

DR. M. SOY PROTEINS LIMITED
25/12A, Gali No. 8, Anand Parbat, New Rohtak Road, New Delhi-110 005
CIN: L01119DL1986PLC023698
E-Mail Id: pankaj_mps@yahoo.co.in Ph. No.: 011-28716806

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of M/S. DR. M. SOY PROTEINS LIMITED will be held at the Registered Office of the Company on Tuesday, the 30th day of September, 2014 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2014 and Profit & Loss Account for the year ended on that date together with the reports of Auditors and Directors thereon.
2. To appoint a Director in place of Smt. Ruchi Gupta, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint the Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sec. 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mrs. Richa Chawla (DIN: 06939421), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director to hold office for a period of five years.”

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

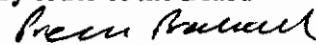
“RESOLVED THAT pursuant to the provisions of Sec. 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. R. Krishnan (DIN: 06932865), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director to hold office for a period of five years.”

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

“RESOLVED THAT pursuant to the provisions of Sec. 149, 152 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Dr. Pavan Kumar Gupta (DIN: 06937146), who was appointed as an Additional Director pursuant to the provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director to hold office for a period of five years.”

Place: New Delhi
Dated: 05.09.2014

By order of the Board



Prem Prakash Gupta
Managing Director
DIN: 00289179
Address: 18B/1, D. B. Gupta
Road, Dev Nagar, Karol Bagh
New Delhi-05

Notes:

1. A Member entitled to attend and vote is 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 should be deposited at the registered office of the company, duly stamped, not less than 48 hours before the commencement of the meeting.
2. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, name of companies in which they hold directorship and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
6. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours, up to the date of the Meeting.
9. The company has notified closure of Register of Members and Share Transfer Books from 24.09.2014 to 30.09.2014 (both days inclusive) for determining names of members eligible for dividend on Equity Shares, if declared at the Meeting.
10. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the Company in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve documents in electronic form.

11. VOTING THROUGH ELECTRONIC MEANS

In compliance with the provisions of clause - 35B of the Listing Agreement read with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their votes for all the resolutions detailed in the Notice of the 28th Annual General Meeting scheduled to be held on Tuesday, the 30th September, 2014 at 11:00 A.M. by electronic means and the business may be transacted through e-voting. The Company has engaged the services of CDSL as the authorized agency to provide the e-voting facilities as per instructions below.

The e-Voting process to be followed by the shareholders to cast their votes:

- During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN / Company for voting.
- The shareholders having shares in the demat form can login to the e-Voting system using their user-id (i.e. demat account number), PAN and password provided. Physical shareholders can log-in using the folio number of the shares, PAN and the password provided.
- After logging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote. Physical shareholders will be provided with a fresh password for every e-voting.
- Security holders can then cast their vote on the resolutions available for voting.
- Security holders can also view the resolution details on the e-Voting website.
- Once the security holder casts the vote, the system will not allow modification of the same.
- During the voting period, security holders can login any number of times till they have voted on all the resolutions.

Instructions For E-Voting:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24th September, 2014 at 9:00 A.M. and ends on 25th September, 2014 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 (record date) of 5th September, 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 during the voting period.

- (iii) Click on "Shareholders" tab.
- (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 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"> • 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 folio number/member ID in the PAN field. • In case the folio number/member ID 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 folio number/member ID 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account 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"> • 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 No. of shares in the Dividend Bank details field.

- (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 Dr. M. Soy 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 Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 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.
- (ix) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Mr. Anil Kumar Nandwani, Practising Company Secretary (CP No. 3107) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared at / after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of conclusion of the AGM of the Company and communicated to the Stock Exchange/s.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1)
OF THE COMPANIES ACT, 2013

Item No. 4:

Mrs. Richa Chawla is a graduate from Delhi University. She has 5 years of experience in banking industry and is independently running and managing her business presently as an entrepreneur. The Company has received a nomination under Sec.160 of the Companies Act, 2013 from a member of the Company with requisite deposit signifying his/her intention to propose the appointment of Mrs. Richa Chawla as an Independent Director. Mrs. Richa Chawla will hold office for a period of five years from the conclusion of this AGM.

In the opinion of the Board of Directors Mrs. Richa Chawla fulfills the conditions specified in the Act and rules made there under and she is independent of the management.

The Directors recommend the Resolution for the approval of members as an Ordinary resolution.

None of the Directors, key managerial personnel or their relatives other than Mrs. Richa Chawla is concerned or interested in the resolution.

Item No. 5:

Mr. R. Krishnan is a B.Sc. graduate from Delhi University. He also holds post graduate (MBA) degree from Panjab University and a Diploma in Corporate Law. He has a vast experience of over 35 years in sales, purchase and other commercial activities. The Company has received a nomination under Sec.160 of the Companies Act, 2013 from a member of the Company with requisite deposit signifying his/her intention to propose the appointment of Mr. R. Krishnan as an Independent Director. Mr. R. Krishnan will hold office for a period of five years from the conclusion of this AGM.

In the opinion of the Board of Directors Mr. R. Krishnan fulfills the conditions specified in the Act and rules made there under and he is independent of the management.

The Directors recommend the Resolution for the approval of members as an Ordinary resolution.

None of the Directors, key managerial personnel or their relatives other than Mr. R. Krishnan is concerned or interested in the resolution.

Item No. 6:

Dr. Pavan Kumar Gupta is an MBBS from Meerut University. He has established his medical practice in Delhi and has a wide range of knowledge about food and nutrition. The Company has received a nomination under Sec.160 of the Companies Act, 2013 from a member of the Company with requisite deposit signifying his/her intention to propose the appointment of Dr. Pavan Kumar Gupta as an Independent Director. Dr. Pavan Kumar Gupta will hold office for a period of five years from the conclusion of this AGM.

In the opinion of the Board of Directors Dr. Pavan Kumar Gupta fulfills the conditions specified in the Act and rules made there under and he is independent of the management.

The Directors recommend the Resolution for the approval of members as an Ordinary resolution.

None of the Directors, key managerial personnel or their relatives other than Dr. Pavan Kumar Gupta is concerned or interested in the resolution.

Place: New Delhi
Dated: 05.09.2014

By order of the Board

Prem Prakash Gupta

Prem Prakash Gupta
Managing Director
DIN: 00289179
Address: 18B/1, D. B. Gupta
Road, Dev Nagar, Karol Bagh
New Delhi-05