



## SARDA PROTEINS LIMITED

CIN : L15142RJ1991PLC006353

Regd. Office : E - 172 (A), Matsya Industrial Area, Alwar 301030, Rajasthan India

Tel: 91- 0144-2881392 • E-mail : sardaproteins@yahoo.com

Website : www.sardaproteins.com

### POSTAL BALLOT NOTICE

#### Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

NOTICE IS HEREBY given that the following resolutions is circulated for approval of members of the Company to be accorded by means of Postal Ballot as per provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other Rules as may be applicable for the proposed resolutions set out below. The Explanatory statement under section 102 of the Act stating all material facts and the reasons for the proposal is also appended hereto for your consideration.

The Board has appointed CS Manoj Maheshwari, Practicing Company Secretary at Jaipur, as a Scrutinizer for conducting the voting process through e-voting and Postal Ballot in accordance with the law and in a fair and transparent manner.

Members may note that as required under the provisions of the Section 108, 110 and other applicable provisions (if any) of the Act and the rules applicable in that regard and Clause 35B of the Equity listing agreement entered into by the Company with the Stock Exchange on which its equity shares are listed, the Company is pleased to provide electronic voting ("e-voting") as an alternative to its members to enable them to cast their votes electronically instead of dispatching the postal ballot forms by post. The Company has engaged the services of Central Depository Services India Limited ("CDSL") to provide e-voting facility to the members of the Company. It may be noted that e-voting is optional.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) till 6.00 pm on 15.12.2014. Please refer to the instructions annexed to this notice for e-voting.

Members opting to vote through the postal ballot form mode are requested to carefully read the instructions printed on the Postal Ballot Form (appended hereto) and return the same duly completed (no other form or photocopy thereof is permitted), in the attached self-addressed business reply envelope (if posted in India) so as to reach the Scrutinizer, not later than 6.00 p.m. on 15.12.2014. Upon completion of the scrutiny of the Forms, the Scrutinizer shall submit his report to the Chairman of the Company. Please note that the Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Chairman of the Company will announce the result of the Postal Ballot on 22.12.2014, at the registered office of the Company at E-172 (A) MATSYA INDUSTRIAL AREA, ALWAR-301030, besides being communicated to the Stock Exchanges on which the Company's Equity Shares are listed. The results will also be displayed on the website of the Company at [www.sardaproteins.com](http://www.sardaproteins.com) for the information of the Members. The date of declaration of the results of Postal Ballot will be taken to be the date of passing of the resolution.

Members may please note that the resolution will be deemed to have been passed as a Special Resolution if the votes cast in favor are at least three-fourth of the total votes cast and would be deemed to have been passed in General Meeting.

#### ITEM NO. 1: Authorization under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage or charge, sale, lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the company

To consider and, if thought fit, to give assent or dissent to pass the following resolution as a Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions in Articles of Association of the company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as "the Board") and/or any Committee thereof to sell, liquidate, dispose off or to create mortgage and / or charge on all or any of the movable and / or immovable, tangible and/ or intangible properties, or such other assets of the Company, wherever situated, both present and future and / or the whole or substantially the whole of the undertaking/s of the Company, wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking being the whole or substantially the whole of any such undertaking(s) including:

- Land and building situated at E-172 (A) Matsya Industrial Area, 301030, Alwar at a price not lower than the market value being Rs. 1,40,000,00.00 (Rupees One Crore Forty Lakh) ;
- Equity Shares of Aura Infracon Private Limited (being an associate company) held by the Company;

on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents, deeds and agreements and to do all such acts, deeds, matters and things as may be deemed appropriate by the Board, to

give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee/ advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

ITEM NO. 2: Authorization under Section 14 of the Companies Act, 2013 for alteration of Articles of Association of Company

To consider and, if thought fit, to give assent or dissent to pass the following resolution as a Special Resolution through Postal Ballot:

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and applicable Rules made there under, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, be and is hereby altered in the following manner:

After Article No.3, the following Article be inserted as Article No. 3A:-

Article No.3A

"The Company and/or the Board of Directors shall have power, subject to and in accordance with Section 68 and other applicable provisions of the Act or the corresponding provisions, rules, regulations and guidelines prescribed by the Government of India, the Securities and Exchange Board of India or any other authority, to purchase any of its own fully paid up securities or other specified securities whether or not they are redeemable and may make a payment out of its free reserves or securities premium account of the company or proceeds of any shares or other specified securities, provided that no buy back of any kind of shares or other specified securities shall be made out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities or from such other sources as may be permitted by law on such terms, conditions and in such manner as may be prescribed by the law from time to time in respect of such purchase."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents, deeds and agreements and to do all such acts, deeds, matters and things as may be deemed appropriate by the Board, to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee/ advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

Place: Alwar  
Date: 10.11.2014

By order of the Board of Directors

Damodar Prasad Sarda  
Whole Time Director  
DIN: 00763377

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business set out above is annexed hereto.
2. Notice is being sent to all the Members, whose names appear on the Register of Members on 07.11.2014
3. As per Rule(s) enumerated in Companies (Management and Administrative) Rules 2014, details of dispatch of Notice and Postal Ballot Paper to the members will be published in one (1) English and one (1) Vernacular language newspaper circulating in the State in which the registered office of the company is situated.
4. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rules 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the company is pleased to offer e-voting facility as an alternate to all the members of the company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 16.11.2014 at 10.00 a.m. and ends on 15.12.2014 at 6.00 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 of 07.11.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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"> <li>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.</li> <li>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.</li> </ul>
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 Bank Details	<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"> <li>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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant SARDA PROTEINS LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

In case of members receiving the postal ballot notice and form by post:

- (A) Please follow all steps from sl. no. (ii) To sl. no. (xvi) Above, to cast vote.
- (B) Bodies Corporate and Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favor of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote. A copy of the board resolution may also be sent to the Scrutinizer's e-mail id at [cs@vmandaonline.com](mailto:cs@vmandaonline.com)
- (C) The voting period begins on 16.11.2014 at 10.00 a.m. and ends on 15.12.2014 at 6.00 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 07.11.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

5. Members who have registered their email id for the receipt of documents of electronic mode under the green initiative of Ministry of Corporate affairs are being sent notice of postal ballot by email and others are sent by post along with postal ballot form. Members who have received postal ballot notice by email and wish to vote through physical postal ballot forms can seek duplicate postal ballot forms from the Registered Office of the Company.
6. Kindly note that the members can opt only one mode of voting that is either by physical ballot or e Voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However in case member has voted in both then voting done through e voting shall prevail and voting done by physical postal ballot will be treated as invalid.
7. The Company has appointed CS Manoj Maheshwari, Practicing Company Secretary at Jaipur, as a scrutinizer for conducting the entire postal ballot process in a fair and transparent manner.
8. You are requested to carefully read the instructions printed in the postal ballot form and return the form (no other form or photocopies permitted) duly completed, in the enclosed prepaid self-addressed business reply envelop, so as to reach the scrutinizer at the address of the company as printed on the said prepaid envelop on or before the close of working hours [6.00 p.m.] on 15.12.2014. Postal Ballot received after 15.12.2014 shall be treated as if the reply from the member has not been received.
9. In cases where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form.
10. The scrutinizer will submit his report addressed to the Chairman of the company, after completion of scrutiny of postal ballot in a fair and transparent manner.
11. The results of the postal ballot will be announced by the Chairman of the Company on 22.12.2014 at 4.00 p.m. at the Registered Office and will also be communicated to the stock exchange where the company's shares are listed. The results of the postal ballot will also be displayed on the company's website [www.sardaproteins.com](http://www.sardaproteins.com).
12. The Board of Directors has appointed Chairman of the Company as the person responsible for the entire postal ballot process.
13. Document(s) specifically stated in the explanatory statement are open for inspection at the Registered Office of the Company between 2 pm and 5pm on all working days (except Saturdays, Sundays and public holidays) upto the date of announcement of result of postal ballot.

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

Item no. 1

As per Section 180 (1) (a) of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company, except with the consent of Shareholders of the Company by passing a Special Resolution, shall not sell, liquidate, mortgage and/or charge on all or any of the immovable and/or movable properties of the Company, both present and future, or otherwise.

In order to meet the growing funds requirement of the Company, additional funds are required to be raised by creation of security on the immovable/movable properties of the Company and/or sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company including:

- Land and building situated at E-172 (A) Matsya Industrial Area, 301030, Alwar at a price not lower than the market value being Rs. 1,40,000,00.00 (One Crore Forty Lakh);
- Equity shares of Aura Infracon Private Limited (being an associate company) held by the Company.

Therefore, it is proposed to authorize the Board of Directors of the Company to sell immovable and/or movable properties of the Company, both present and future) as per the requirements of Section 180(1)(a) of the Companies Act 2013, Rules made there under and any other statutory and procedural formalities to be complied with in this regard.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the Notice of Postal Ballot.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.1.

Item no. 2

The Board in its meeting held on 10th November, 2014 decided to alter the Articles of Association with the approval of the Shareholders of the Company to enable the Company to be legally permissible to Buy-Back the equity shares of the Company to distribute the surplus available in its accounts.

The proposed Article of Association would be available for inspection at the registered office of the Company on all working days between 11:00 hrs. to 13.00 hrs. upto the date of declaration of the result of Postal Ballot. The said Articles of Association are also available on the web site of the Company [www.sardaproteins.com](http://www.sardaproteins.com). Any shareholders wanting to have a hard copy of the new Articles of Association may write to the Company at its registered office address.

The Board of Directors of the Company has approved the above proposal and recommends the passing of the proposed Special Resolution by Members of the Company as contained in the Notice of Postal Ballot.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.2.

Place: Alwar  
Date: 10.11.2014

By order of the Board of Directors

Damodar Prasad Sarda  
Whole Time Director  
DIN: 00763377