed thereunder, the existing Main Object clause of the Memorandum of Association of the Company be and is hereby altered by replacing the existing clause by and as follows:

“To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, re-sell, acquire, use, transit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agents, brokers, representatives, consultants, collaborators, franchisers for solar cell and for all the equipment, machineries, instruments for manufacturing of solar cell and for generation of solar power, wind power and or any other regenerative power at such place or places as may be permitted by appropriate authorities by establishment of Solar Power Plants.”

“RESOLVED FURTHER THAT any of the Directors of the Company of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution..”



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**Item No. 7: Alteration of Name Clause of the Memorandum of Association of the Company:**

“RESOLVED THAT pursuant to provision of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and rules framed thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to requisite regulatory approvals consents, permissions and sanctions, required, if any, in this regard from any appropriate statutory authorities, consent of the members be and is hereby given for changing the name of the Company from “Sarda Proteins Limited” to “ONIX POWER LIMITED”.

“RESOLVED FURTHER THAT the Name Clause, being Clause I of the Memorandum of Association of the Company, be and is hereby altered by deleting the existing Clause I and substituting it with the following and that new Clause I shall read as under

**I. THE NAME OF THE COMPANY IS “ONIX POWER LIMITED.**

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.”

“RESOLVED FURTHER THAT the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient for the change of name and forward authorised copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions

**Item No. 8: Shifting of Registered office of the Company from the state of Rajasthan to the State of Gujarat:**

“RESOLVED THAT pursuant to the provisions of Sections 12(4), 12(5), 12(6) & 13(4) of the Companies Act, 2013 and other applicable provisions, if any, the consent of the members of the company be and is hereby accorded to shift the registered office of the company from the State of Rajasthan to the State of Gujarat.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 12 and 13 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of members of the company be and is hereby accorded for substituting Clause II of the Memorandum of Association of the Company with the following clause and that Clause II shall read as under:

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## II. The Registered office of the company will be situated in the State of Gujarat.

“RESOLVED FURTHER THAT the any Director of the Company, and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to file aforesaid application(s) and/or form(s) and to do all such acts, deeds, things and matters, as may be considered necessary, appropriate or expedient for the change of name and forward authorized copy of the above resolutions to concerned authorities or entities as may be necessary to give effect to the above resolutions.”

**By order of the Board of Directors  
For Sarda Proteins Ltd**

**Sd/-  
Khilan Savaliya  
Director  
DIN: 08790209**

**Date: 04.09.2024  
Place: Jaipur**

**Registered Office: B-536-537,  
Matsya Industrial Area,  
Alwar-301030 (Rajasthan)**

### NOTES:

1. An Explanatory Statement pursuant to Regulation 36(5) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) is also annexed hereto.
2. In view of General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No 10/2022 dated December 28, 2022 (“Collectively referred as MCA Circulars”), issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 January 05, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”), and pursuant to the relevant provisions of the Companies Act, 2013 and (“Listing Regulations”), the 33<sup>rd</sup> AGM of the Company is being held through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) without the physical presence of the Members at a common venue. The deemed venue for the 33<sup>rd</sup> AGM shall be the Registered Office of the Company.

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3. As physical presence of Members has been dispensed with, therefore there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 33<sup>rd</sup> AGM. However, the Body Corporates/other non-individual shareholders are entitled to appoint authorized representatives to attend the 33<sup>rd</sup> AGM through VC/OAVM and participate thereat and cast their votes through e-voting. (refer point No. 5 below)
4. Attendance of the Members participating in the 33<sup>rd</sup> AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Corporate members and other non-individual members intending their authorized representative to attend the AGM, pursuant to Section 113 of the Act, are requested to send a certified copy of the relevant Board Resolution/Power of Attorney/Authority Letter, etc. to the Company by e-mail to [sardaproteins@yahoo.com](mailto:sardaproteins@yahoo.com) authorizing their representative to attend and vote on their behalf at the AGM.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Since the AGM will be held through VC/OAVM, the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice.
8. In compliance with the MCA Circulars and SEBI Circulars, the Annual Report for 2023-24, the Notice of the 33<sup>rd</sup> AGM, and instructions for e-voting are being sent only through electronic mode to those Members whose e-mail addresses are registered with Company/Depository Participant(s)/RTA, unless a member has requested for a physical copy of the documents.

In line with the MCA Circulars, the Notice calling the 33<sup>rd</sup> AGM and the Annual Report for 2023-24 has been uploaded on the website of the Company at [www.sardaproteins.com](http://www.sardaproteins.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL (agency for providing the Remote e-Voting facility during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

9. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the 33<sup>rd</sup> AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Saturday, 28<sup>th</sup> September 2024. Members seeking to inspect such documents can send an e-mail to [sardaproteins@yahoo.com](mailto:sardaproteins@yahoo.com).
10. The Register of Members and Share Transfer Books of the Company will remain closed from 21<sup>st</sup> September 2024 to 27<sup>th</sup> September 2024 (both days inclusive).



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11. In compliance with 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 the Listing Regulations and MCA Circulars, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL).
12. In compliance to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 08, 2023 issued by the Securities and Exchange Board of India (SEBI) titled Online processing of investor service requests and complaints by RTAs, Link Intime India Private Ltd, the Registrar and Share Transfer Agent of the company has announced the launch of 'SWAYAM', brand-new Investor Self-Service Portal, designed exclusively for the Investors serviced by Link Intime India Private Ltd

Following are the key features of 'SWAYAM'.

'SWAYAM' is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at <https://swayam.linkintime.co.in>

- Effective Resolution of Service Request -Generate and Track Service Requests/Complaints through SWAYAM.
  - Features - A user-friendly GUI.
  - Track Corporate Actions like Dividend/Interest/Bonus/split.
  - PAN-based investments - Provides access to PAN linked accounts, Company wise holdings and security valuations.
  - Effortlessly Raise request for Unpaid Amounts.
  - Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
  - Statements - View entire holdings and status of corporate benefits.
  - Two-factor authentication (2FA) at Login - Enhances security for investors.
13. Members are requested to address all correspondence to Link Intime India Private Limited ("LI IPL"), Noble Heights, 1<sup>st</sup> Floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi-110058, E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in), website: [www.linkintime.co.in](http://www.linkintime.co.in) who is acting as our Registrar and Share Transfer Agent ("RTA"). Please quote your folio number and Company's name "Sarda Proteins Ltd" in all your future correspondences.
  14. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.

**Reg. Office:** B-536-537, Matsya Industrial Area, Alwar- 301030 (Rajasthan)

**Corp. office:** Inside Data Ingenious Global Limited, Station Road, Durgapura, Jaipur-302018 (Rajasthan)

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15. Members are requested to update/intimate changes, if any, pertaining to their name, postal address, email 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 in electronic form and to RTA in case the shares are held in physical form.
16. As per the provisions of Section 72 of the Act read with SEBI circular dated November 03, 2021 and clarification circular dated December 14, 2021, 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. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from website of the Company at [www.sardaproteins.com](http://www.sardaproteins.com). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA, LIPL, in case the shares are held in physical form, quoting their folio no.
17. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their De-mat accounts. Members holding shares in physical form are required to submit their PAN details to the Company/Registrar and Transfer Agents.
18. SEBI, vide its circulars dated November 3, 2021, December 14, 2021 and March 16, 2023 has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. Members may access [www.sardaproteins.com](http://www.sardaproteins.com) for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature. The said forms can be downloaded from website of the Company at [www.sardaproteins.com](http://www.sardaproteins.com) and from the website of the Company's Registrar and Transfer Agents. Further in this regard the company has also dispatched request letters to shareholders to furnish their KYC.
19. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's RTA, Link Intime India Private Limited for assistance in this regard.
20. Members holding shares in physical form in the multiple folios in identical names or joint holdings in the same order of names are requested to send the Share Certificate to RTA for consolidation into single folio.

**Reg. Office:** B-536-537, Matsya Industrial Area, Alwar- 301030 (Rajasthan)

**Corp. office:** Inside Data Ingenious Global Limited, Station Road, Durgapura, Jaipur-302018 (Rajasthan)

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21. To support the 'Green Initiative', Members who have not registered their email addresses so far with the company, are requested to register their e-mail address with LIPL, RTA of the Company and Members holding shares in De-mat mode are requested to register their E-Mail ID's with their respective Depository Participants (DPs) in case the same is still not registered, so as to enable the company to send the Annual Report including Financial Statements, Notices and other documents through Electronic Mode to their e-mail addresses. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
22. Any person who has acquired shares of the Company and becomes member of the Company after dispatch of the notice of AGM and holding shares as on the cut-off date i.e. Friday, 20<sup>th</sup> September 2024 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if the person is already registered with the CDSL for remote e-voting then the existing user ID & password can be used for casting vote. The instructions for members relating to remote e-voting which inter alia would contain details about user ID & password are annexed to the Notice.
23. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company by Wednesday, 25<sup>th</sup> September 2024 to enable the Company to keep the information ready at the AGM.
24. The remote e-voting facility will commence on Wednesday, 25<sup>th</sup> September 2024 (09:00 A.M.) and ends on 27<sup>th</sup> September 2024 (05:00 P.M.). During this period member of the Company, holding shares either in physical or dematerialized form, as on the cut-off date i.e. Friday, 20<sup>th</sup> September 2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. A member shall not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 20<sup>th</sup> September 2024. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representative with proof of their authorization.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again.

Only those shareholders, who are present in the AGM through VC/OAVM 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.

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, 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.

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## The instructions for shareholders voting electronically are as under:

**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 remote e-voting period begins on Wednesday, 25<sup>th</sup> September 2024 (09:00 A.M.) and ends on Friday 27<sup>th</sup> September 2024, (05:00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20<sup>th</sup> September 2024 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 time of meeting.
- (iii) Pursuant to SEBI Circulars, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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 **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** 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:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) 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.</li> <li>2) 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 their 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.</li> <li>3) 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></li> <li>4) 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) 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.nsdl.com">https://eservices.nsdl.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</li> </ol>

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	<p>the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.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</b>	<p>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 &amp; voting during the meeting.</p>

**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 022-23058738 and 22-23058542-43.
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

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**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 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 as mentioned in instruction (3).

- (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 Sardaproteins Ltd on which you choose to vote.

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- (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) **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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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; [sardaproteins@yahoo.com](mailto:sardaproteins@yahoo.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **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).



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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.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the 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 AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Facility of joining the AGM through VC/OAVM shall open 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 to 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. 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.
8. 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 by 25<sup>th</sup> September 2024 at [www.sardaproteins.com](http://www.sardaproteins.com) mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance by 25<sup>th</sup> September 2024 mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

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9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. If you have any queries or issues regarding attending 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 022-23058738 and 022-23058542/43 or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Rakesh Dalvi (022-23058542/43).  
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, 25<sup>th</sup> 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 on 022-23058542/43.
25. As required under Regulation 36(3) of the Listing Regulations, and as per the relevant provisions of the Secretarial Standard on General Meetings, the details of Directors seeking appointment/re-appointment at this AGM are furnished as “**Annexure-A**” to the Notice of AGM.
26. Ms. Bhumika Ranpura, Practicing Company Secretary has been appointed as scrutinizer, to scrutinize the remote e-voting and e-voting process to be carried out at the AGM in a fair and transparent.
27. The voting results including e-voting at the AGM of the Company shall be declared within 2 (two) working days from the conclusion of the AGM. The final results along with the scrutinizer’s report shall be placed on the website of Company [www.sardaproteins.com](http://www.sardaproteins.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of results by the Chairman.

**By Order of the Board of Directors  
For Sarda Proteins Ltd  
Sd/-  
Khilan Savaliya  
Director  
DIN: 08790209**

**Date: 04.09.2024  
Place: Jaipur**

**Registered Office: B-536-537,  
Matsya Industrial Area,  
Alwar-301030 (Rajasthan)**

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## EXPLANATORY STATEMENT PURSUANT TO REGULATION 36(5) OF THE LISTING REGULATION

The following statements sets out all the material facts relating to the Special Business mentioned in the accompanying Notice.

### Item No. 2:

The Board of Directors appointed Mr. Khilan Hareshbhai Savaliya (DIN: 08790209) as an Additional Director (Non-Executive) of the Company with effect from 24<sup>th</sup> June, 2024 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as a Director (Non-Executive).

Further pursuant to the provisions of Section 152 (2) of the Act, the appointment of Director (Non-Executive) shall be approved by the members of the Company in general meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Khilan Hareshbhai Savaliya as Director of the company and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Khilan Hareshbhai Savaliya is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Mr. Khilan Hareshbhai Savaliya as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure-A" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Khilan Hareshbhai Savaliya, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the notice for approval by the members.

### Item No. 3:

The Board of Directors appointed Mr. Chintan Umeshbhai Bhatt (DIN: 09289074) as an Additional Director (Independent) of the Company with effect from 17<sup>th</sup> July, 2024 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director. Also, pursuant to the provisions of

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Section 150(2) read with Section 152 (2) of the Act, the appointment of Independent Director shall be approved by the members of the Company in general meeting.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Chintan Umeshbhai Bhatt as an Independent Director of the company who has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Chintan Umeshbhai Bhatt is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

In the opinion of the Board, Mr. Chintan Umeshbhai Bhatt fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Mr. Chintan Umeshbhai Bhatt is independent of the management.

The Board of Directors, on the basis of the report of performance evaluation, has recommended appointment of Mr. Chintan Umeshbhai Bhatt as an Independent Director for a term of 5 (five) consecutive years w.e.f. 17<sup>th</sup> July, 2024 on the Board of the Company.

Additional information in respect of Mr. Chintan Umeshbhai Bhatt as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure-A" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Chintan Umeshbhai Bhatt, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 3 in the Notice for approval by the members.

#### **Item No. 4:**

The Board of Directors appointed Mr. Dhairyakumar Mohanbhai Thakkar (DIN: 08803649) as an Additional Director (Independent) of the Company with effect from 17<sup>th</sup> July, 2024 who in terms of the provisions of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and is eligible for the appointment as an Independent Director. Also, pursuant to the provisions of Section 150(2) read with Section 152 (2) of the Act, the appointment of Independent Director shall be approved by the members of the Company in general meeting.

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# SARDA PROTEINS LTD.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Dhairyakumar Mohanbhai Thakkar as an Independent Director of the company who has given a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and regulation 16(1)(b) of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Dhairyakumar Mohanbhai Thakkar is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

In the opinion of the Board, Mr. Dhairyakumar Mohanbhai Thakkar fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. Mr. Dhairyakumar Mohanbhai Thakkar is independent of the management.

The Board of Directors, on the basis of the report of performance evaluation, has recommended appointment of Mr. Dhairyakumar Mohanbhai Thakkar as an Independent Director for a term of 5 (five) consecutive years w.e.f. 17<sup>th</sup> July, 2024 on the Board of the Company.

Additional information in respect of Mr. Dhairyakumar Mohanbhai Thakkar as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure-A" to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Dhairyakumar Mohanbhai Thakkar, being an appointee is in any way, concerned or interested, financially or otherwise in the resolution as set out at item no. 6 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 in the Notice for approval by the members.

## **Item No. 5:**

The Board of Directors appointed Mr. Chirag Shantilal Thumar (Din: 10640822) as an Additional Director (Executive) of the Company with effect from 28<sup>th</sup> May, 2024 who in terms of the provisions of Section 161 of the Act, shall hold office upto the date of ensuing Annual General Meeting and is eligible for the appointment as Managing Director of the Company.

Further it is proposed to appoint a person to hold the position of Managing Director (MD) of the Company as per the provisions of Sections 196 and 203 read with Schedule V of Companies Act, 2013.

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Mr. Chirag Shantilal Thumar (DIN: 10640822) who was appointed as Additional (Executive) Director and who holds an immense experience and knowledge would be beneficial for the working of the company to appoint him at such designation and is eligible for the appointment as Managing Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Chirag Shantilal Thumar as Director of the company and also the company has received a letter that he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Chirag Shantilal Thumar is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his (i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Disqualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of (Appointment & Disqualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

Additional information in respect of Mr. Chirag Shantilal Thumar as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and as per the relevant provisions of the Secretarial Standard on General Meeting are given in the "Annexure-A" to this Notice.

Save and except Mr. Chirag Shantilal Thumar and his relatives, none of the other Directors/Key Managerial Personnel (KMP) or their relatives are, in any way, concerned or interested or deemed to be interested, financially or otherwise, in the resolution set out at item no. 7 of the notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the notice for approval by the members.

## Item No. 6

At present the Company is engaged in the business of dealing in Protein Food, food grains, flour, vegetable oils, edible and nonedible oils, oil seeds, Vanaspati ghee, and food preparations of all kinds.

As per the Fortune Business insights "The global solar power market size was valued at USD 253.69 billion in 2023 and is projected to be worth USD 273 billion in 2024 and reach USD 436.36 billion by 2032, exhibiting a CAGR of 6% during the forecast period. North America dominated the solar power industry with a market share of 41.30% in 2023" Source: <https://www.fortunebusinessinsights.com/industry-reports/solar-power-market-100764>.

The Board of Directors of the Company finds ample opportunities in the power industry especially in the field of Solar Power generation and Solar cell manufacturing. Hence, the Board of Directors in their Board Meeting held on 4<sup>th</sup> September 2024 have resolved to switch the main line of business of the Company to Power industry, especially to manufacture solar cell in India and to deal in all machineries, instruments, equipment for solar cell manufacturing and solar power generation.

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# SARDA PROTEINS LTD.

Further, changing the mainline of business of the Company, will require alteration of Object Clause of the Memorandum of Association of the Company. Further, alteration of main object clause of the Company requires approval of the members of the Company by passing special resolution in the general meeting.

The draft copy of Memorandum of Association of the Company would be available for inspection during the AGM online.

Hence, it is proposed to pass the special resolution for the special business item no. 6.

## **Item No. 7:**

The present name of the Company is Sarda Proteins Limited which indicates the main line of business of the Company i. e. dealing in the protein products and various other food products. However, the Board of Directors of the Company in their Board Meeting held on 4<sup>th</sup> September 2024 have resolved to switch the mainline of business of the Company to Power Industry for solar cell manufacturing and to deal in to deal in all machineries, instruments, equipment for solar cell manufacturing and solar power generation.

On commencement of new line of business, the major revenue of the Company would flow from the said activity and hence it is essential and requirement of law to make sure that the name of the Company reflect the main line of business of the Company.

The Board of Directors of the Company in their Board Meeting held on 4<sup>th</sup> September 2024 have resolved to change the name of the Company as either "Onix Power Limited" or such other name as may be made available by the Registrar of Companies. On the date of this approval of the notice, the company has not received the approval for reservation of name and the same is under process. Company has applied for reservation of name "Onix Power Limited". If Company does not receive approval for reservation of name, the Company may send addendum to the notice with the new name as may be approved by the Registrar of Companies.

To change the name of the Company, it is required to alter the Name Clause of the Company. Further, alteration of name clause of the Company requires approval of the members of the Company by passing special resolution pursuant to the provisions of Companies Act 2013.

The draft copy of Memorandum of Association of the Company would be available for inspection during the AGM online.

Hence, it is proposed to pass the special resolution for the special business item no. 7.

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# SARDA PROTEINS LTD.

## **Item No. 8:**

At present, the Registered office of the Company is situated in the State of Rajasthan. Considering the business strategic decision that the Company is switching its mainline of business to Power Industry for manufacturing of solar cell and to deal in all machineries, equipment, instruments for generation of solar power and for manufacturing solar cell, the Board of Directors think it fit to shift the Registered office of the Company in the State of Gujarat as Kutchh and Saurashtra region of the State of Gujarat has big business potentials in the Solar industry.

To shift the registered office of the Company from the State of Rajasthan to the State of Gujarat will require alteration of Clause II of Memorandum of Association of the Company. This alteration of Clause II of Memorandum of Association of the Company requires approval of the members of the Company by way of passing special resolution. Hence this alteration shall be subject to approval of the members of the Company in this Annual General Meeting and shall also be subject to the subsequent approval of the concerned Regional Director, Ministry of Corporate Affairs.

Hence, it is proposed to pass the resolution mentioned under item no. 8 as Special Resolution pursuant to the provisions of Companies Act 2013.

**By Order of the Board of Directors  
For Sarda Proteins Ltd**

**Sd/-**

**Khilan Savaliya**

**Director**

**DIN: 08790209**

**Registered Office: B-536-537,  
Matsya Industrial Area,  
Alwar-301030 (Rajasthan)**

**Date: 03.09.2024**

**Place: Jaipur**

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**SARDA PROTEINS LTD.****ANNEXURE A****Details of Directors seeking appointment at 33<sup>rd</sup> Annual General Meeting (“AGM”)  
(pursuant to Regulation 36(3) of the Listing Regulation and Secretarial Standard on General Meeting)**

<b>Name of Director</b>	<b>Mr. Chirag Shantilal Thumar</b>	<b>Mr. Khilan Hareshbhai Savaliya</b>	<b>Mrs. Dharaben Piyushkumar Patel (DIN:)</b>	<b>Mr. Chintan Umeshbhai Bhatt</b>	<b>Mr. Dhairyakumar Mohanbhai Thakkar</b>
<b>DIN</b>	10640822	08790209	08811267	09289074	08803649
<b>Date of Birth and Age</b>	28 <sup>th</sup> November, 1990 (33 years)	18 <sup>th</sup> January, 1999 (25 years)	23 <sup>rd</sup> May, 1989 (35 years)	18 <sup>th</sup> July, 1995 (29 years)	01 <sup>st</sup> July, 1988 (36 years)
<b>Qualification</b>	Bachelor's in Engineering	Post Graduate in Computer Science	Bachelor's in Commerce	Bachelor's in Commerce	Bachelor's in Commerce
<b>Designation</b>	Managing Director	Director (NED)	Director (NED)	Independent Director	Independent Director
<b>Brief profile, experience and expertise in specific functional area</b>	With extensive experience of 8+ years in engineering, Mr. Chirag Shantilal Thumar brings a wealth of knowledge and leadership to the organization.	He is Graduate in Mechanical Engineering from GH Patel Engineering College Vallabh Vidhyanagar, Gujarat.  With an experience of 3+ years in the field of Turnkey Project Management, Mr. Khilan Hareshbhai Savaliya brings a wealth of knowledge and productivity to the organization.	She is Graduate in Commerce and has experience of more than 10 years in the business administration and business management.	He is Practicing Company Secretary. He is Associate member of the Institute of Company Secretaries of India. He is Bachelor of Law (LL.B.), Commerce graduate (B.Com), Diploma in Tax Practice (DTP) and Diploma in Labour Practice (DLP) awarded by Gujarat University. He is having more than 4 years of experience in the field of Corporate Law and Advisory Services.	He is a Qualified Company Secretary from the Institute of Company Secretaries of India. He has an experience of more than 10 years in the field of Company Law matters and other corporate matters.

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<b>Terms and conditions of appointment</b>	Proposed to be appointed as Managing Director (Executive) and liable to be retire by rotation	Proposed to be appointed as Director (Non-Executive) and liable to be retire by rotation	Proposed to be appointed as Director (Non-Executive) and liable to be retire by rotation	Appointment for 5 years upto 17 <sup>th</sup> July 2024 and not liable to be retire by rotation	Appointment for 5 years upto 17 <sup>th</sup> July 2024 and not liable to be retire by rotation
<b>Remuneration last drawn for the FY 2023-24</b>	NIL	NIL	NIL	NIL	NIL
<b>Remuneration sought to be paid</b>	NIL	NIL	NIL	NIL	NIL
<b>Date of first appointment on the Board</b>	28.05.2024	24.06.2024	17.07.2024	17.07.2024	17.07.2024
<b>No. of shares held in the company as on date of Board's report</b>	NIL	NIL	NIL	NIL	NIL
<b>Relationship with other Directors/KMPs inter se</b>	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
<b>No. of meetings of Board attended during the year 2024-25</b>	2 (Two) i.e 24.06.2024 and 17.07.2024	1 (One) i.e 17.07.2024	NIL	NIL	NIL
<b>Directorships held in other Companies</b>	NIL	3	1	2	3
<b>Membership/ Chairmanship of Committees of other Boards</b>	NIL	NIL	NIL	NIL	NIL

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