

DR. M. SOY PROTEINS LIMITED
25/12A, Gali No. 8, Anand Parbat, New Rohtak Road, New Delhi-110005
CIN: L01119DL1986PLC023698
E-Mail Id: drmsoy@gmail.com Ph. No.: 011-28716806

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of M/s. **DR. M. SOY PROTEINS LIMITED** will be held at **25/12A, Gali No. 8, Anand Parbat, New Rohtak Road, New Delhi-110005** on Friday, 30th day of September, 2016 at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ending 31st March 2016 together with the reports of Auditors and Directors thereon.
2. To appoint a Director in place of Ms. Ruchi Gupta (DIN 02448278), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify the appointment of M/s Punit Goel & Company, Chartered Accountants, as Statutory Auditors of the Company.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and subject to the approval of Central Government, if required, consent of the Company be and is hereby accorded to re-appoint Mr. Prem Prakash (DIN 00289179) as Managing Director of the Company for a period of five years with effect from 30.09.2016 whose office is not liable to retire by rotation on such remuneration & terms and conditions as the Board may, in its discretion, determine from time to time.

FURTHER RESOLVED THAT in the absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Prem Prakash shall be in accordance with the provisions of Schedule V of the Companies Act, 2013.

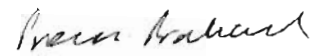
FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient or desirable in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard.”

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

“RESOLVED THAT Mr. Pankaj Gupta (DIN 00289145), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 20.11.2015 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (the “Act”) and in respect of whom the company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the company, whose office is liable to retire by rotation.”

By order of the Board

Place: New Delhi
Dated: 05.09.2016



Managing Director
DIN: 00289179
Name: Prem Prakash
Address;18B/1, Desh
Bandhu Gupta Road
Dev Nagar, Karol Bagh,
Delhi-110005

NOTES:

1. Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, setting out the material facts in respect of business under item no. 4 & 5 is annexed here to.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member of the company. A proxy in order to be effective must be lodged at the registered office of the company at least 48 hours before the time of the meeting.
A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2016 to 30th September, 2016 (Both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company's Registrar and Share Transfer Agent namely SKYLINE FINANCIAL SERVICES PVT. LTD.
5. Members/Proxies should bring Attendance Slips duly filled and signed in for attending the meeting.
6. 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 at the Meeting.
7. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the company a certified true copy of the relevant Board

Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least Seven (7) days before the date of the meeting so as to enable the management to keep the information ready.

9. Members are requested to:

(a) Notify any change in their address to the Company including PIN CODE to the Registrar and Share Transfer Agent of the Company namely:

SKYLINE FINANCIAL SERVICES PVT. LTD.
D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA
PHASE-I, NEW DELHI- 110020
PH. +91-11-64732681 to 88
E-mail: admin@skylinerta.com

Members whose shareholding is in electronic mode are requested to direct change of address notifications and bank particulars for receiving the dividend, if declared, through electronic credit under ECS, to their respective Depository participants.

(b) Bring their copies of Annual Report with them to the meeting as the same will not be supplied again at the Meeting as a measure of economy.

10. Copies of the Annual Report 2016 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2016 including Attendance Slip and Proxy Form are being sent by the permitted mode.

11. Voting through electronic means:

i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer facility of voting through electronic means to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM (“remote e-voting”) will be provided by CDSL (Central Depository Services (India) Limited). The remote e-voting rights of the Members /beneficial owners shall be reckoned in proportion to the equity shares held by them in the Company as on 23rd September, 2016 (Cut-off date fixed for determining the eligibility to vote by electronic means or by ballot in the general meeting). Detailed instructions for availing the e-voting facility indicating the process and manner of e-voting are given hereunder.

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. The

shareholders having shares in Physical form 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 security holders 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:

The voting period begins on 27th September, 2016 at 10:00 A.M. and ends on 29th September, 2016 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 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders”.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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.
 - 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 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.
- (xviii) 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.

	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 sequence number in the PAN field. 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.
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.</p> <ul style="list-style-type: none"> 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 as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Dr. M. Soy Proteins Limited on which you choose to vote.
- (xi) 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.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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.
 - 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 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.
- (xviii) 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.



- (ii) 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. 23rd September, 2016 may obtain login ID and password by sending a request at www.evotingindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (iii) **The Remote e-voting period commences on 27th September, 2016 (10:00 A.M.) and ends on 29th September, 2016 (5:00 P.M.).** During this period, members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of 23rd September, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (iv) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (v) The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote through ballot paper at the meeting in terms of Companies (Management and Administration) Amendment Rules, 2015.
- (vi) Mr. Anil Kumar Nandwani of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No. FCS 4754) & failing him Ms. Kavita of M/s. A. K. Nandwani & Associates, Company Secretaries in Practice (Membership No. ACS 29535), have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (vii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members present at the AGM but have not cast their vote by availing remote e-voting facility.
- (viii) Immediately after the conclusion of voting at the AGM, the scrutinizer will first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of company. the scrutinizer will prepare a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM. This report shall be made to the Chairman or any other person authorized by the Chairman, who will then declare the result of the voting.
- (ix) The Results declared along with the Scrutinizer's Report(s) shall be placed on the website of the Company viz. www.mssoyproteins.com and on CDSL's website viz. www.evotingindia.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Shares of the Company are listed.

13. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 A.M to 5:30 P.M) on all working days up to and including the date of the Annual General Meeting of the Company.

14. Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting (Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

PROFILE OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING (30th) AGM
(Refer Item No. 2, 4 & 5 of the Notice for AGM)

Item No. 2

Particulars	Ms. Ruchi Gupta
Date of Birth	14/08/1975
Date of Appointment	30.09.1996
Qualifications	Graduate
Expertise in specific functional areas	Ms. Ruchi Gupta has more than 17 year of experience in administration.
Directorships held in other public companies (excluding foreign companies and section 8 companies)	Nil
Memberships/ chairmanships of committee of other public companies (includes only Audit Committee and Stakeholders' relationship committee.)	Nil
Number of shares held in the company	396047
Relationship With the Company	Promoter

Item No. 4

Particulars	Mr. Prem Prakash
Date of Birth	14.12.1943
Date of Appointment	21.03.1986
Qualifications	Graduate
Expertise in specific functional areas	Mr. Prem Prakash is promoter director of the Company and he has over 45 year of rich experience. He has vast experience in different fields.
Directorships held in other public companies (excluding foreign companies and section 8 companies)	1
Memberships/ chairmanships of committee of other public companies (includes only Audit Committee and Stakeholders' relationship committee.)	NIL
Number of shares held in the company	1032264
Relationship With the Company	Promoter

Item No.5

Particulars	Mr. Pankaj Gupta
Date of Birth	05/09/1980
Date of Appointment	20.11.2015
Qualifications	Graduate
Expertise in specific functional areas	Mr. Pankaj Gupta has over 10 years of experience in managing business. He has also good knowledge of Finance.
Directorships held in other public companies (excluding foreign companies and section 8 companies)	Nil
Memberships/ chairmanships of committee of other public companies (includes only Audit Committee and Stakeholders' relationship committee.)	Nil
Number of shares held in the company	61594
Relationship With the Company	Promoter

Date: 05.09.2016
Place: New Delhi

By order of the Board

Prem Prakash

Director
DIN: 00289179
Name: Prem Prakash
Address: 18B/1, Desh Bandhu
Gupta Road, Dev Nagar,
Karol Bagh,
DELHI-5

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

Item No. 4

The Board of Directors at its meeting held on August 14, 2016 approved the re-appointment of Mr. Prem Prakash as Managing Director, for a further period of 5 years on the Board of the Company with effect from 30.09.2016, subject to the shareholders' approval.

The details of Mr. Prem Prakash, as required to be given pursuant to the Listing Regulation and Secretarial Standards, are attached to the Notice. The particulars of the remuneration to Mr. Prem Prakash are not being set out in the explanatory statement, and the members are requested to refer to the same as set out in the body of the Notice. The Board recommends the resolution to the members for their approval.

Mr. Prem Prakash, Mr. Pankaj Gupta & Ms. Ruchi Gupta, Ms. Pooja Gupta are interested in the said resolution.

Item No. 5

The Board has appointed Mr. Pankaj Gupta as an additional director under section 161 of the Companies Act, 2013 ("Act") in their meeting held on 20.11.2015 and who is to hold the office upto the date of this Annual General Meeting. As per the requirements of Section 160 of the Act, a notice has been received from a member signifying his intention proposing the candidature of Mr. Pankaj Gupta as Director, liable to retire by rotation. The details of Mr. Pankaj Gupta, as required to be given pursuant to the Listing Regulation and Secretarial Standards, are attached to the Notice. For brevity, the particulars of Mr. Pankaj Gupta are not being set out in the explanatory statement, and the members are requested to refer to the same as set out in the body of the Notice.

The Board of Directors recommends the passing of this resolution as an Ordinary Resolution

Mr. Prem Prakash, Mr. Pankaj Gupta, Ms. Ruchi Gupta, & Ms. Pooja Gupta are interested in the said resolution.

Place: New Delhi
Date: 05.09.2016

By Order of the Board



Director
DIN: 00289179
Name: Prem Prakash
Address: 18B/1, Desh Bandhu
Gupta Road, Dev Nagar,
Karol Bagh,
DELHI-5