

NEHA P. AGRAWAL
COMPANY SECRETARY

**B -3, KALYANI GURMUKH HEIGHTS, BEHIND SSC BOARD, NEAR OSMANPURA CIRCLE,
Aurangabad - 431 005, 0240 - 2333432**

REPORT OF SCRUTINIZER

**(Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 (4) (Xii) of
the Companies (Management and Administration) Rules, 2014)**

To,
The Chairman,

The Annual General Meeting of the Equity Shareholders of Nath Bio-Genes (India) Limited held on 24th August 2017 at 11.00 am at the Registered Office of the Company at Nath House, Nath Road, Aurangabad.

Dear Sir,

I Neha P Agrawal, Practising Company Secretary was appointed as the scrutinizer by the Board of Directors of Nath Bio-Genes (India) Ltd (The Company) for the purpose of scrutinizing the e voting process (remote Evoting) and voting by use of show of hands at the meeting pursuant to Section 108 of the Companies Act 2013 read with Rule 20 & 21 of the Companies (Management & Administration) Rules 2014, (Amendment Rules 2015) in respect of the below mentioned resolutions proposed at the Annual General Meeting of the Company held on 24th August 2017 at 11.00 am at the Registered Office of the Company at Nath House, Nath Road, Aurangabad submit my report as under;

1. The Compliance with the provisions of the Companies Act 2013 and the Rules made there under relating to voting through electronic means (remote voting) and voting by show of hands by the shareholders on the resolutions proposed in the Annual general Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process through electronic means and by show of hands are conducted in a fair and transparent manner and render a consolidated Scrutinizers report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository System Limited (CDSL) and the report of the chairman.

2. I have rendered Scrutinizers' Report separately on the remote e-voting and by show of hands at the meeting and I hereby submit consolidated Scrutinizers Report pursuant to Rule (4) (Xii) on all resolutions contained in the Notice of the aforesaid Annual General Meeting.

3. The result of the e-voting is as under;

a) RESOLUTION 1: Ordinary Resolution

To receive, consider and adopt Audited Balance Sheet of the Company as at March 31, 2017 and Statement of Profit & Loss for the year ended as on that date together with the Reports of Directors and Auditors thereon.

(i) Votes in favour of Resolution

No of members	No of Votes cast by them	% of the total number of valid votes cast
4	338	100%

(ii) Votes against the resolution

No of members	No of Votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes

No of members	No of Votes cast by them	% of the total number of valid votes cast
0	0	0

b) RESOLUTION 2: Ordinary Resolution

RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made there under, pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Ashok R Majethia & Co. Chartered Accountants, (Firm Registration No. 127769W) be and are hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting till the conclusion of next 6th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending on March 31, 2018 as may be determined by the Audit Committee in consultation with the Auditors.

(i) Votes in favour of Resolution

No of members	No of Votes cast by them	% of the total number of valid votes cast
4	338	100%

(ii) Votes against the resolution

No of members	No of Votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes

No of members	No of Votes cast by them	% of the total number of valid votes cast
0	0	0

c) RESOLUTION 3: Ordinary Resolution

To appoint Mrs. Sweta Kagliwal as Director of the Company, who retires by rotation and being eligible, seeks re-appointment.

(i) Votes in favour of Resolution

No of members	No of Votes cast by them	% of the total number of valid votes cast
4	338	100%

(ii) Votes against the resolution

No of members	No of Votes cast by them	% of the total number of valid votes cast
0	0	0

(iii) Invalid votes

No of members	No of Votes cast by them	% of the total number of valid votes cast
0	0	0

d) RESOLUTION 4: Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification from time to time or any re-enactment thereof for the time being in force) (the “Act”) read with Schedule V to the said Act, and recommendation of the Nomination and Remuneration Committee and Audit Committee, consent of the members of the Company be and is hereby accorded for revision of remuneration to Mr. Satish Kagliwal (holding DIN 00119601), as Managing Director of the Company with effect from 1st April 2017, for remainder of duration of appointment up to July 31st 2018 as mentioned below: -

Sr No	Salary & Perquisites (per annum)	INR in Lacs
1	Basic Salary	12,00,000
2	Special Allowance	10,00,000
3	Other Allowance	7,50,000
4	Conveyance Allowance	25,000
5	Medical Allowance*	25,000
	TOTAL	30,00,000

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorized to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013.

3. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking You,

Neha P Agrawal
Scrutinizer
CP No 8048



Neha P. Agrawal

Place: Aurangabad
Date: 24.08.2017

Neha Agrawal
Company Secretary :
C.P. No.: