



Nath Seeds Ltd.

PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF NATH SEEDS LIMITED HELD ON SATURDAY, 17TH OF MAY 2014 AT 4.00 P.M AT THE REGISTERED OFFICE OF THE COMPANY AT NATH HOUSE, NATH ROAD, AURANGABAD

DIRECTORS PRESENT

Mr. Satish Kagliwal	Whole Time Director
Mr. Akash Kagliwal	Director
Mr. Shrirang Agrawal	Director
Mr. Radhyesham Attal	Director

IN ATTENDANCE

Mr. Devinder Khurana	Vice-President-Finance
Ms. Krutika Apte	Company Secretary

Members Voting

Members present in person: 27
Members present in proxy: 16
Members via E-voting-2

Mr. Akash Kagliwal took the Chair and thereafter with the permission of the Members the Chairman's speech was read.

The Notice of the meeting was read with the permission of the Members. After ascertaining that the requisite Quorum for the meeting was present the Chairman called the meeting to order.

The Chairman welcomed the Members to the 33rd Annual General Meeting. The Chairman briefed about the performance of the Company in the financial year and also highlighted the plans for the future.

The Chairman also informed the Board & the members that pursuant to the amended Clause 35B of the listing agreement, the company has provided the E-voting facility to its members for passing all the resolutions in this Annual general Meeting. The report of the Scrutinizer has been obtained from the Neha P Agrawal, scrutinizer of the Company.

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**NATH
GROUP**

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The Following business was transacted at the meeting.

1. ADOPTION OF ACCOUNTS

The Audited Annual Accounts together with the schedules and other relevant information were placed before the members for their Adoption & Approval. After due deliberations and discussions the Members considered the Profit & Loss Account for the year ended 31st March 2014 & Balance Sheet as on that date with the Auditors Report, Directors' Report. In this respect a resolution was put forth by the Chairman and accordingly Mr. Satish Kagliwal proposed and Mr. Akash Kagliwal seconded the following resolution.

"RESOLVED THAT, the Audited Profit & Loss Account for the year ended 31st March, 2014 and the Balance Sheet of the company as at that date together with Directors' Report and Auditors Report, thereon, be and the same are hereby received, approved and adopted."

The Chairman put the resolution for voting by show of hands and the resolution was passed unanimously.

2. RE-APPOINTMENT OF AUDITORS

The matter concerning the Re-appointment of M/s Gautam N Associates, Chartered Accountants was placed before the Members for their consideration and Approval. In this respect a resolution was put forward by the Chairman and accordingly Mr. Satish Kagliwal proposed and Mr. Radhyesham Attal seconded the following resolution as ordinary resolution.

"RESOLVED that pursuant to the provisions of section 139 of the Companies Act, 2013, M/s Gautam N Associates, Chartered Accountants, Aurangabad (Firm Registration No 103117W) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of three years commencing from the conclusion of this Annual General Meeting to conclusion of the fourth Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company."

3. RE-APPOINTMENT OF MR. SHRIRANG AGRAWAL

The Matter concerning the Re-appointment of Mr. Shirang Agrawal as the Director was placed before the Members for their consideration and Approval. In this regard a resolution was put forward by the Chairman and accordingly Mr. Satish Kagliwal proposed and Mr. Radhyesham Attal seconded the following resolution to be passed as an ordinary resolution.

"RESOLVED THAT Mr. Shirang Agrawal, Independent Director of the Company who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as the Director of the Company."

The Chairman put the resolution for voting by show of hands and the resolution was passed unanimously.

4. CHANGE OF NAME OF THE COMPANY

The Matter concerning the change of the name of the company was placed before the Members for their consideration and Approval. In this regard a resolution was put forward by the Chairman and accordingly Mr. Satish Kagliwal proposed and Mr. Radhyesham Attal seconded the following resolution to be passed as a special resolution.

“RESOLVED THAT Pursuant to the provisions of section 13 of the Companies Act, 2013 (corresponding to Section 21 of the Companies Act, 1956) and other applicable provisions if any, and subject to the approval of the Central Government, the name of the company be changed from NATH SEEDS LIMITED to TECHINDIA NIRMAN LIMITED & the name NATH SEEDS LIMITED, wherever it appears in the Memorandum of Association, Articles of Association, documents etc be substituted by the new name TECHINDIA NIRMAN LIMITED.

RESOLVED FURTHER THAT Mr. Satish Kagliwal, Whole Time Director of the Company be and is hereby authorised to do all acts & deeds, settle all matters and things arising out of and incidental to the above mentioned change in the name of the Company and further take all such steps as it may, in its absolute discretion, deem necessary to give effect to this resolution.”

The Chairman put the resolution for voting by show of hands and the resolution was passed unanimously.

5. ALTERATION OF MEMORANDUM OF ASSOCIATION & ARTICLES OF ASSOCIATION

The Matter concerning the alteration of the Memorandum of Association & Articles of Association of the company pursuant to the change of the name of the company was placed before the Members for their consideration and Approval. In this regard a resolution was put forward by the Chairman and accordingly Mr. Satish Kagliwal proposed and Mr. Radhyesham Attal seconded the following resolution to be passed as a special resolution.

“RESOLVED THAT pursuant to the provisions of section 13 & 14 of the Companies Act 2013 & pursuant to the change of name of the company, Clause I of the Memorandum of Association of the company be and is hereby altered to read as follows;

I. The name of the Company is TECHINDIA NIRMAN LIMITED.

RESOLVED FURTHER THAT the Articles of association of the Company be and is hereby altered to include the name TECHINDIA NIRMAN LIMITED.

RESOLVED FURTHER THAT the alterations as mentioned in this resolution be noted in the Memorandum of Association & Articles of Association.

RESOLVED FURTHER THAT Mr. Satish Kagliwal, Whole Time Director of the Company be and is hereby authorized to sign & file the necessary forms with the Registrar of Companies & do all the necessary acts in order to give effect to the above resolution.”

The Chairman put the resolution for voting by show of hands and the resolution was passed unanimously.

6. APPOINTMENT OF MANAGING DIRECTOR

The Matter concerning the appointment of Managing Director was placed before the Members for their consideration and Approval. In this regard a resolution was put forward by the Chairman and accordingly Mr. Akash Kagliwal proposed and Mr. Radhyesham Attal seconded the following resolution to be passed as a special resolution.

RESOLVED THAT pursuant to the provisions of Section 196 & 203 of the Companies Act 2013 (including any amendment, modification, variation or re-enactment thereof), (Section 198, 269, 309 Schedule XIII to the Companies Act, 1956) and subject to approval of the Central Government, if any, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Satish Kagliwal as the Managing Director of the Company for a period of five years effective from 17th May 2014 to 16th May 2019 without any remuneration.

RESOLVED FURTHER THAT Mr. Akash Kagliwal, Director of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution.”

The Chairman put the resolution for voting by show of hands and the resolution was passed unanimously.

The Meeting concluded with a Vote of Thanks to the Chair.



CHAIRMAN
Mr. Akash Kagliwal

Date: 17.05.2014
Place: Aurangabad