



M K PROTEINS

To,  
**Manager, Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C-1, Block G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai - 400 051

05<sup>th</sup> September, '2022

**Reference Scrip Code/ Symbol - MKPL/1NE964W01013**

**Subject: INTIMATION OF "NOTICE OF ANNUAL GENERAL MEETING"**

Dear Sir/Ma'am,

This is to inform you that the 10<sup>th</sup> Annual General Meeting of the Company will be held on **Friday 30<sup>th</sup> day of September 2022 at 11:30 A.M** at registered office of the company.

The Register of Members and Share Transfer Books of the Company will remain closed from **24<sup>th</sup> September, 2022 to 30<sup>th</sup> September, 2022 (both days inclusive)** for the purposes of the Annual General Meeting.

Kindly find the Notice of Annual General Meeting enclosed herewith

This is for the intimation of Exchange and members thereof.

Thanking You,

Yours, Faithfully  
For **M. K. Proteins Limited**

**Prerna Mehta**  
**Company Secretary & Compliance Officer**

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**M. K. Proteins Ltd.**

Naraingarh Road, Village Garnala, Ambala City(Haryana), India - 134003

T : 0171-2679358 | W: www.mkproteins.in | E: mkproteins1@gmail.com | info@mkproteins.in

CIN : L15500HR2012PLC046239

# M. K. Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003

T: 0171-2679358 | W: www.mkproteins.in | E: info@mkproteins.in

TIN: 06291043467 CIN: L15500HR2012PLC046239

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## Notice: Convening 10<sup>th</sup> Annual General Meeting

Notice is hereby given that **10<sup>th</sup>** Annual General Meeting of the members of the Company **M. K. Proteins Limited** will be held on **Friday 30<sup>th</sup> day of September 2022** at **11:30 A.M.** at the registered office of the Company, address, given above to transact the following business with or without modification.

### Ordinary Business: Ordinary Resolutions:

**Item: I:** To receive, consider and adopt the Financial Statements including Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2022, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with reports of the Board of Directors and the Auditors thereon.

**Item: II:** To re-appoint Sh. Parvind Kumar, Director who retires by rotation at this meeting and, being eligible, offered himself for re-appointment.

**Item: III:** To approve appointment of Auditors for the year ending from 31<sup>st</sup> March 2023 and fix their remuneration. M/s **PARAMPREET KHURANA & ASSOCIATES, CHANDIGARH**, proposed to be appointed as Statutory Auditors for Financial Year ending 31<sup>st</sup> March 2023 being eligible to act as Statutory Auditors from the conclusion of this meeting till the conclusion of next Annual General Meeting to be held for Financial Year ending 31<sup>st</sup> March, 2023.

### Special Business: Ordinary Resolution

**Item: IV: To ratify the remuneration of the Cost Auditors for the financial year 2021-22** and in this regard, to consider and if thought fit, to pass with or without modification(s) the following Resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the total consolidated remuneration payable during the year 2021-22 to **M/s K. K. Sinha & Associates, Cost Accountants, #3396, Sector - 46C, Chandigarh- 160047** (Firm Regn. No. 100279) appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2021-22, on a remuneration to be agreed between CMA and Managing Director and Fees for Cost EXBL Filing of Cost Compliance on completion of the assignment be and is hereby ratified and confirmed.”

**Item: V: To reappoint Independent Director Mr. Dinesh Singh Malik:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, the reappointment of Mr. Dinesh Singh Malik, (DIN: 07749708) that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from March 2, 2022 to April 30, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.”

### Special Business: Special Resolutions

**Item: VI: Re-Appointment of Chairman-cum-Managing Director: Sh. Vinod Kumar:**

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

“**RESOLVED** unanimously that subject to the provisions of Section 196(1), 197 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and any other provisions of the Companies Act, 2013, provisions of the Articles of Association of the Company approval of the members of the Company be and is hereby accorded for re-appointment to Sh. Vinod Kumar, Managing Director of the Company with effect from 01/10/2021 for a period of 5 (Five) years from 01/10/2022 to 30/09/2027 on a remuneration as detailed below:

1. Salary: Rs.50,000/- per month (consolidated) for a period of 5 (Five) years commencing from 01/10/2022 to 31/03/2027.

“RESOLVED FURTHER unanimously that the appointee shall work under the superintendence, direction and control of the Board of Directors and enjoy such powers and perform such duties as are enshrined upon his office of Managing Director by the Articles of Association, the Companies Act, 2013 and any other Law of Land for the time being in force.”

“RESOLVED FURTHER unanimously that the remuneration payable to the appointee is subject to deduction of TDS at source under the provisions of the Income Tax Act, 1961 and the Rules framed thereunder.”

**Item: VII: Re-Appointment of Whole Time Director: Sh. Raj Kumar:**

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

"RESOLVED unanimously that subject to the provisions of Section 196(1), 197 and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and any other provisions of the Companies Act, 2013, provisions of the Articles of Association of the Company approval of the members of the Company be and is hereby accorded for re-appointment to Sh. Raj Kumar, Whole Time Director of the Company with effect from 01/10/2022 for a period of 5 (Five) years from 01/10/2022 to 30/09/2027 on a remuneration as detailed below:1

1. Salary: Rs.4,00,000/- per month (consolidated) for a period of 5 (Five years) commencing from 01/10/2022 to 30/09/2027.

“RESOLVED FURTHER unanimously that the appointee shall work under the superintendence, direction and control of the Board of Directors and enjoy such powers and perform such duties as are enshrined upon his office of Director by the Articles of Association, the Companies Act, 2013 and any other Law of Land for the time being in force.”

“RESOLVED FURTHER unanimously that the remuneration payable to the appointee is subject to deduction of TDS at source under the provisions of the Income Tax Act, 1961 and the Rules framed thereunder.”

**Item: VIII: Approval for Material Transactions with Related Parties:**

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

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement/Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the shareholders be and is hereby accorded for the following arrangements/transactions (including transfer of resource, service or obligation) hitherto entered or to be entered into by the Company for the financial year commencing on April 1, 2022 and for every financial year thereafter:

**Value of Related Party Transactions/ Arrangements per financial year**

Sr. No.	Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement	KAMLA ORGANICES PVT. LTD.	SHREE GANESH FATS PVT. LTD.	KAMLA OLEO PVT. LTD.	KAMLA OIL & FATS PVT. LTD.	SAATVIK GREEN ENERGY PVT. LTD	Rs. In Lacs	
							SHIB CHARAN DASS INDUSTRIES PVT. LTD.	
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	
	Name of interested Director(s)/KMP(s)	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	

1.	Sales Purchase of goods or material “*”						
	Sale of Goods	1500.00	1500.00	2500.00	1000.00	1500.00	1000.00
	Purchase of Goods	1000.00	2000.00	1000.00	4500.00	0.00	500.00
2.	Lease Rent Paid	0.00	0.00	0.00	0.00	0.00	9.00
3.	Commission and Brokerage Paid	5.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>2505.00</b>	<b>3500.00</b>	<b>3500.00</b>	<b>5500.00</b>	<b>1500.00</b>	<b>1509.00</b>

**Terms and conditions “\*”**

- At market value for each such transaction on an arm’s length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

AND to do all such acts, deeds, matters and things, etc. as may be necessary or desirable including any negotiation/ re-negotiation/ modification/ amendments to or termination thereof, of the subsisting arrangements/ transactions or any future arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/ transactions.

**RESOLVED FURTHER THAT** the consent of the Company be and is hereby accorded to the Board of Directors of the Company and/or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

**NOTES:**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under item Nos. 4 of the Notice, is annexed hereto. The relevant details as required under SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment as Directors under items No. 2 of the Notice, is also annexed.
2. A member entitled to attend and vote at this meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The Proxy, in order to be effective, must be received at the Company’s Registered Office not less than 48 (Forty-Eight) hours before the meeting. Proxies submitted on behalf of Companies/Societies etc., must be supported by appropriate resolutions/authority, as applicable. The proxy form and attendance slip are enclosed herewith.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
4. Members are requested to register their e-mail id with the Company or its Registrar or their depository participant to enable the company to send the notices and other reports through email.
5. The Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **24<sup>th</sup> September, 2022 to 30<sup>th</sup> September, 2022** (both days inclusive) for the purposes of the Annual General Meeting. Board of Directors has not recommended any Dividend for the Financial Year 2021-22.
7. To support the “Green Initiative” Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare in case the shares are held by them in physical form. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company’s website [www.mkproteins.in](http://www.mkproteins.in), website of the Stock Exchanges i.e. National Stock Exchange of India Limited “Emerge Platform” and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
8. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by ballot form shall be able to exercise their right at the meeting.
9. The Members who have cast their vote by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
10. All documents referred to in this meeting, notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Saturdays and holidays) between 10.30 A.M. to 12.30 P.M. up to the date of Annual General Meeting.
11. Members are requested to notify to the company immediately the changes in their registered address, if any.
12. Members having any queries relating to the Annual Report are requested to write to the company at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.



13. Members are requested to bring their copies of Annual report to the meeting.
14. The members/proxies should bring attendance slip sent herewith duly filled and stamped for attending the meeting.
15. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
16. The Cut-off date for determining the names of shareholders eligible to get Notice of Annual General Meeting is Monday, 5<sup>th</sup> September, 2022.
17. All documents referred to in this meeting, notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Saturdays and holidays) between 10.30 A.M. to 12.30 P.M. up to the date of Annual General Meeting.
18. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least 2 days before the date of Annual General Meeting through Email on [info@mkproteins.in](mailto:info@mkproteins.in). The same will be replied by/ on behalf of the Company suitably.
19. The board of directors has appointed Mr. J. P. Jagdev, Proprietor of M/s J.P Jagdev & Co., Practicing Company Secretary (Membership No. FCS 2469 and CP 2056) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
20. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by use of e-voting for all those Members who are present at the AGM through Video Conferencing.
21. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the AGM.
22. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website [www.mkproteins.in](http://www.mkproteins.in) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Head Office.
23. Pursuant to Section 108 of the Companies Act, 2013 and the Rules made there under, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
  - i) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
  - ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 5<sup>th</sup> September, 2022.
  - iii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
  - iv) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - v) The Chairman shall, at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the Annual General Meeting but who have not cast their votes by availing the remote e-voting facility.
  - vi) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by her in writing, who shall countersign the same and declare the result of the voting forthwith.
  - vii) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.mkproteins.in](http://www.mkproteins.in) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by her in writing. The results shall also be immediately forwarded to the NSE Limited, Mumbai.
24. Guidelines for those shareholders whose e-mail address are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
  - i) 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 e-mail to Company/RTA e-mail id.
  - ii) 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) by e-mail to Company/RTA e-mail id.

- iii) The Company/RTA shall co-ordinate with CDSL and provides the login credential to the above mentioned shareholders.

**By Order of the Board of Directors**

**Place: AMBALA**  
**Dated: 05-09-2022**

**Sd/-**  
**(VINOD KUMAR)**  
**Managing Director**  
**DIN: 00150507**

# M. K. Proteins Limited

Regd. Office: Naraingarh Road, Village Garnala, Ambala City (Haryana), India - 134003

T: 0171-2679358 | W: www.mkproteins.in | E: info@mkproteins.in

TIN: 06291043467 CIN: L15500HR2012PLC046239

## **DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED IN TERMS OF CLAUSE 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

### **I.**

<b>PARTICULARS</b>	<b>PARVIND KUMAR</b>
<b>Date of Birth</b>	12/10/1960
<b>DIN</b>	00126969
<b>Date of Appointment</b>	15/12/2016
<b>Qualification</b>	Graduate in Commerce
<b>Experience</b>	42 years experience in Edible Oil Industry
<b>Address</b>	3056, Sector 28D, Chandigarh – 160002
<b>Directorships held in other Public Companies/Foreign Companies</b>	NIL
<b>Directorships held in other Private Limited Companies</b>	1. M K PROTEINS LIMITED 2. SGF INDUSTRIES PRIVATE LIMITED 3. KAMLA OLEO PRIVATE LIMITED 4. SHREE GANESH FATS PVT LTD 5. PT WORKS PRIVATE LIMITED 6. SHREEOM COMMERCIAL REALESTATE PRIVATE LIMITED
<b>Number of Shares held in the Company as on 31<sup>st</sup> March 2022</b>	212800

### **II.**

<b>PARTICULARS</b>	<b>VINOD KUMAR</b>
<b>Date of Birth</b>	14/12/1962
<b>DIN</b>	00150507
<b>Date of Appointment</b>	10/12/2016
<b>Qualification</b>	Graduate in Commerce
<b>Experience</b>	40 years experience in Edible Oil Industry
<b>Address</b>	1035, Sector 27B, Chandigarh – 160019
<b>Directorships held in other Public Companies/Foreign Companies</b>	NIL
<b>Directorships held in other Private Limited Companies</b>	1. M K PROTEINS LIMITED 2. KAMLA ORGANICS PRIVATE LIMITED 4. SGF INDUSTRIES PRIVATE LIMITED 5. KAMLA OLEO PRIVATE LIMITED 6. SHREE GANESH FATS PVT LTD 7. SHIB CHARAN DASS INDUSTRIES PRIVATE LIMITED
<b>Number of Shares held in the Company as on 31<sup>st</sup> March 2022</b>	260000

### **III.**

<b>PARTICULARS</b>	<b>RAJ KUMAR</b>
<b>Date of Birth</b>	29/08/1972
<b>DIN</b>	00126983
<b>Date of Appointment</b>	10/12/2016
<b>Qualification</b>	Graduate in Commerce
<b>Experience</b>	40 years experience in Edible Oil Industry
<b>Address</b>	1035, Sector 27B, Chandigarh – 160019
<b>Directorships held in other Public Companies/Foreign Companies</b>	NIL
<b>Directorships held in other Private Limited Companies</b>	1. M K PROTEINS LIMITED 2. SGF INDUSTRIES PRIVATE LIMITED 3. KAMLA OLEO PRIVATE LIMITED 5. SHREE GANESH FATS PVT LTD 7. SHIB CHARAN DASS INDUSTRIES PRIVATE LIMITED
<b>Number of Shares held in the Company as on 31<sup>st</sup> March 2022</b>	290000

# **M. K. Proteins Limited**

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TIN: 06291043467 CIN: L15500HR2012PLC046239

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## **Explanatory Statement** **(Pursuant to Section 102 of the Companies Act, 2013)**

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 4 and 7 of the accompanying Notice dated September 4, 2021:

### **Items No. IV**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of **M/s K. K. Sinha & Associates, Cost Accountants, 3396, Sector - 46C, Chandigarh- 160047** (Firm Regn. No. 100279) appointed by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2021-22, on a remuneration to be agreed between CMA and Managing Director and Fees for Cost EXBL Filing of Cost Compliance on completion of the assignment, subject to ratification by shareholders.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2021-22 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the directors or KMP or their relatives are concerned or interested in the aforesaid resolution and your board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders in the interest of the Company.

### **Item No. V:**

Mr. Dinesh Singh Malik being eligible to has sent his consent for re-appointment as an Independent Director of the Company for a further period of 5 years. He is not related to anyone in the Company has no pecuniary relations other than his interest to receive his remuneration.

### **Item No. VI:**

It has been proposed to re-appoint Sh. Vinod Kumar as Chairman-cum-Managing Director of the Company with effect from 01/10/2022 for a period of 5 (Five) years from 01/10/2022 to 30/09/2027 on remuneration as given in the resolutions above. The Remuneration has been approved by the Board of Directors under provisions of Section 196, 197 and Schedule V, Part II, Section II of the Companies Act, 2013. The Remuneration approved by the Board of Directors is subject to the approval of the members in their general meeting. Hence, the resolutions are placed before the members for passing and the Directors recommend passing of the same. The approval of remuneration is for a period of 5 years.

The other details are as under:

#### **I. General Information:**

- (1) Nature of industry: Manufacture Non-edible and edible oils.
- (2) Date or expected date of commencement of commercial production: The Company is in production since, 2012.
- (3) Financial performance based on given indicators: The Company has been making profits, but margins are falling and the profits earned by the Company are inadequate.

#### **II. Information about the appointee:**

- (1) Background details: Mr. Vinod Kumar is associated with the Company, since its incorporation as promoter/Director.
- (2) Past remuneration: Rs.50000 P. M.
- (3) Recognition or awards: None
- (4) Job profile and his suitability: The appointee has been working and devoting his whole time to the company.
- (5) Remuneration proposed:
  1. Salary: Rs.50,000/- per month (consolidated) for a period of **5 (Five) years** commencing from 01/10/2022 to 30/09/2027.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): **Not applicable**

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: The appointee is promoter Director of the company is a major shareholder alongwith his family members.

III. Other information:

(1) Expected increase in productivity and profits in measurable terms: During the year ended on /31/03/2022 and further year on.

(2) Mr. Parvind Kumar, Mr. Parmod Kumar and Mr. Raj Kumar is interested in the resolutions being related to each other real brothers and also he is Director in following Companies:

1.	L15500HR2012PLC046239	M K PROTEINS LIMITED	02/01/2017
2.	U15100HP1982PTC004919	KAMLA ORGANICS PRIVATE LIMITED	01/06/2019
3.	U15117DL2016PTC307946	SGF INDUSTRIES PRIVATE LIMITED	07/11/2016
4.	U15141HP2009PTC031175	KAMLA OLEO PRIVATE LIMITED	03/09/2009
5.	U15142HP1994PTC014420	SHREE GANESH FATS PVT LTD	28/09/2018
6.	U24100HR1991PTC031361	SHIB CHARAN DASS INDUSTRIES PRIVATE LIMITED	29/07/1991

(3) The appointee is also interested to the extent remuneration to be received by him and allotment of Securities to him and his relatives.

**Item No. VII:**

It has been proposed to Re-appoint Sh. Raj Kumar as Whole time Director of the Company with effect from 01/10/2022 for a period of 5 (Five) years from 01/10/2022 to 30/09/2027 on remuneration as given in the resolutions above. The Remuneration has been approved by the Board of Directors under provisions of Section 196, 197 and Schedule V, Part II, Section II of the Companies Act, 2013. The Remuneration approved by the Board of Directors is subject to the approval of the members in their general meeting. Hence, the resolutions are placed before the members for passing and the Directors recommend passing of the same. The approval of remuneration is for a period of 5 years.

The other details are as under:

I. General Information:

(1) Nature of industry: Manufacture Non-edible and edible oils.

(2) Date or expected date of commencement of commercial production: The Company is in production since, 2012.

(3) Financial performance based on given indicators: The Company has been making profits, but margins are falling and the profits earned by the Company are inadequate.

II. Information about the appointee:

(1) Background details: Mr. Vinod Kumar is associated with the Company, since its incorporation as promoter/Director.

(2) Past remuneration: Rs.50000 P. M.

(3) Recognition or awards: None

(4) Job profile and his suitability: The appointee has been working and devoting his whole time to the company.

(5) Remuneration proposed:

1. Salary: Rs.4,000,000/- per month (consolidated) for a period of **5 (Five) years** commencing from 01/10/2022 to 30/09/2027.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): **Not applicable**

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: The appointee is promoter Director of the company is a major shareholder alongwith his family members.

III. Other information:

(1) Expected increase in productivity and profits in measurable terms: During the year ended on /31/03/2022 and further year on.

(2) Mr. Parvind Kumar, Mr. Parmod Kumar and Mr. Vinod Kumar is interested in the resolutions being related to each other real brothers and also he is Director in following Companies:

1.	L15500HR2012PLC046239	M K PROTEINS LIMITED	01/04/2014
2.	U15117DL2016PTC307946	SGF INDUSTRIES PRIVATE LIMITED	27/09/2017
3.	U15141HP2009PTC031175	KAMLA OLEO PRIVATE LIMITED	03/09/2009
4.	U15142HP1994PTC014420	SHREE GANESH FATS PVT LTD	06/04/1994

(3) The appointee is also interested to the extent remuneration to be received by him and allotment of Securities to him and his relatives.

#### **Items No. VIII**

Pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Special Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds limit prescribed in Rule 15(3) of the said Rules. Further as required under Clause 49 of the Listing Agreement /Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all material related party transactions (other than as specified under Clause 49 (VII)(E) of the Equity Listing Agreement) shall require approval of the shareholders through special resolution. Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Clause 49 of the Equity Listing Agreement, to enable the Company to enter into related Party Transactions in one or more trenches. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

<b>Value of Related Party Transactions/ Arrangements per financial year</b>							
							<b>Rs. In Lacs</b>
<b>Sr. No.</b>	<b>Related Party Transactions u/s 188 (1) of the Companies Act, 2013/ As per Listing Agreement</b>	<b>KAMLA ORGANICES PVT. LTD.</b>	<b>SHREE GANESH FATS PVT. LTD.</b>	<b>KAMLA OLEO PVT. LTD.</b>	<b>KAMLA OIL &amp; FATS PVT. LTD.</b>	<b>SAATVIK GREEN ENERGY PVT. LTD</b>	<b>SHIB CHARAN DASS INDUSTRIES PVT. LTD.</b>
	Nature of Relationship	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern	Associate Concern
	Name of interested Director(s)/KMP(s)	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar	Sh. Parmod Kumar	Sh. Parvind Kumar Sh. Parmod Kumar Sh. Raj Kumar Sh. Vinod Kumar
<b>1.</b>	Sales Purchase of goods or material “*”						
	Sale of Goods	1500.00	1500.00	2500.00	1000.00	1500.00	1000.00
	Purchase of Goods	1000.00	2000.00	1000.00	4500.00	0.00	500.00
<b>2.</b>	Lease Rent Paid	0.00	0.00	0.00	0.00	0.00	9.00
<b>3.</b>	Commission and Brokerage Paid	5.00	0.00	0.00	0.00	0.00	0.00
	<b>Total</b>	<b>2505.00</b>	<b>3500.00</b>	<b>3500.00</b>	<b>5500.00</b>	<b>1500.00</b>	<b>1509.00</b>

#### **Terms and conditions “\*”:**

- At market value for each such transaction on an arm’s length basis and in compliance with applicable laws including Domestic Transfer Pricing Guidelines;
- All the above Said transactions are in the ordinary course of business

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.



The Board of Directors recommends the resolution set forth in item No. 5 for approval of the Shareholders as a Special Resolution. Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution. Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 5 as set in this Notice.

**By Order of the Board of Directors**

**Place: AMBALA**  
**Dated: 05-09-2022**

Sd/-  
**(VINOD KUMAR)**  
**Managing Director**  
**DIN: 00150507**