

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 25th Annual General Meeting of the members of Sarda Proteins Limited will be held on **Tuesday, 20th day of September, 2016 at 03.00 P.M.** at its Registered Office situated at **G 1-177 (A), Matsya Industrial Area, Alwar 301030 (Raj.)** to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1 - ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2 - APPOINTMENT OF DIRECTOR

To appoint a Director in place of Mr. Damodar Prasad Sarda (having DIN: 00763377), who retires by rotation and, being eligible, seeks re-appointment.

ITEM NO. 3 - RATIFICATION OF APPOINTMENT OF THE STATUTORY AUDITORS OF THE COMPANY

To ratify the appointment of the **M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN 003960C)** as statutory auditors of the Company, to fix their remuneration and to consider, and if thought fit, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(2) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the resolution passed by the shareholders in the 23rd AGM held on 30th September, 2014, the appointment of M/s Khetawat Agarwal & Company, Chartered Accountants, Alwar (FRN 003960C) as Statutory Auditors of the Company to hold office till the conclusion of the 28th Annual General Meeting of Company to be held in calendar year 2019 be and is hereby ratified (for the financial year 2016-17) and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them for the financial year 2016-17 as recommended by the Audit committee in consultation with the Auditors."

SPECIAL BUSINESS:

ITEM NO: 4.-TO APPOINT MR. SANWAR MAL PAREEK (HAVING DIN: 07434553) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions (if any) of the Companies Act, 2013 and 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), Mr. Sanwar Mal Pareek (having DIN: 07434553) who was appointed by the Board of Directors as an Additional Independent Director of the Company on 28th May, 2016 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an

Independent Director of the Company to hold office for a period up to 27th May, 2021, not 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, things as may be necessary, expedient and desirable in this regard."

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED**

**Sd/-
(DAMODAR PRASAD SARDA)
CHAIRMAN
DIN NO: 00763377**

**PLACE: ALWAR
DATE: 10th August, 2016**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "AGM") MAY APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF SUCH MEMBER. A PROXY NEED NOT BE A MEMBER.

The proxy form in order to be effective should be duly stamped, filled, signed and must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Statement setting out material facts pursuant to section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, it appended hereto.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a duly certified true copy of the Board Resolution or Power of Attorney authorizing their representatives to attend and vote on their behalf at the AGM.
4. In terms of Articles of Association of the Company, read with Section 152 (6) of the Companies Act, 2013, Mr. Damodar Prasad Sarda, Whole Time Director of the Company, retires by rotation at the ensuing Meeting and being eligible, offers himself for reappointment. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR)"] is attached to this Notice.
5. Members and Proxies attending the meeting are requested to bring their copy of Annual Report and the attendance slip duly filled to the Meeting.

6. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
7. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Transfer Agent (RTA):-

Link Intime India Pvt. Ltd., (Registrars & Share Transfer Agents),
44, Community Centre, 2nd Floor, Naraina Industrial Area,
Phase-I, Near PVR Naraina, New Delhi - 110 028
Phone : 011-41410592/93/94 Fax : 01141410591
E-mail: delhi@linkintime.co.in
website: www.linkintime.co.in

8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 12 September, 2016 to Tuesday, 20th September, 2016 (both days inclusive) for the purpose of Annual General Meeting..
9. The annual report and the notice of AGM are available at the website of the Company at www.sardaproteins.com and at the website of Central Depository Services (India) Limited.
10. The Notice of AGM along with the Annual Report 2015-16 is being sent by electronic mode to those members whose email address is registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies are being sent by the permitted mode.
11. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
12. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as Agency to provide remote e-voting facility.
13. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any case 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.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. All the documents referred in the notice will be available for inspection by the shareholders at the registered office of the Company between 11.00 a.m. to 5.00 p.m. on all the working days hereof up to the date of the meeting.
16. The Securities and Exchange Board of India (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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents.

17. Members who hold shares in the 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 Link Intime India Pvt. Ltd., RTA, for consolidation into single folio.
18. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and the applicable provisions of SEBI (LODR), the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility for voting, through ballot paper, will also be made available at the Meeting and the members attending the Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Meeting through ballot paper. Members who have cast their votes by remote e-voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

The voting period starts at 9.00 A.M. on Friday, 16th September, 2016 and ends at 05.00 P.M. on Monday, 19th September, 2016. The remote e-voting module will be disabled by CDSL for voting thereafter.

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 13th September, 2016, may cast their vote electronically.

19. A person who has acquired shares & become a member of the company after the dispatch of notice of AGM & holding shares as of cut-off date, may obtain the login ID & password by sending a request at evoting@cdsl.co.in. 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.
20. The voting rights of shareholders shall be in proportion to their equity shares held by them in the paid up equity share capital of the Company as on Tuesday, 13th September, 2016, (cut off date).
21. CS Manoj Maheshwari, FCS 3355, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
22. The final results including the poll and remote e-voting results of the AGM of the Company shall be declared on Thursday, 22nd September, 2016. The final results along with the scrutinizer's report shall be placed on the Company's website www.sardaproteins.com immediately after the result is declared by the Chairman & also on the website of CDSL at <https://www.evotingindia.com> / and shall be communicated to the concerned stock exchange.

E-VOTING FACILITY

In case of members receiving e-mail:

- (i) Log on to the remote e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login).

(iv) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(v) Now, fill up the following details in the appropriate boxes:

| | For Members holding shares in Demat Form and Physical Form |
|----------|---|
| PAN* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB# | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their first name followed by the last eight digits of their folio number / member ID. In case the folio number / member ID is less than 8 digits enter the applicable number of 0's before the number and after the first two characters of the name. Eg. If your name is Ramesh Kumar with folio number / member ID 1 then enter RA000000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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 Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant < Sarda Proteins Limited > Company on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy: Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

23. In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board of Directors of the Company appointed Mr. Sanwar Mal Pareek (having DIN: 07434553) as an Additional Independent Director of the Company with effect from 28th May 2016, pursuant to Section 161 of the Companies Act, 2013, read with the rules framed there under and the Articles of Association of the Company. As per the provisions of Section 161 (1) of the Act, he holds the office of Additional Independent Director only up to the date of the forthcoming Annual General Meeting of the Company. The Company received notice under section 160 of the Act from a member proposing his candidature for the office of Director of the Company along with requisite deposit.

Mr. Sanwar Mal Pareek is not disqualified from being appointed as Director in the terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Section 149 of the Act inter alia stipulates the criteria of independence should a Company propose to appoint an independent director on its Board. As per the said section 149, an independent director can hold office for a term up to 5 consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Mr. Sanwar Mal Pareek that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Brief resume of Mr. Sanwar Mal

Pareek, and his expertise in specific functional areas and name of listed companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Regulation 36 (3) of SEBI (LODR) are provided in the annexure of the Notice.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Sanwar Mal Pareek be appointed as an Independent director of the Company, for a term of 5 years commencing from 28th May, 2016. Copy of the draft letter for appointment of Mr. Sanwar Mal Pareek as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company and will be displayed on the website of the Company.

Save and Except, Mr. Sanwar Mal Pareek being appointee, none of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ANNEXURE TO THE NOTICE OF 25TH AGM:

Information pursuant to Regulation 36(3) of SEBI (LODR), in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on Tuesday, 20th September, 2016.

| Name of Director | Mr. Damodar Prasad Sarda | Mr. Sanwar Mal Pareek |
|---|--|--|
| Age | 60 | 59 |
| Designation | Chairman & CFO | Independent and Non-Executive Director |
| Expertise in specific functional area | He possesses appropriate skills, experience and knowledge; inter alia, in the field of operations in the General Business Management | He possesses appropriate skills, experience and knowledge; inter alia, in the field of operations in the Accounts. |
| Qualification | B.Com (Hons.) | B.Com |
| Directorship in other Listed Companies on 31/03/2016 | NIL | NIL |
| Member/Chairman of the Committees of the Board of other Listed Companies as on 31 st March, 2016 | NIL | NIL |
| No. of shares held in the Company as on 31 st March, 2016 | 161000 | 500 |
| Relationship between Directors inter-se | Mr. Siddharth Sarda- Son Mrs. Krishna Devi Sarda-Wife | Independent |

BY ORDER OF THE BOARD OF DIRECTORS
FOR SARDA PROTEINS LIMITED

PLACE: ALWAR
DATE: 10th August, 2016

Sd/-
(DAMODAR PRASAD SARDA)
CHAIRMAN
DIN NO: 00763377

