



Rasoya Proteins Ltd.

An ISO 22000 : 2005 Certified Company

CORPORATE OFFICE : Rasoya House, Plot No. 20/21, Sita Nagar, Kheta Layout,
Near New Sneha Nagar, Wardha Road, Nagpur-440015 M.S. (India)
Ph.: +91-712 2283899, 2295355, 2284260, 2283978
Fax : +91-712 2282135 E-mail : rpl.nagpur@rasoyaproteins.in

REGISTERED OFFICE : Village -Wanjari, Taluka -Wani, Dist.-Yavatmal-445304 M.S. (India)
Ph.: +91-7239 225901/2/3/4, Fax : +91-7239 226190
E-mail : admin.wani@rasoyaproteins.in Website : www.rasoyaproteins.in
CIN : L15143MH1992PLC066662

Ref: RPL/NGP/2015-16/363

Date: 01/10/2015

To,
The National Stock Exchange of India Ltd
Exchange Plaza,
Plot No. C/1 G Block,
Bandra Kurla Complex
Bandra (E)
Mumbai - 400 051

Kind Attn: Mr. Amit Kursija (NSE)
NSE Symbol: RASOYPR

Sub: Submission of Proceedings of 23rd Annual General Meeting held on 25.09.2015

Dear Sir,

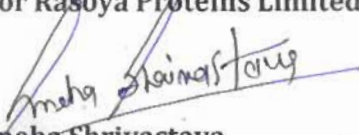
With reference to above mentioned subject please find enclosed herewith the following:

Proceedings of 23rd Annual General Meeting of the Members of the Company held on 25th September, 2015 pursuant to Clause 31(d) of the Listing Agreement.

You are requested to kindly take the same on record for your further needful & oblige.

Yours faithfully,

For Rasoya Proteins Limited


Sneha Shrivastava
{Company Secretary}
Membership No.: A36145





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CIN : L15143MH1992PLC066662

MINUTES OF THE TWENTY THIRD (23RD) ANNUAL GENERAL MEETING OF THE MEMBERS OF RASOYA PROTEINS LIMITED HELD ON FRIDAY, THE 25TH DAY OF SEPTEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT VILLAGE WANJARI, TALUKA- WANI, DIST. YAVATMAL - 445 004, MAHARASHTRA, INDIA

PRESENT

DIRECTORS

Mr. Anil Narayan Lonkar	- In the Chair
Mrs. Manik Anil Lonkar	- Director & Member
Mr. Sameer Damle	- Director & Member
Mr. Prashant Duchakke	- Director & Member
Mr. S.R. Khankhoje	- Independent Director & Member of Audit Committee

IN ATTENDANCE

Ms. Sneha Shrivastava	- Company Secretary
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ALSO PRESENT

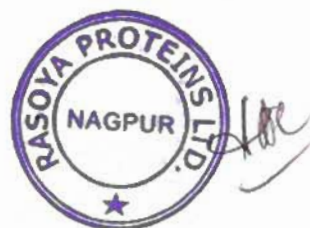
Mr. Hemant Belge	- General Manager (F&A) (Representative of Ivory Exports Pvt Ltd)
Mr. Sachin Wazalwar	- Manager (Accounts & Admin) (Representative of Rasoya Foods & Drinks Pvt Ltd)
Mr. Anand Ganthade	- Manager (Finance & Accounts) (Representative of Eiravat Tradelinks Pvt Ltd)

MEMBERS PRESENT

Total 37 Members present and signed as per the Attendance Register. No Proxy forms received for the meeting.

SCRUTINIZER APPOINTED BY THE BOARD

Mr. Sunil P. Zore
M/s. SPZ & Associates
Company Secretaries, Thane (W)



: WORKS :

- WANI : Village - Wanjari, Taluka - Wani, Dist. - Yavatmal - 445304 M.S. (India) Ph : +91-7239 225901/2/3/4 Fax : +91-7239 226190
- MALKAPUR : NH-6. Opp. MSEB Sub Station, Village -Kund (Buj.) Taluka -Malkapur, Dist.-Buldhana - 443101 M.S.(India) Ph : +91-7267 222291/2 Fax : +91-7267 222292 Email: admin.mlk@rasoyaproteins.in
- WADGAON : Village - Wadgaon, Taluka - Wani, Dist. - Yavatmal - 445 304 M.S. (India) Ph : +91-7239 225901/2/3/4 Fax : +91-7239 226190

CHAIRMAN

As per Article 68 of Articles of Association, Chairman of the Board Meeting shall be entitled to take the chair at every General Meeting. Therefore, **Mr. Anil Narayan Lonkar**, Chairman of the Board Meeting, took the chair & and conducted the proceedings of the 23rd Annual General meeting.

Mr. S.R.Khankhoje occupied the Chair for the resolutions in which Mr. Anil Narayan Lonkar deemed to be interested.

The Chairman then introduced to the Members, the Directors of the Company seated on the Dias.

The Chairman then introduced Mr. Sunil P. Zore of M/s. SPZ & Associates, Company Secretaries, Nagpur as Scrutinizer to conduct the Poll Process at the AGM.

The Chairman announced that the Register of Director's Shareholding and relevant Statutory Register were open for inspection by the Members till the conclusion of the meeting.

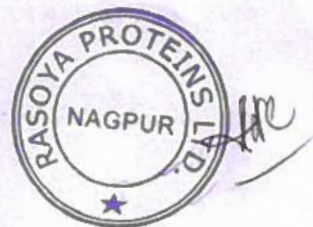
The Chairman then asked the Company Secretary to ascertain the quorum. After ascertaining the same, the Company Secretary called the meeting in order.

The Company Secretary requested the Chairman to deliver his speech about the operations and performance of the Company, copies of which were distributed to the Members present at the Meeting. After the Speech, the notice convening the 23rd Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.

The Chairman then requested *Ms. Sneha Shrivastava*, the Company Secretary to read the Auditor's report. The Company Secretary read the Auditor's Report to the members. The annexure to the auditors' report was taken as read with the unanimous consent of the members present.

The Chairman thanked the members for their participation and requested Mr. Sunil Zore, Scrutinizer to commence the Poll Process and requested him to submit the report latest by Saturday, 26th September, 2015. The procedure for Poll was well explained to the members in detail. It was also informed to the members that the results of the votes casted by members through remote e-voting and poll, on the basis of the report of the scrutinizer, shall be announced not later than 48 hours of the conclusion of the meeting. The same shall also be submitted to the Bombay Stock Exchange Ltd and the National Stock Exchange of India Ltd and shall also be posted on the website of the Company.

Mr. Sunil Zore, Scrutinizer conducted the Poll at the venue of the AGM.



Mr. Anil Narayan Lonkar, Chairman of the meeting thanked the members for their active participation in the Annual General Meeting and declared the meeting as concluded at 4:15 P.M.

Results of E-voting and Poll on the Ordinary and Special Business transacted at the 23rd Annual General Meeting of the Company held on Friday, the 25th September, 2015

AGENDA-WISE

ORDINARY BUSINESS:

1. Adoption of the Audited Accounts of the Company and the Reports of the Directors and Auditors thereon for the year ended on 31st March, 2015

PROPOSED BY : Mr. Anil Narayan Lonkar
SECONDED BY : Mr. Sameer Damle

The following resolution was passed unanimously as an Ordinary Resolution:

“RESOLVED THAT the Audited Accounts for the financial year 2014-15 including the Balance Sheet and Profit and Loss Statement as on that date and including the annexure thereof and the report of the Auditor's and the Director's thereon be and are hereby received and adopted.”

VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
1	Ordinary Resolution	E-voting	3375008	94.19	208095	5.81	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	472640638	99.96	208095	0.04	0	0	472848733

VOTING RESULT: Ordinary Resolution passed with the requisite majority.

2. Re-Appointment of Mr. Prashant Duchakke as Director liable to retire by rotation

PROPOSED BY : Mr. Sachin Wazalwar
SECONDED BY : Mr. Anand Ganthade

The following resolution was passed unanimously as an Ordinary Resolution:



"RESOLVED THAT Mr. Prashant Duchakke whose period of office is liable to determination by retirement of directors by rotation and who has offered himself for re-appointment be and is hereby re-appointed as director of the Company."

VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
2	Ordinary Resolution	E-voting	3366008	93.94	217095	6.06	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	472631638	99.95	217095	0.05	0	0	472848733

VOTING RESULT: Ordinary Resolution passed with the requisite majority.

3. Appointment and Ratification of M/s. V.N. Bhuwania & Co., Chartered Accountants (ICAI Firm Registration No. 101482W) as Statutory Auditors of the Company and fix their remuneration

PROPOSED BY : Ms. Arpita Lonkar
SECONDED BY : Mrs. Manik Anil Lonkar

The following resolution was passed unanimously as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, pursuant to the recommendations of the Audit Committee of the Board of Directors M/s. V.N. Bhuwania & Co., Chartered Accountants (ICAI Firm Registration No. 101482W) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting till the conclusion of Annual General Meeting to be held on the year 2017 subject to the ratification of their appointment at every Annual General Meeting and on such remuneration as agreed by the Audit Committee of the Board of Directors and Auditors, in addition to the re-imbursement of Service tax and actual out of pocket expenses incurred in connection with the Audit of the Accounts of the Company for the Financial Year ending on 31st March, 2016."



VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
3	Ordinary Resolution	E-voting	3565303	99.50	17800	0.50	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	472830933	100.00	17800	0.00	0	0	472848733

VOTING RESULT: Ordinary Resolution passed with the requisite majority.

4. Ratification of Remuneration to Cost Auditor

PROPOSED BY : Mr. Sameer Damle
 SECONDED BY : Mrs. Prashant Duchakke

The following resolution was passed unanimously as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 (3) 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, the remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only), Plus Service Tax as applicable and the reimbursement of actual out of pocket expenses for the Financial Year ending 31st March, 2016 as approved by the Audit Committee and the Board of Directors of the Company, to be paid to M/s. SNM & Associates, Cost Accountants, Nagpur to conduct the audit of the cost records of the Company for the financial year 2015-16 be and is hereby ratified and confirmed.”

VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
4	Ordinary Resolution	E-voting	3559303	99.34	23800	0.66	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	472824933	99.99	23800	0.01	0	0	472848733

VOTING RESULT: Ordinary Resolution passed with the requisite majority.



5. Re-appointment of Mr. Sameer Y Damle as an Executive Director of the Company

PROPOSED BY : Mr. Omkar Mandale
SECONDED BY : Mr. John David

The following resolution was passed unanimously as an Ordinary Resolution:

"RESOLVED THAT pursuant of the provisions of Section 196 and Schedule V of the Companies Act, 2013 and other applicable provisions of the said Act, if any, and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members be and is hereby accorded at the Annual General Meeting of the Company to re-appoint Mr. Sameer Y Damle (DIN: 03133940) as the Executive Director of the Company for the period of 1(One) year with effect from 30th June, 2015 to 29th June, 2016 on the terms and conditions as set out in the Agreement dated 19th June, 2015 placed before the meeting in this regard.

"RESOLVED FURTHER THAT the Directors and/or the Company Secretary of the Company be and is hereby authorized to complete all the formalities necessary to give effect to this resolution."

VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
5	Ordinary Resolution	E-voting	3557803	99.29	25300	0.71	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	472823433	99.99	25300	0.01	0	0	472848733

VOTING RESULT: Ordinary Resolution passed with the requisite majority.

6. Revision in the remuneration of Mr. Anil Narayan Lonkar, Managing Director of the Company in case of inadequate profit or absence of profits

PROPOSED BY : Mr. Govind Zode
SECONDED BY : Mr. Anil Labhe

The following resolution was passed unanimously as an Ordinary Resolution:



"RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members be and is hereby accorded to pay remuneration of Rupees 1,75,000/- Per Month to Mr. Anil Narayan Lonkar (DIN: 00282816), Managing Director of the Company for the financial year, in which there is inadequacy or absence of profits, during the period commencing from June 1, 2015 till the expiry of his term as Managing Director i.e. June, 30th 2018.

"RESOLVED FURTHER THAT the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
6	Ordinary Resolution	E-voting	3553753	99.18	29350	0.82	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	472819383	99.99	29350	0.01	0	0	472848733

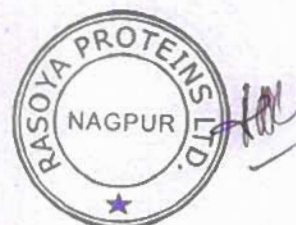
VOTING RESULT: Ordinary Resolution passed with the requisite majority.

7. Revision in the remuneration of Mr. Prashant Duchakke, Executive Director of the Company in case of inadequate profit or absence of profit

PROPOSED BY : Mr. Sachin Wazalwar
 SECONDED BY : Mr. Hemant Belge

The following resolution was passed unanimously as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members be and is hereby accorded to pay remuneration of Rupees 1,50,000/- Per Month to Mr. Prashant Duchakke (DIN: 00508432), Executive Director of the Company for the



financial year, in which there is inadequacy or absence of profits, during the period commencing from June 1, 2015 till the expiry of his term as Executive Director i.e. July, 7th 2016.

“RESOLVED FURTHER THAT the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
7	Ordinary Resolution	E-voting	3552753	99.15	30350	0.85	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	472818383	99.99	30350	0.01	0	0	472848733

VOTING RESULT: Ordinary Resolution passed with the requisite majority.

8. Authorization for Related Party Transaction to enter into an Agreement with Ms Arpita Lonkar and Ms Akshaya Lonkar

PROPOSED BY : Mr. Shankar Zade
 SECONDED BY : Mr. Vijay Ingle

The following resolution was passed unanimously as Special Resolution:

“RESOLVED THAT pursuant to provision contained in Section 188 and Clause 49(VII) of the Listing Agreement and all other applicable provisions of the Companies Act, 2013, and Subject to such approval, sanction, consent and permission as may be necessary, the consent of the Members be and is hereby accorded to the Board or any Committee thereof to enter into the an agreement with Ms Arpita Lonkar and Ms Akshaya Lonkar for a period of 5 (five) years commencing from 20th June, 2015 to 19th June, 2020 for availing all services related to the maintenance of Corporate Office premises located at Nagpur for an agreed amount of Rs. 6,00,000/- (Rupees Six Lac Only) per year. (A copy of agreement is placed before the meeting and initialed by the chairman for the purpose of identification).



"RESOLVED FURTHER THAT the Board of Directors or any committee of the Board be and is hereby authorized to vary one or more of the terms and conditions, including the amount of the aforesaid agreement from time to time."

VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
8	Special Resolution	E-voting	850232	23.73	2732871	76.27	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	470115862	99.42	2732871	0.58	0	0	472848733

VOTING RESULT: Special Resolution passed with the requisite majority.

9. Authorization for Related Party Transaction to enter into an Agreement with Rasoya Foods & Drinks Private Limited, an Associate Company

PROPOSED BY : Mr. Prashant Duchakke
 SECONDED BY : Mr. Hemant Belge

The following resolution was passed unanimously as Special Resolution:

"RESOLVED THAT pursuant to provision contained in Section 188 and Clause 49(VII) of the Listing Agreement and all other applicable provisions of the Companies Act, 2013, and Subject to such approval, sanction, consent and permission as may be necessary, the consent of the Members be and is hereby accorded to the Board or any Committee thereof to enter into the Contract with Rasoya Foods & Drinks Private Limited, an Associate Company for purchase/sale/supply of goods/materials for a period from 1st April 2015 to 31st March, 2016 on such terms and conditions as stipulated in the Contract. (A copy of agreement is placed before the meeting and initialed by the chairman for the purpose of identification).

"RESOLVED FURTHER THAT the Board of Directors or any committee of the Board be and is hereby authorized to vary one or more of the terms and conditions, including the amount of the aforesaid agreement from time to time."



VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
9	Special Resolution	E-voting	3355958	93.66	227145	6.34	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	472621588	99.95	227145	0.05	0	0	472848733

VOTING RESULT: Special Resolution passed with the requisite majority.

10. Authorization for Related Party Transaction to enter into an Agreement with Ivory Exports Private Limited, an Associate Company

PROPOSED BY : Mr. Anil Labhe
 SECONDED BY : Mr. Anand Ganthade

The following resolution was passed unanimously as Special Resolution:

"RESOLVED THAT pursuant to provision contained in Section 188 and Clause 49(VII) of the Listing Agreement and all other applicable provisions of the Companies Act, 2013, and Subject to such approval, sanction, consent and permission as may be necessary, the consent of the Members be and is hereby accorded to the Board or any Committee thereof to enter into the Contract with Ivory Exports Private Limited, an Associate Company for purchase/sale/ supply of goods/materials for a period from 1st April 2015 to 31st March, 2016 on such terms and conditions as stipulated in the Contract. (A copy of agreement is placed before the meeting and initialed by the chairman for the purpose of identification).

"RESOLVED FURTHER THAT the Board of Directors or any committee of the Board be and is hereby authorized to vary one or more of the terms and conditions, including the amount of the aforesaid agreement from time to time."



VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
10	Special Resolution	E-voting	3355958	93.66	227145	6.34	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	472621588	99.95	227145	0.05	0	0	472848733

VOTING RESULT: Special Resolution passed with the requisite majority.

11. Authorization for Related Party Transaction to pay remuneration to Ms Arpita Lonkar Business Executive of the Company and Relative of Director for holding office or place of profit

PROPOSED BY : Mr. John David
SECONDED BY : Mr. Sachin Wazalwar

The following resolution was passed unanimously as Special Resolution:

“RESOLVED THAT pursuant to provision contained in Section 188 and Clause 49(VII) of the Listing Agreement and all other applicable provisions of the Companies Act, 2013, and Subject to such approval, sanction, consent and permission as may be necessary, the consent of the Members be and is hereby accorded to pay remuneration not exceeding Rs. 8,37,000/- (Rupees Eight Lac Thirty Seven Thousand Only) Per annum Plus HRA @40% of basic Salary, P.F. on basic and other perquisites as admissible to the status and grade to Ms. Arpita Lonkar (Daughter of Mr. Anil Narayan Lonkar, Managing Director of the Company), Business Executive of the Company on such terms and conditions as placed before the Board and initialed by the Chairman for the purpose of identification w.e.f 1st April, 2015 to 31st March, 2016.”

“RESOLVED FURTHER THAT the Board of Directors or any committee of the Board be and is hereby authorized to vary one or more of the terms and conditions, including the amount of the aforesaid agreement from time to time.”



VOTING DETAILS:

Item no of Notice	Type of Resolution	Type of Voting	Voted in favour of the resolution		Voted against the resolution		Invalid votes		Total Voting
			Nos.	%age	Nos.	%age	Nos.	%age	
11	Special Resolution	E-voting	846732	23.63	2736371	76.37	0	0	3583103
		Poll	469265630	100.00	0	0.00	0	0	469265630
		Total	470112362	99.42	2736371	0.58	0	0	472848733

VOTING RESULT: Special Resolution passed with the requisite majority.

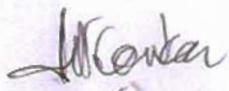
VOTE OF THANKS

All the Business items on the Agenda for the 23rd Annual General Meeting have been put up for discussions and the same have been approved and there being no other business to be transacted and the meeting was concluded with a vote of thanks to the Chair.

Date: 01/10/2015
Place: NAGPUR



//Certified True Copy//
FOR RASOYA PROTEINS LTD


ANIL NARAYAN LONKAR
(CHAIRMAN OF THE MEETING)