



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Nath Bio-Genes (India) Limited will be held on Friday, January 5th, 2018 at 11:30 a.m. at the Registered Office of the Company at Nath House, Nath Road, Aurangabad - 431005, to transact the following business:

SPECIAL BUSINESS:

1. Increase in Authorised Share Capital

To approve an increase in the Authorised Share Capital 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 in accordance with the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 17,00,00,000/- (Rupees Seventeen Crores only) comprising of 1,65,00,000 (One Crore Sixty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) 16% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each to Rs. 21,00,00,000/- (Rupees Twenty One Crores only) comprising of 2,05,00,000 (Two Crores Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) 16% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the existing Clause IV of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby replaced with the following new Clause IV:

V. The liability of the members is limited.

The Authorised share capital of the company is Rs.21,00,00,000 (Rupees Twenty One Crores Only) divided into 2,05,00,000 (Two Crores Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) 16% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each, with all rights, privileges or conditions attached thereto as are provided by the Articles of Association of the company with the power to increase, decrease or reduce and repay the capital or any portion thereof at any time and from time to time in accordance with the regulations of the Company Law and the legislative provisions for the time being in that behalf.

The shares in the capital of the Company for the time being whether original or increased May be divided, consolidated and subdivided into two classes by any new issue or any class of new issue of any value with such preferential deferred, qualified

or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT the existing Clause 4 of the Articles of Association of the Company, relating to the Share Capital be and is hereby replaced with the following new Clause 4:

4. The Authorised share capital of the company is Rs.21,00,00,000 (Rupees Twenty One Crores Only) divided into 2,05,00,000 (Two Crores Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) 16% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as it may deem necessary, proper or expedient to give effect to this resolution."

2. Raising of Funds

To approve raising of funds 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** pursuant to the provisions of Sections 23, 41, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) ("the Companies Act"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) ("the ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulation"), to the extent applicable, the provisions of the Foreign Exchange Management Act, 1999, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) ("the FEMA"), the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 ("the FCCBs Scheme, 1993"), to the extent applicable, the Depository Receipts Scheme, 2014 ("the DR Scheme, 2014"), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India and the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident outside India) Regulations, 2000, (including any amendments, statutory modification(s) and / or re-enactment thereof for the time being in force) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the Government of India ("GOI"), the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited ("the Stock Exchanges"), and / or any other regulatory / statutory authorities, to the extent

applicable and subject to the approvals, permits, consents and sanctions of any regulatory / statutory authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include a committee constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time (including with provisions for reservations on firm and / or competitive basis, for such part of issue and for such categories of persons as may be permitted) such number of Equity Shares of the Company of face value INR 10/- each ("the Equity Shares") and / or American Depository Receipts ("ADRs") and / or Global Depository Receipts ("GDRs") and / or other securities convertible into equity shares and / or Non-Convertible Debentures with or without warrants and / or Foreign Currency Convertible Bonds ("FCCBs") and / or a combination thereof, (hereinafter referred to as "Securities") with or without premium, to be subscribed to in Indian and / or any foreign currency(ies), in one or more tranches for cash, at such price or prices, in terms of the applicable regulations and as permitted under the applicable laws, in consultation with the Merchant Banker(s) and / or other Advisor(s) or otherwise, for an aggregate amount up to Rs. 160,00,00,000/- (Rupees One Hundred Sixty Crores Only), in one or more tranches by way of Further Public Offer / Qualified Institutions Placement ("QIP") / Preferential Issue or any other method, to the eligible investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer / placement document / private placement offer letter and / or other letter or circular ("Offering Document / Placement Document / Disclosure Document / Information Memorandum") on such terms and conditions, including the terms of the issue, type of Securities to be issued, fixing the record date, and at such price, as may be permitted under the applicable laws and/or as may be permitted by the relevant regulatory / statutory authority, in such manner as may be deemed appropriate by the Board at its absolute discretion and without requiring any further approval or consent from the members.

FURTHER RESOLVED THAT the Equity Shares as may be required to be issued and allotted in accordance with the terms of the offer shall rank *pari-passu* inter-se and with the then existing Equity Shares of the Company in all respects.

FURTHER RESOLVED THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VIII of the ICDR Regulations:

- 1) the allotment of Securities shall be completed within 12 months from the date of passing of the Special Resolution or such other time as may be allowed under the ICDR Regulations from time to time;
- 2) the relevant date for the purpose of pricing the Securities shall, subject to applicable law, be the date of the meeting in which the Board / Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations, as amended; and
- 3) the QIP shall be made at such price not less than the price determined in accordance with the pricing formula provided under the ICDR Regulations ("QIP Floor Price") and the price determined for a QIP shall be subject to appropriate adjustments as per the provisions of Regulation 85(4) of the ICDR Regulations, as may be applicable and the Board may, at its absolute discretion, may offer a discount of not more than 5% (five per



cent) or such other percentage as may be permitted under applicable law on the QIP Floor Price.

FURTHER RESOLVED THAT in the event the Securities are proposed to be issued, as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable laws including the provisions of the DR Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment thereof).

FURTHER RESOLVED THAT in the event the Securities are proposed to be issued as FCCBs, the pricing of the Securities and the relevant date, if any, shall be determined in accordance with the provisions of the FCCBs Scheme, 1993, to the extent applicable, issued by the Ministry of Finance and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (in each case including any statutory modifications, amendments or re-enactment thereof).

FURTHER RESOLVED THAT the Board be and is hereby authorised to appoint lead Manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, debenture trustees, consultants and all such other agencies / intermediaries as are or may be required to be appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandums, documents, etc. with such agencies and also to seek the listing of such Securities on the Stock Exchanges.

FURTHER RESOLVED THAT the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the issue, offer and allotment of Securities including the finalization and approval of the draft as well as final offer document(s), determining the form and manner of the Issue, identification of the investors to whom the Securities are to be offered, utilization of the issue proceeds, authorising any Director or Officer of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue discounts as permitted under applicable law and all other terms and conditions of the Securities, signing of declarations, filing of necessary forms with regulatory authorities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any duly authorised committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.



FURTHER RESOLVED THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee of Directors or any Director or Officers of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper to give effect to aforesaid resolution.”

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
4. Members / Proxyholder / Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
5. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
6. Electronic copy of the Notice is being sent 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 address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. www.nathbiogenes.com.
7. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.
8. The Business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
9. **EVOTING INSTRUCTIONS**
The instructions for shareholders voting electronically are as under:



- a. The voting period begins on <Tuesday 2nd January 2018 9.00 AM IST> and ends on <Thursday 4th January 2018 5.00 PM IST>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of <Friday 29th December 2017> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. The shareholders should log on to the e-voting website www.evotingindia.com.
- c. Click on Shareholders.
- d. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company
- e. Next enter the Image Verification as displayed and Click on Login.
- f. 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.
- g. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. - 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).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for the relevant <Nath Bio-Genes (India) Limited> on which you choose to vote.
- l. 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

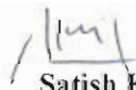
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option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. 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.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- s. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 linked in the login 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.
- t. 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.

Registered Office:
Nath House, Nath Road,
Aurangabad-431005
CIN: L01110MH1993PLC072842
Date: 08.12.2017
Place: Aurangabad

By order of the Board of Directors


Satish Kagliwal
Managing Director
DIN: 00119601

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013

As required under Section 102 and 110 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to Item No. 1 of the Notice dated Friday, December 8, 2017.

Item No 1:

Considering the business plans and fund requirements of the Company, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 17,00,00,000/- (Rupees Seventeen Crores only) comprising of 1,65,00,000 (One Crore Sixty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) 16% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each to Rs. 21,00,00,000/- (Rupees Twenty One Crores only) comprising of 2,05,00,000 (Two Crores Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each and 50,000 (Fifty Thousand) 16% Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each. This will also result in alteration of Share Capital clause in Memorandum and Articles of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their equity shareholding in the Company, if any.

The Board recommends the resolution as set out in the Item No. 1 of the Notice for the approval of the members as a Special Resolution.

Item No 2:

The Company is engaged in the business of Production, Processing, and Marketing of Hybrid and GM Seeds. Subject to applicable laws, the Company intends to use the proceeds from the issue of the Securities for the purpose of reduction in company borrowings from financial institutions as also to augment the working capital need of the company, and such other purposes as any may be permitted by the applicable laws. The requirement of funds is proposed to be met through issue of securities including but not limited to Equity Shares and / or American Depository Receipts ("ADRs") and / or Global Depository Receipts ("GDRs") and / or any other securities convertible into Equity Shares and / or Non Convertible Debentures with or without warrants and / or Foreign Currency Convertible Bonds ("Securities"), through Further Public Offer / Qualified Institutions Placement ("QIP") / Preferential Issue / Rights Issue or through any other permissible mode or a combination thereof, as may be permitted under applicable laws, subject to approval of the members of the Company, if required and other appropriate approvals, for an aggregate amount of up to Rs. 160,00,00,000/- (Rupees One Hundred Sixty Crores Only), to the eligible investors.

As the aforesaid issue may result in issue of Securities by the Company to investors who may or may not be the Members of the Company, the consent of the Members through a Special Resolution is required pursuant to the provisions of Section 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations") and other applicable laws for the time being in force. The detailed terms and

conditions for the offer of Securities will be determined by the Board in consultation with the Advisors, Lead Managers, and such other agency or agencies as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

In view of the above, it is proposed to seek the approval of the members of the Company to authorise the Board to create, offer, issue and allot securities, in one or more tranches, to the eligible investors, as the Board may decide without the need for fresh approval from the members of the Company.

The pricing of the Securities that may be issued to Qualified Institutional Buyers pursuant to a QIP shall be determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the ICDR Regulations or such other discount as may be permitted under applicable law. The relevant date for the purpose of pricing the Securities shall, subject to applicable laws, be the date of the meeting in which the Board / Committee decides to open the proposed issue or such other date as may be permitted under the ICDR Regulations.

Pursuant to the provisions of Chapter VIII of the SEBI Regulations, the aggregate of the proposed Qualified Institutions Placements, if any made by the Company in the same financial year shall not exceed 5 times, the net worth of the Company as per the audited balance sheet of the previous financial year.

The pricing of the Securities where the Securities are issued as ADRs / GDRs or FCCBs shall be determined in accordance with the provisions of the applicable laws, rules and regulations issued by relevant authorities.


The Equity Shares allotted would be listed on BSE Limited and National Stock Exchange of India Limited and in case of ADR / GDR, on overseas Stock Exchange(s). The offer / issue / allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations.

None of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their equity shareholding in the Company, if any.

The Board recommends the resolution as set out in the Item No. 2 of the Notice for the approval of the members as a Special Resolution.

Registered Office:
Nath House, Nath Road,
Aurangabad-431005
CIN: L01110MH1993PLC072842
Date: 08.12.2017
Place: Aurangabad

By order of the Board of Directors


Satish Kagiwal
Managing Director
DIN: 00119601