



Rasoya Proteins Ltd.
An ISO 22000 : 2005 Certified Company

**Corporate Office - Rasoya House, Plot No. 20/21, Sita Nagar, Kheta Layout,
Near New Sneh Nagar, Wardha Road, Nagpur - 440015 (M.S.) INDIA**
Ph. : +91 - 712 - 2283899, 2283355, 2284260, 2283978
Fax : +91-712-2282135, Email : rpl.nagpur@rasoyaproteins.in

Registered Office - Village - Wanjri, Taluka - Wani, Dist. - Yavatmal - 445 304 (M.S.) INDIA
Ph. : +91-7239-225901/2/3/4, Fax : +91 - 7239-226190
Email : admin.wani@rasoyaproteins.in

Ref: RPL/NGP/2013-14/517

Date: 25/07/2013

To, The Bombay Stock Exchange Ltd. P.J. Towers, Dalal Street, Mumbai - 400 001	To, 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. Shyam Bhagirath (DCS-CRD) (BSE)/Mr. Amit Kursija (NSE)

Sub: Submission of Proceedings of Annual General Meeting of members held on July 12, 2013 pursuant to clause 31(d) of Listing Agreement.

Dear Sir,

Please find enclosed herewith the following:

1. One copy of Minutes of Annual general Meeting of Members held on July 12, 2013.

Kindly acknowledge the receipt.

Thanking You,

For Rasoya Proteins Limited

Vandana Sanghi
(Company Secretary)

WORKS

- **Wani** : Village - Wanjri, Taluka - Wani, Dist. - Yavatmal - 445 304 (M.S.) INDIA Ph. : +91-7239-225901/2/3/4, Fax : +91 - 7239-226190
- **Malkapur** : NH-6, Opp. M.S.E.B. Sub Station, Village - Kund (Bd), Taluka - Malkapur, Dist. Buldhana - 443 101 (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

HELD AT _____ ON _____ TIME _____

MINUTES OF THE 21ST ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF RASOYA PROTEINS LTD. HELD ON FRIDAY, 12TH JULY 2013, AT THE REGISTERED OFFICE AT VILLAGE WANJARI, TALUKA WANI, DISTRICT YAVATMAL, MAHARASHTRA AT 3.00 P.M

In Attendance:DIRECTORS:

MR.A.N. LONKAR (IN THE CHAIR)
MR. AJAY SINGH
MR. P.G.DUCHAKKE
MR. SAMEER DAMLE
MR.VISHNU BHAGADE (Chairman of Audit Committee)
MR. A.N. DESHPANDE
MR. S.R.KHANKHOJE
MR. P MUJUMDAR

COMPANY SECRETARY: MRS. VANDANA SANGHI

MEMBERS:

22

PROXIES:

No any Proxy Form received for this meeting.

1.Chairman; As per article 68 of Article of Association chairman of the Board Meeting shall be entitled to take the chair at every General Meeting.So Mr. Anil Narayan Lonkar Chairman of the Board Meeting, took the chair & and conducted the proceedings of the general meeting.

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

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 notice convening the 21st Annual General Meeting together with the explanatory statement was taken as read with the unanimous consent of the members present.

Chairman requested Mrs.VANDANA SANGHI, 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. Thereafter the Chairman read out his statement to the Members, copies of which were distributed to the Members present at the Meeting. Chairman then took up the business mentioned in the notice.

ORDINARY BUSINESS:1. ADOPTION OF ACCOUNTS

The Chairman took the matter for consideration of Annual Accounts i.e. Balance Sheet as on 31st, March 2013, Profit & Loss Account and Cash Flow Statement for the year

CHAIRMAN'S INITIALS

12/7/13
Vandana Sanghi

HELD AT _____ ON _____ TIME _____

ended on that date along with the Report of the Board of Directors and the Corporate Governance Report and Auditor's Report thereon.

Mr Anil Narayan Lonkar Chairman of the meeting, proposed the following motion.
Mr Sameer Y. Damle seconded the resolution for approval as an ordinary resolution:

RESOLVED THAT the audited balance sheet as at 31st, March 2013 and the Profit and Loss account of the company for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon as presented to the meeting be and the same are hereby received considered and adopted.

Chairman invited the members who desired additional information /clarification on the accounts and operations of the Company, to come forward with their questions. Thereafter, some members sought clarifications on the accounts and spoke on other related issues. Mr Anil Narayan Lonkar, Chairman and Mr Vishnu Bhagade, Chairman of the Audit Committee answered the queries raised by the members.

The chairman then put the motion to vote on a show of hands, and asked who are in favor of the motion, may raise their hands. All members raised their hands in favor of the motion. The Chairman declared that by show of hands the resolution passed unanimously as an Ordinary Resolution.

2. RE-APPOINTMENT OF MR V.D. BHAGADE AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

The Chairman took the matter for re-appointment of Mr. V.D. BHAGADE who is liable to retire by rotation at the meeting and being eligible and offers himself for re-appointment.

Mr Sameer Damle proposed the following resolution as an ordinary resolution:

RESOLVED THAT Mr V.D. BHAGADE, who is liable to retire by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company.

Miss Arpita A. Lonkar seconded the same for approval as an ordinary resolution.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously.

3. RE-APPOINTMENT OF MR S. R. KHANKHOJE AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

The Chairman took the matter for re-appointment of Mr. S. R. KHANKHOJE who is liable to retire by rotation at the meeting and being eligible and offers himself for re-appointment.

Mr Sameer Damle proposed the following resolution as an ordinary resolution:

RESOLVED THAT Mr S. R. KHANKHOJE, who is liable to retire by rotation and being eligible for re-appointment be and is hereby re-appointed as a director of the company.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Miss Arpita A. Lonkar, seconded the same for approval as an ordinary resolution.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed unanimously.

4. RE-APPOINTMENT OF STATUTORY AUDITORS

Mr ANIL NARAYAN LONKAR, proposed the following resolution as an ordinary resolution:

RESOLVED THAT the retiring auditors M/s. V.N. BHUWANIA & CO. Chartered Accountants, Mumbai, be and are hereby re-appointed as auditors of the company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

Miss Arpita A. Lonkar seconded the same for approval as an ordinary resolution.

The resolution was then put to vote on a show of hands. Chairman declared the resolution as passed unanimously.

SPECIAL BUSINESS:

5. RE-APPOINTMENT OF MR. ANIL NARAYAN LONKAR AS THE MANAGING DIRECTOR OF THE COMPANY:

Mr. Arvind Nandolkar proposed, the following resolution as a special resolution:

RESOLVED THAT pursuant to the provisions of Section 198,269,309 and 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby given to the reappointment of Mr. Anil Narayan Lonkar, as Managing Director of the Company for a period of 5 years from 1st July 2013 upon the terms, conditions and stipulations contained in an Agreement to be entered into between the company and Mr. Anil Narayan Lonkar, a copy of which is placed before the meeting.

INCREASE IN REMUNERATION OF MR. ANIL NARAYAN LONKAR MANAGING DIRECTOR

RESOLVED THAT pursuant to the provisions of the section 310 and subject to compliance of the provisions of Section 269 of the Companies Act, 1956, Schedule XIII and other applicable provisions of the said Act, if any, the consent of the company be and is hereby accorded to the increase in the remuneration of Mr. Anil Narayan Lonkar, the Managing Director of the company from Rs. 120,000/- (Rupees One Lacs Twenty Thousand Only) Per month to Rs. 3,50,000/- (Rupees Three Lacs Fifty Thousand Only) Per month by way of salary with effect from 1st July 2013, other terms and conditions of the agreement of his appointment remaining unchanged.

The tenure of Mr. A.N. Lonkar as a Managing Director of the Company expired on 30th June 2013. He has been a Managing Director of your company since inception and has rendered valuable guidance and advice to the company. Under his dynamic leadership the company has made remarkable progress and has shown better financial performance. Owing to his vast experience and incessant hard work your company has been able to undertake various diversification and expansion programmes.

None of the Directors of the company except Mr. Anil Narayan Lonkar are concerned or interested in passing of above resolution

CHAIRMAN'S INITIALS

HELD AT

ON

TIME

Mr. Anand Ganthade, a member seconded the same for approval as a special resolution.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed a special resolution unanimously.

**6. INCREASE IN REMUNERATION OF MR. PRASHANT DUCHAKKE
EXECUTIVE DIRECTOR, MR. AJAY KUNWAR SINGH EXECUTIVE
DIRECTOR AND MR. SAMEER DAMLE EXECUTIVE DIRECTOR**

The chairman took the matter to increase in remuneration of Executive Directors of the company.

Mr. Arvind Nandokar a member proposed the following resolution which was seconded By another member Miss Arpita A. Lonkar for approval as a special resolution.

RESOLVED THAT pursuant to provisions of section 310 and subject to compliance of the provisions of Section 269 of the Companies Act, 1956, Schedule XIII and other applicable provisions of the said Act, if any, the consent of the company be and is hereby accorded to the increase in the remuneration of all the Executive Directors of the company from Rs. 1, 00,000/- (Rupees One Lac Only) per month to Rs. 3, 00,000/- (Rupees Three Lacs Only) per month by way of salary with retrospective effect from 1st, April 2013, other terms and conditions of the agreement remaining unchanged.

Shri Prashant Duchakke, Shri Ajay Singh & Sameer Damle The Executive Directors are interested in passing of the above respective resolution.

The resolution was then put to vote on a show of hands. The Chairman declared the resolution as passed a special resolution unanimously.

Mr ANIL NARAYAN LONKAR, Chairman of the meeting, thanked the shareholders for their active participation in the annual general meeting and declared the meeting as closed.

Place: Wani

Date: 12/07/2013



Anil N. Lonkar
(Chairman)