



Nath Bio-Genes (I) Ltd.

PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF NATH BIO-GENES (INDIA) LIMITED HELD ON SATURDAY THE 5TH OF JULY 2014 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY AT NATH HOUSE, NATH ROAD, AURANGABAD

DIRECTORS PRESENT

Mr. Satish Kagliwal
Mr. Hitesh Purohit
Mr. Kashinath Iyer

Managing Director
Director
Director

IN ATTENDANCE

Mr. Devinder Khurana
Ms. Laveena Chanchlani

Vice-President-Finance
Company Secretary

Members Present

Members present in person: 30
Members present in proxy: 3
Members via E-voting: 0

Mr. Nandkishor Kagliwal, Chairman of the Board was absent and the Board of Directors proposed to appoint Mr. Satish Kagliwal, Managing Director of the company as the Chairman for the Annual General Meeting.

Mr. Satish Kagliwal was elected as the Chairman to preside over the 20th Annual General Meeting by majority of the members by show of hands. Mr. Satish 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 20th 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.

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. Hitesh Purohit 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 Director

The Matter concerning the Re-appointment of Mr. Kashinath Iyer 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. Hitesh Purohit seconded the following resolution to be passed as an ordinary resolution.

"RESOLVED THAT Mr. Kashinath Iyer, 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.

3. 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. Kashinath Iyer proposed and Mr. Hitesh Purohit 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 re-appointed as the Statutory Auditors of the Company for a period of three years from the

conclusion of this meeting until the conclusion of the Fourth Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company.”

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

4. Borrowing Limit

In the matter concerning provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act 2013 (including any amendment thereto or re-enactment thereof), consent of the members be and is hereby accorded to Board of Directors to borrow money for ordinary course of business of the company. In this respect a resolution was put forward by the Chairman and accordingly Mr. Kashinath Iyer proposed and Mr. Hitesh Purohit seconded the following resolution as special resolution.

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) and other applicable provisions of the Companies Act 2013 (including any amendment thereto or re-enactment thereof), consent of the Company be and is hereby accorded to Board of Directors (hereinafter called ‘the Board’ which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to:

Borrow money for the ordinary course of business of the company, together with the moneys already borrowed by the company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) will exceed the aggregate of paid up capital and free reserves (not set apart for any specific purpose), provided that, the total amount upto which moneys may be borrowed by the Board of Directors shall not exceed Rs 2,50,00,00,000/- (Rs Two Hundred & Fifty Crores only).”

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.

Date: 05.07.2014
Place: Aurangabad


CHAIRMAN
Mr. Satish Kagliwal