

NOTICE OF 29th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting (“AGM”) of the Members of Sarda Proteins Ltd will be held on Wednesday, 30th Day of September, 2020 at 12:30 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) Facility to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of Financial Statements

To adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2: Appointment of Director liable to retire by rotation

To appoint a Director in place of Mr. Deepak Data (DIN: 01672415), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

Item No. 3: To appoint Mr. Mahavir Pratap Sharma (DIN: 01852846) 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 and 152 read with Schedule IV and 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. Mahavir Pratap Sharma (DIN: 01852846), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors at its meeting held on 13th February, 2020 and whose term of office expires at this Annual General Meeting 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 (“Listing Regulations”), and in respect of whom the Company has receive a notice in writing under Section 160 of the Act 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 term of 5 (five) years upto 12th February, 2025 and whose office shall not 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. 4: Approval for giving Loan, Guarantee and providing Security to Babulal Edible Oils Private Limited in whom Director of the Company is interested u/s 185 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as the “the Board” to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Babulal Edible Oils Private Limited being entity covered under the category of ‘a person in whom any of the director of the company is interested’ in one or more tranches, for the business activity of Babulal Edible Oils Private Limited upto an aggregate sum of Rs. 1,00,00,000/- (Rupees One Crore Only), in their absolute discretion deem beneficial and in the interest of the company, provided that such loans are utilized by the borrowing company for its principal business activities.

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.”

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

**Sd/-
Amit Kumar Modi
Company Secretary &
Compliance Officer
M. No.: 29371**

**Date: September 02, 2020
Place: Jaipur**

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at the AGM is annexed hereto.
2. In view of the COVID-19 pandemic, continuing restriction on gathering of persons in the country to maintain social distancing and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (“hereinafter collectively referred to as “the Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 29th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 29th AGM shall be the Registered Office of the Company.
3. This is to inform that as physical presence of Members has been dispensed with for attending the Meeting through VC/OAVM Facility, 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 29th AGM. However, the Body Corporates/HUF/Trust/AoP are entitled to appoint authorized representatives to attend the 29th AGM through VC/OAVM Facility and participate there at and cast their votes through e-voting. (refer point No.8 below)
4. Attendance of the Members participating in the 29th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map, proxy form and attendance slip are not annexed to this Notice.
6. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 29th 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.
7. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“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.
8. Corporate members, HUFs, Trust intending their authorized representative to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, 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@yhaoo.com authorizing their representative to attend and vote on their behalf at the AGM.
9. 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.

- 10.** The Register of Directors and Key Managerial Personnel 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 29th 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. September 30, 2020. Members seeking to inspect such documents can send an e-mail to sardaproteins@yahoo.com.
- 11.** The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020 (both days inclusive).
- 12.** In compliance with provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations, 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).
- 13.** Members are requested to address all correspondence to Link Intime India Private Limited ("LI IPL"), Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi-110058, E-mail: helpdesk@linkintime.co.in, website: 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.
- 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 Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, LI IPL, in case the shares are held in physical form.
- 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.** 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. 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.
- 19.** 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.
- 20.** 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 LIIPL, 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 address. Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
- 21.** Members may also note that the Notice of 29th AGM and the Annual Report 2019-20 will be available on the website of the Company at www.sardaproteins.com and also on the website of CDSL (agency for providing the Remote e-Voting facility during the AGM) i.e. www.evotingindia.com.
- 22.** The voting results including e-voting at the AGM of the Company shall be declared within 48 hours 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 on the website of BSE Limited and on the on the website of CDSL, i.e. www.evotingindia.com immediately after declaration of results by the Chairman.
- 23.** 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. Wednesday, September 23, 2020 may obtain the login ID and password by sending a request at 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.
- 24.** A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his request to the Company at least 10 (ten) days prior to the date of AGM, to enable the Company to keep the information ready at the AGM.
- 25.** CS Manoj Maheshwari, FCS: 3355, Practicing Company Secretary and partner of M/s V. M. & Associates, Company Secretaries, Jaipur has been appointed as a scrutinizer to scrutinize the remote e-voting and e-voting process to be carried out at the AGM in a fair and transparent manner.

26. The remote e-voting facility will commence on Saturday, September 26, 2020 (09:00 A.M.) and ends on Tuesday, September 29, 2020 (upto 5:00 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. Wednesday, September 23, 2020, 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. Wednesday, September 23, 2020. 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. The instructions for e-voting are annexed to the Notice.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Saturday, 26th September, 2020 at 09:00 A.M. and ends on Tuesday, 29th September, 2020 at 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 Wednesday, 23rd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to follow option available on www.evotingindia.com.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Sarda Proteins Ltd on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting at sardaproteins@yahoo.com mentioning their name, DP ID and Client ID /folio number, email id, mobile number.
7. 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.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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; sardaprotiens@yahoo.com,if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board of Directors

For Sarda Proteins Ltd

**Sd/-
Amit Kumar Modi
Company Secretary &
Compliance Officer
M.No.: 29371**

**Date: September 02, 2020
Place: Jaipur**

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

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

Item No. 3:

The Board of Directors appointed Mr. Mahavir Pratap Sharma (DIN: 01852846) as an Additional Director (Independent) of the Company with effect from 13th February, 2020 who in terms of the provisions of Section 161(1) of the Companies Act, 2013 (“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.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for Mr. Mahavir Pratap Sharma 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 (“Listing Regulations”).

Mr. Mahavir Pratap Sharma 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 Act, and (iii) Notices of interest in form MBP-1 pursuant to sub-section (1) of Section 184 of the Companies Act, 2013.

The Board of Directors, based on the performance evaluation of Independent Director and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Mahavir Pratap Sharma would be beneficial to the Company and it is desirable to continue to avail his services as Independent Directors.

In the opinion of the Board, Mr. Mahavir Pratap Sharma 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. Mahavir Pratap Sharma is independent of the management.

In accordance with the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on 13th February, 2020 appointed Mr. Mahavir Pratap Sharma as Independent Director for period of 5 years commencing from 13th February, 2020 to 12th February, 2025 on the terms and conditions set out in the resolution.

Additional information in respect of Mr. Mahavir Pratap Sharma as required under Regulation 36(3) of the Listing Regulations and as per the relevant provisions of the Secretarial Standard on General Meetings are given in the “**Annexure-A**” to this Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Mahavir Pratap Sharma, being 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 as set out at item no. 3 in the Notice for approval by the members.

Item No. 4:

Pursuant to the provisions of section 185 of the Companies Act, 2013 a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested by passing a special resolution in general meeting provided that the loans are utilized by the borrowing company for its principal business activities.

By this proposal, it is proposed to pass enabling resolution authorizing Board of Directors to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Babulal Edible Oils Private Limited, a company in which Mr. Deepak Data, Managing Director of the Company and his relatives being the promoters are interested.

The particulars of the loan are as follows:

Nature of Transaction	Advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Babulal Edible Oils Private Limited
Name of the Borrowing Company	Babulal Edible Oils Private Limited
Amount of Loan	Upto an aggregate sum of Rs. 1,00,00,000/- (Rupees One Crore Only)
Rate of Interest	Prevailing market rate (in accordance with Companies Act, 2013)
Purpose of loan by the Borrower Company	For conducting its principal business activities of the Borrower Company
Nature of interest in the Borrower Company	Mr. Deepak Data, Managing Director of the Company

Mr, Deepak Data, Managing Director of the Company and his relatives are deemed to be concerned or interested, financially or otherwise, in the special resolution set out at Item No. 4 of the Notice.

The Board recommends the special Resolution set out at Item No. 4 of the Notice for approval by the Members.

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

**Sd/-
Amit Kumar Modi
Company Secretary &
Compliance Officer
M.No.: 29371**

**Date: September 02, 2020
Place: Jaipur**

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

ANNEXURE A

**Details of Directors seeking appointment/re-appointment at 29th Annual General Meeting
("AGM")
(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General
Meetings)**

Name of Director	Mr. Deepak Data	Mr. Mahavir Pratap Sharma
DIN	01672415	01852846
Age	48	53
Qualification	Postgraduate in Computer Science	Bachelor of Science
Designation	Managing Director	Independent Director
Brief profile, experience and expertise in specific functional area	<p>He is Post Graduate in Computer Science from Leeds Metropolitan University, United Kingdom. He has been honoured with the Young Entrepreneur award by Keshav Navneet.</p> <p>He has an experience of more than 15 years in field of edible oil business and has achieved significant results for DATA group of Companies. He is a natural leader and has set up the Bakery shortening (premium quality shortening based on refined, bleached and deodorized palm oil) plant in Sri Lanka. He also looks after the entire edible oil segment of DATA group companies and has played a significant role in achieving milestones for the group.</p>	<p>He has done Bachelor of Science and having experience of 32 years in the Business of manufacture and exports of Carpets and Silver Jewellery and headed in the past The Rajasthan Carpet Manufacturers and Exporters Association for successful two terms and also as the 1st Vice Chairman of the Carpet Export Promotion Council (CEPC).</p> <p>He has been also part of umpteen businesses and social organizations, and exudes passion in angel investing, leadership and mentoring. He is also the past President of TiE Rajasthan, under whose leadership Jaipur hosted the best ever TiE CM Retreat.</p>
Terms and conditions of appointment	Appointed for 5 years upto 11 th August, 2024, shall not be entitled for any Remuneration during his tenure and liable to be retire by rotation .	Appointment for 5 years upto 12 th February 2025 and not liable to be retire by rotation.
Remuneration last drawn	NIL	NIL
Remuneration sought to be paid	NIL	NIL
Date of first appointment on the Board	12.08.2019	13.02.2020
No. of shares held in the company as on 31.03.2020	35,000	NIL
Relationship with other	Not Applicable	Not Applicable

Directors/KMPs inter se		
No. of meetings of Board attended during the year	04 during F.Y. 2019-20	01 during F.Y. 2019-20
Directorship in other Board	16	11
Member/Chairman of the Committees of the Board of other Companies	Audit & Nomination and Remuneration Committee member in Shree Hari Agro industries Ltd	NIL

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

**Sd/-
Amit Kumar Modi
Company Secretary &
Compliance Officer
M.No.: 29371**

**Date: September 02, 2020
Place: Jaipur**

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