

NOTICE OF 4TH ANNUAL GENERAL MEETING

CIN : U51225MP2014PLC033203

Notice is hereby given to all the members of the Company that the 4th Annual General Meeting of the Company will be held on Friday the 28th September, 2018 at 10:30 A.M. at the Registered Office of the Company to transact the following:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Balance Sheet as at 31st March, 2018 and Profit and Loss Account of the Company for the year ended on 31st March, 2018 and the report of the Directors & Auditors thereon.
2. To appoint Director in place of Mr. Javed Ali (DIN 06931987), Whole Time Director, liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. REVISION IN REMUNERATION OF DILIP KUMAR SONI (MANAGING DIRECTOR):

To approve the revision in remuneration of Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Sections 197, read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the provisions of Articles of Association and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) the approval of Members of the Company be and is hereby accorded for grant of remuneration w.e.f. 01st April, 2018 @ of Rs. 1,50,000.00/- per month to Mr. Dilip Kumar Soni, Managing Director of the Company with absolute discretion to the Board of Directors to alter and vary the terms and conditions as the board of Directors may in its absolute discretion consider necessary and as may be agreed to by the said director."

"RESOLVED FURTHER THAT, in the event of loss, absence or inadequacy of profits in any financial year during the currency of tenure of Shri Dilip Kumar Soni, the aforesaid remuneration shall be minimum remuneration payable to him. However any remuneration in excess over the limits on minimum remuneration prescribed in Schedule V to the Companies Act, 2013, shall be payable to Shri Dilip Kumar Soni, with the prior approval of the Central Government, if so required."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution".

4. APPOINTMENT OF MRS. SHASHI SHUKLA AS REGULAR DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), MRS. SHASHI SHUKLA (DIN - 08150150), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08th June 2018, in terms of the provisions of Section 161 of the Companies Act, 2013 and hold office upto the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

5. APPOINTMENT OF MR. AMARDEEP SINGH BHADOURIYA (DIN - 08150152) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby given to the appointment of Mr. Amardeep Singh Bhadouriya(DIN - 08150152), appointed as Additional Director (Non-Executive Independent Director) with effect from June 8, 2018 and holds office up to the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being qualified for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director to hold office for five consecutive years for a term from June 8, 2018 up to July 7, 2023.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item no. 3 to 5 of the notice set out above, is annexed hereto.
5. Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2018 to 28th September, 2018 (both days inclusive).
6. Members are requested to notify immediately any change in their address and E-Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Pvt. Ltd. Located at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059, Maharashtra having email id investor@bigshareonline.com to receive the soft copy of Annual Report of the Company.
7. Members are requested to :
 - a. Complete the attendance slip and deliver the same at the entrance of the meeting hall.
 - b. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
 - c. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
8. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
9. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
10. In terms of circulars issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.
11. The Notice of Annual General Meeting and Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. www.sonisoya.com.

12. Electronic copy of the Annual report for the year 2017-18 is being sent to the members whose email IDs are registered with the Share Transfer Agent of the Company/Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual reports being sent in the permitted mode.
13. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy their PAN card to the company for registration of transfer of securities.
14. At the meeting, after all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. After conclusion of the poll, the Chairman may declare the meeting as closed.
15. Members may also note that the Notice of Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot/Poll Paper and the Annual Report for the year 2017-18 will also be available on the company website www.sonisoya.com for their download. For any communication, the shareholders may also send request to the company on the aforementioned Email ID.
16. The Brief profile of the director proposed for re-appointment at the ensuing annual general meeting is annexed with the Notice.

Name of Director	Javed Ali
Date of Birth	03/10/1989
Designation	Whole Time Director
Date of Appointment	17/09/2014
Qualification	MBA in Foreign Trade
Experience	9 Years
No. and % of Shares Held in Company	831488 (24.78%)
Relation with other Directors and KMP of Company	-

For and on behalf of the Board of Directors of
SONI SOYA PRODUCTS LIMITED

DILIP KUMAR SONI
DIRECTOR
DIN: 06723172

Place: Indore
Date: 03/09/2018

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)**

ITEM NO.3

Mr. Dilip Kumar Soni has done MBA in International Business and has an experience of two decade in the field of International business like processing & trading of Agro Products. Being Managing Director of the Company, he has made great contribution in the success of the Company through his expert knowledge and hard working. He has also very good knowledge in product development.

Names of Listed Company in which Mr. Dilip Kumar Soni holds directorship and the membership of committees of the Board:

MR. DILIP KUMAR SONI, Managing Director whose remuneration was being revised by the Board of Directors w.e.f. 01 April, 2018 subject to the approval of the members in General Meeting. The resolution needs the approval of the members in terms of sections 196, 197 and 203 read with Schedule V and 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 terms and conditions as mentioned in resolution.

Mr. **Dilip Kumar Soni** is not a Director in any other listed company and also does not hold membership of committees of the Board of any other listed Company. He holds shares in the Company as on 31.03.2017. He has drawn the total remuneration of Rs. 12,00,000/- (Twelve Lac Only) during the financial year 2017-18. He was appointed on the Board of the Company on 17.09.2014. The information as required under Schedule V of the Companies Act, 2013, is attached herewith. This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the Special Resolution at Item No. 3 for approval of the members

Memorandum of Interest

No director, Key Managerial Personnel or their relatives, except Mr. Dilip Kumar Soni, Managing Director is interested or concerned in the resolution.

ITEM NO.4

Mrs. Shashi Shukla was appointed as an Additional Director by the Board of Directors with effect from 08th June 2018 in terms of the provisions of the companies Act 2013; she holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mrs. Shashi Shukla for the office of Director of the Company.

Mrs. Shashi Shukla is not disqualified from being appointed as a Director in terms of Section 160 of the Act and has given her consent to act as a Director, Mrs. Shashi Shukla fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and the Board recommends the ordinary resolutions set out at item No. 4 of the Notice for the approval by the Members.

Memorandum of Interest

No director, Key Managerial Personnel or their relatives, Director is interested or concerned in the resolution.

ITEM NO.5

Mr. Amardeep Singh Bhadouriya was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 08th June, 2018 in terms of the provisions of the companies Act 2013, he holds office till the conclusion of this Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from Member proposing the candidature of Mr. Amardeep Singh Bhadouriya for the office of Independent Director of the Company.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Amardeep Singh Bhadouriya, being eligible for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to July 07th, 2023.

Memorandum of Interest

No director, Key Managerial Personnel or their relatives, Director is interested or concerned in the resolution.

For and on behalf of the Board of Directors of
SONI SOYA PRODUCTS LIMITED

Place: Indore
Date: 03/09/2018

DILIP KUMAR SONI
DIRECTOR
DIN: 06723172