



NATH SEEDS®

## Nath Bio-Genes (I) Ltd.

(CIN L01110MH1993PLC072842)

5<sup>th</sup> January, 2018

The Secretary,  
The Stock Exchange, Mumbai  
Phiroze Jeejeebhoy Towers,  
Dalal Street, MUMBAI – 400 001

The Secretary,  
National Stock Exchange of India,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (E), MUMBAI – 400 051

SCRIP CODE NO: 537291

Subject: Proceedings of The Extra Ordinary General Meeting

Dear Sir,

The Extra Ordinary General Meeting of the Company was held today i.e. 5<sup>th</sup> January, 2018.  
Kindly find enclosed proceedings of the Extra Ordinary General Meeting with this letter.

This is for your information and records purpose.

Thanking you.

Yours faithfully,  
For Nath Bio-Genes (India) Ltd.

  
Authorized Signatory.

Encl : a/a

- Nath House, Nath Road, Aurangabad - 431005 (MS) Tel : 0240-2376314/5/6/7  
Email : info@nathseeds.com www.nathbiogenes.com
- 1, Chateau Windsor, 86 Veer Nariman Road, Mumbai - 400020 (MS) Tel : 022-22871001, 22875653/4/5

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## **Nath Bio-Genes (I) Ltd.**

(CIN L01110MH1993PLC072842)

**PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF NATH BIO-GENES (INDIA) LIMITED HELD ON FRIDAY THE 5<sup>TH</sup> JANUARY, 2018 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NATH HOUSE, NATH ROAD, AURANGABAD.**

### **DIRECTORS PRESENT**

Mr. Nandkishor Kagliwal	Chairman
Mr. Satish Kagliwal	Managing Director
Mr. Kashinath Iyer	Director
Mr. Shrirang Agrawal	Director
Mr. Omprakash Sharma	Director
Ms. Sweta Garodia	Director

### **IN ATTENDANCE**

Mr. Devinder Khurana	Chief Financial Officer
Ms. Laveena Chanchlani	Company Secretary

### **Members Present**

Members Present in person: 36

Members Present in proxy: 0

Members via E-voting: 3

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 Extra Ordinary General Meeting. The Chairman briefed about the impending resolutions to the members.

The following business was transacted at the meeting.

### **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**:

- Nath House, Nath Road, Aurangabad - 431005 (MS) Tel : 0240-2376314/5/6/7  
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**"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."

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



## 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 other 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 I 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 I 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)

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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."

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: 05.01.2018  
Place: Aurangabad

  
**Managing Director**  
**Satish Kagliwal**