

SHREE RAM PROTEINS LIMITED

CIN: L01405GJ2008PLC054913

Rgd. Off: Imperial Heights Tower-B, 2nd Floor, Office No. B-206, 150 Ft Ring Road, Opp Big Bazar Rajkot – 360 005.

Telephone: +91 281 2581152; Website: www.shreeramproteins.com; Email: info@shreeramproteins.com



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification and re-enactment(s) thereof for the time being in force), SEBI Listing Obligations and Disclosure Requirements (LODR) 2015 and the Listing agreement that the resolutions appended to this notice are proposed to be passed by the members as Special resolution through postal ballot / electronic voting (e-voting).

The proposed special resolutions along with the Explanatory statement pursuant to Section 102(1) of the Companies Act setting out the material facts for the proposed resolutions are appended along with a Postal Ballot Form for your action.

Members have the option to vote either by means of physical Postal Ballot or through e-voting.

- (a) **Physical postal ballot:** Members desiring to exercise their vote by means of Physical postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed pre-paid business reply envelope so as to reach the company not later than 17.00 hours IST on Tuesday, April 07, 2020. Postage will be borne and paid by the company. Postal ballot forms, if sent at the expense of the members will also be accepted. The postal ballot forms may also be deposited personally at the address given on the business reply envelope irrespective of the option chosen, please note that postal ballot forms received after 17.00 hours IST on Tuesday, April 07, 2020 shall be considered invalid.
- (b) **E-Voting:** Pursuant to Section 108 of the Act read with Rule 20 of the Companies Management and Administration Rules 2014, the company is also providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members desiring to opt for e-voting as per the facilities arranged by the company are requested to read the instructions in the notes to this notice under the section “Voting through electronic means”. References to postal ballot(s) in this notice include votes received electronically.

The Board of Directors at its meeting held on Thursday, March 05, 2020, has appointed M/s. H.B. Kalaria and Associates, Chartered Accountants (Firm Registration Number- 104571W), Statutory Auditor, as scrutinizer for conducting the postal ballot (physical and e-voting process) in a fair and transparent manner.

Only members entitled to vote (Refer to Point 5 of the Notes attached with this notice) are entitled to fill in the postal ballot form and send it to the scrutinizer at registered office of the Company or vote through the e-voting facility offered by the Company.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of postal ballots and the votes recorded through e voting. The results of voting by means of postal ballot and e-voting will be announced on or before Thursday, April 09, 2020 at the Registered Office of the Company and also by placing the same on the company’s website - www.shreeramproteins.com and communicated on the same day to stock exchange, depository, registrar and share transfer agent.

By order of the Board of Directors,
Shree Ram Proteins Limited

Sd/-

Lalitkumar Chandulal Vasoya
Managing Director
DIN - 02296254

Place: Rajkot
Date: March 5, 2020

SHREE RAM PROTEINS LIMITED

CIN: L01405GJ2008PLC054913

Rgd. Off: Imperial Heights Tower-B, 2nd Floor, Office No. B-206, 150 Ft Ring Road, Opp Big Bazar Rajkot – 360 005.

Telephone: +91 281 2581152; Website: www.shreeramproteins.com; Email: info@shreeramproteins.com



ITEM NO. 1

MIGRATION OF COMPANY'S PRESENT LISTING FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LTD. (NSE) TO MAIN BOARD OF THE NATIONAL STOCK EXCHANGE OF INDIA LTD.:

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTIONS**:

“RESOLVED THAT pursuant to provisions of Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for migration of the Company's present listing from emerge platform of National Stock Exchange of India Ltd. to main board of the National Stock Exchange of India Ltd.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from emerge platform of National Stock Exchange of India Ltd. to main board of the National Stock Exchange of India Ltd..

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and/or severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

**By order of the Board of Directors,
Shree Ram Proteins Limited**

Sd/-

**Lalitkumar Chandulal Vasoya
Managing Director
DIN - 02296254**

**Place: Rajkot
Date: March 5, 2020**

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013, an explanatory Statement setting out material facts relating to the proposed Special resolutions is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing agreement entered with the Stock Exchange, the Company is pleased to offer e-voting facility to all members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.
3. The members have an option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by physical postalballot and vice-versa. In case members cast their vote via physical Postal Ballot and e-voting, then voting through E-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid irrespective of whichever is done first.
4. All documents referred to in the Notice are open for inspection at the Registered Office of the Company from 10:00 A.M to 2:00 P.M on all days except 2nd and 4th Saturday and public holidays up to the date April 07, 2020.
5. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, the February 28, 2020 by post/courier and electronically by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, the February 28, 2020.
6. The voting through Postal Ballot and e-voting will commence on Monday, March 09, 2020 and ends on Tuesday April 07, 2020.

SHREE RAM PROTEINS LIMITED

CIN: L01405GJ2008PLC054913



Rgd. Off: Imperial Heights Tower-B, 2nd Floor, Office No. B-206, 150 Ft Ring Road, Opp Big Bazar Rajkot – 360 005.

Telephone: +91 281 2581152; **Website:** www.shreeramproteins.com; **Email:** info@shreeramproteins.com

7. Members exercising their votes through the Postal Ballot Form should ensure that the duly completed form in all respects, should reach the Scrutinizer at the registered office of the company on or before 5.00 P.M. on Tuesday April 07, 2020. The Postal Ballot forms received after the said date and time will be treated as not having been received.
8. Resolutions approved by the members through Postal Ballots / e-voting are deemed to have been passed effectively at a General Meeting of the Members.
9. The Board of Directors have appointed M/s. H.B. Kalaria and Associates, Chartered Accountants (Firm Registration Number- 104571W), Statutory Auditor of company, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner and to receive and scrutinize the completed postal ballot papers from the members. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
10. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the voting indicates that the requisite majority of the members as required under a Special resolution had assented to the Resolution. The result of the voting will be declared on or before Thursday, April 09, 2020 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.shreeramproteins.com besides communicating the same to the depository, registrar and share transfer agent and NSE where the shares of the Company are listed.
11. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

NOTES: INSTRUCTIONS FOR VOTING

PHYSICAL VOTING

Members are requested to refer to the instructions mentioned in the Postal Ballot Form for exercising their vote in physical form.

E-VOTING

Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time, the Company is pleased to provide its members the facility of remote e-voting. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting") instead of Postal Ballot Form. E-voting is optional.

The instructions for shareholders voting electronically are as under:

A. In case a member receives Notice through an e-mail:

- a) **The voting period begins on** Monday, March 09, 2020 at 09: 00 A.M. and end on Tuesday, April 07, 2020 at 5:00 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 i.e. Friday, February 28, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting at 5:00 P.M. on Tuesday, April 07, 2020.
- b) Shareholders who have already voted through e-voting would not be entitled to vote through Physical Ballot.
- c) The shareholders should log on to the e-voting website www.evotingindia.com.
- d) Click on Shareholders/Members.
- e) Now Enter your User ID
 1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f) Next enter the Image Verification as displayed and Click on Login.
- g) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

SHREE RAM PROTEINS LIMITED

CIN: L01405GJ2008PLC054913



Rgd. Off: Imperial Heights Tower-B, 2nd Floor, Office No. B-206, 150 Ft Ring Road, Opp Big Bazar Rajkot – 360 005.

Telephone: +91 281 2581152; Website: www.shreeramproteins.com; Email: info@shreeramproteins.com

h) 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> <p>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.</p> <p>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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- i) After entering these details appropriately, click on “SUBMIT” tab.
- j) 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.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the relevant SHREE RAM PROTEINS LIMITED on which you choose to vote.
- m) 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.
- n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o) 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.
- p) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- r) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- t) 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 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.

SHREE RAM PROTEINS LIMITED

CIN: L01405GJ2008PLC054913



Rgd. Off: Imperial Heights Tower-B, 2nd Floor, Office No. B-206, 150 Ft Ring Road, Opp Big Bazar Rajkot – 360 005.

Telephone: +91 281 2581152; **Website:** www.shreeramproteins.com; **Email:** info@shreeramproteins.com

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- u) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- v) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, February 28, 2020 may follow the same instructions as mentioned above for e-Voting.

B. In case a member receives physical copy of the Postal Ballot Notice [for Members whose email IDs are no registered with the Company/ Depository Participant(s)]:

- a) User ID and initial password as provided overleaf.
- b) Please follow all steps as mentioned in (A) above, to cast your vote.

**By order of the Board of Directors,
Shree Ram Proteins Limited**

Sd/-

**Lalitkumar Chandulal Vasoya
Managing Director
DIN - 02296254**

**Place: Rajkot
Date: March 5, 2020**

SHREE RAM PROTEINS LIMITED

CIN: L01405GJ2008PLC054913

Rgd. Off: Imperial Heights Tower-B, 2nd Floor, Office No. B-206, 150 Ft Ring Road, Opp Big Bazar Rajkot – 360 005.

Telephone: +91 281 2581152; Website: www.shreeramproteins.com; Email: info@shreeramproteins.com



EXPLANATORY STATEMENT

(Pursuant to Sec.102 (1) of the Companies Act, 2013)

ITEM NO. 1

MIGRATION OF COMPANY'S PRESENT LISTING FROM EMERGE PLATFORM OF NSE TO THE MAIN BOARD OF NSE: SPECIAL RESOLUTION

The Company's present paid up equity capital is Rs. 21,42,00,000/- (divided in to 2,14,20,000 Equity Shares of Rs. 10/- each).

Further, at present Market Capitalization of the Company on Emerge Platform NSE is more than Rs. 25 Crores and hence eligible to migrate to the Main Board as per the procedures laid down under Regulation 277 of SEBI (ICDR) Regulations, 2018.

The Company made an IPO on NSE EMERGE and raised an amount of Rs. 1990.20 Lakhs which has been deployed on the objects. Equity Share of our company are listed on Emerge Platform of NSE since February 05, 2018. Company has completed a period of 2 years on Emerge Platform of NSE and over these 2 year period the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the company is geared up for moving on to the main board of NSE.

Also listing on the Main Board of NSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Moreover, trading of Equity Shares will happen for even 1 (One) Equity Share instead of present one lot size of 4000 equity shares; i.e. present equity shareholders will get better leverage in trading of equity shares of the Company.

The members are therefore requested to accord their approval for the migration of the Company's present listing from Emerge Platform of NSE to Main Board of NSE as set out in the resolution.

Members may please note that in accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018; the Special Resolutions set out in this item shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution, however in accordance with Regulation 277 of SEBI (ICDR) Regulations, 2018 votes casted by promoter and promoter group will not be considered for Voting in the aforesaid resolution.

**By order of the Board of Directors,
Shree Ram Proteins Limited**

Sd/-

**Lalitkumar Chandulal Vasoya
Managing Director
DIN - 02296254**

**Place: Rajkot
Date: March 5, 2020**

SHREE RAM PROTEINS LIMITED

CIN: L01405GJ2008PLC054913



Rgd. Off: Imperial Heights Tower-B, 2nd Floor, Office No. B-206, 150 Ft Ring Road, Opp Big Bazar Rajkot – 360 005.

Telephone: +91 281 2581152; Website: www.shreeramproteins.com; Email: info@shreeramproteins.com

POSTAL BALLOT FORM

Last Date for Receipt of Postal Ballot Form

Tuesday, April 07, 2020 before 05.00 P.M.

Serial No.:

1.	Name (s) of the member(s) (in block letters) (including joint holders, if any)	
2.	Registered Address of the Sole/First named member/beneficial owner	
3.	Registered Folio No/ DP ID*/ Client ID No.* (*Applicable to investors holding shares in demat form)	
4.	Number of Shares held as on February 28, 2020	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated March 5, 2020 of the Company sending my/our Assent or Dissent to the said resolution by placing the tick (✓) mark at the appropriate box below;

Sr. No.	Description	No. of Share(s)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Migration of Company's Present Listing Emerge Platform of National Stock Exchange Of India Ltd. to Main Board of The National Stock Exchange Of India Ltd.			

Place:

Date:

Signature of Sole/ Joint Shareholder(s)

Note: Please read the instructions printed overleaf carefully before filling this Form and for e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

ELECTRONIC VOTING PARTICULARS

a) The e-voting facility is available at www.evotingindia.com, The electronic voting particulars are set out as follows:

EVSNN	USER ID	PASSWORD	NO. OF SHARES

The e-voting facility will be available during the following voting period:

Date and time of Commencement of Remote e-voting	Date and time of End of Remote e-voting
Monday, March 09, 2020 (09:00 A.M.)	Tuesday, April 07, 2020 (05:00 P.M.).

SHREE RAM PROTEINS LIMITED

CIN: L01405GJ2008PLC054913



Rgd. Off: Imperial Heights Tower-B, 2nd Floor, Office No. B-206, 150 Ft Ring Road, Opp Big Bazar Rajkot – 360 005.

Telephone: +91 281 2581152; Website: www.shreeramproteins.com; Email: info@shreeramproteins.com

INSTRUCTIONS:

A. General Instructions:

1. This Postal Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
2. A Member can opt for one mode of voting i.e. either through e-voting or by Postal Ballot Form. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of Postal Ballot which is being dispatched / e-mailed to the members whose names appear in the Register of Members as on Friday, February 28, 2020.
4. The Notice of Postal Ballot has also been placed on the Website of the Company viz. www.shreeramproteins.com.
5. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot Form to declare the final result for the resolution forming part of the Notice of Postal Ballot.
6. Voting Rights in the Postal Ballot Form / e-voting cannot be exercised by proxy.

B. Process and manner for members opting to vote by using Ballot Form:

7. A member desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form as per the Specimen Signature Registered with the Company and send it to the Scrutinizer in the attached postage self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Forms, if sent by courier/deposited in person at the expenses of the registered member will also be accepted.
8. In case of Joint holding, the Form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.
9. The votes should be cast either in favor or against the resolution by putting the tick (√) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick (√) in both the columns will render the form invalid.
10. The Voting Rights of members shall be in proportion of the share(s) held by them in the paid-up equity share capital of the Company as on Friday, February 28, 2020.
11. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on Tuesday, April 07, 2020. All Postal Ballot Forms received after the date will be strictly treated as if the reply from such shareholder has not been received.
12. In respect of shares held by corporate and institution shareholders (Companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
13. Members are requested not to send any other matter/document along with the Postal Ballot Form in the enclosed self-addressed envelope. The scrutinizer would destroy any extraneous paper found in such envelope.
14. A shareholder may request for duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in point 11 above.
15. Postal Ballot Forms with following deficiencies will be rejected.
 - a) A form other than one issued by the company has been used;
 - b) It has not been signed by or on behalf of the Member;
 - c) Signature on the postal ballot form doesn't match the specimen signatures with the Company;
 - d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - e) Neither assent nor dissent is mentioned;
 - f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g) The envelope containing the postal ballot form is received after the last date prescribed;
 - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.