

## **NOTICE**

Notice is hereby given that the Twenty Second Annual General Meeting of members of Baramati Cattlefeeds Pvt. Ltd. will be held on Monday, 7<sup>th</sup> September 2015, at 11:00 a.m. at its registered office situated at Plot No. E-248, 248-A, 249, 249-A opposite Soma Textile, M.I.D.C., Baramati, Dist- Pune, 413133, to transact the following business:-

### **ORDINARY BUSINESS:**

- 1) To consider and adopt the Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the year ended on that date and the report of the directors and auditors annexed thereto.
- 2) To confirm the payment of Interim Dividend paid on Equity Shares.
- 3) To declare Final Dividend on Equity Shares.
- 4) To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. V. G. Dadhe and Co., Chartered Accountants, Pune (Firm Registration Number 101979W) which has been approved."

**"FURTHER RESOLVED THAT,** the appointment of M/s V. G. Dadhe & Co., Chartered Accountants, Pune (Firm Registration Number 101979W) shall hold office until the conclusion of the Annual General Meeting to be held in calendar year 2019."

**"FURTHER RESOLVED THAT,** the said appointment be and is hereby ratified for the financial year 2015-16 and at such remuneration to be decided by the Board of Directors in consultation with the said auditors."

### **SPECIAL BUSINESS:**

- 5) To alter the clause of Articles of Association and in this regard to consider and thought fit, to pass with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing clause 84 of Articles of Association of the Company be and is hereby altered in the following manner, that is to say, the word 'Twenty-one days' appearing in the first line of the existing clause 84 of the Articles of Association of the Company be deleted and substituted by the word 'Seven days' being all other matter of the said clause remaining the same."

**"FURTHER RESOLVED THAT,** Mr. Hambirrao B. Mane, Chairman of the Company and/or Mr. Nitin H. Mane, Whole-Time Director of the Company and/or Mr. Sachin H. Mane, Managing Director of the company be & are hereby authorized to do all such acts, deeds, matters, things and to sign forms, documents, undertakings, declarations and such other papers as may be required in future from time to time, manually or digitally be filed with any authority under any statute and as may be necessary, desirable, expedient for giving effect to the said and all other relevant resolution/s."

- 6) To consider, and thought fit, to pass with or without modifications, the following resolution as a special resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), since Mr. Hambirrao Bandoba Mane (DIN: 00661351) has demitted his designation of Whole-time director earlier and designated as chairman Emeritus of the company, the approval of the shareholders is hereby accorded for revising his remuneration w.e.f. 01.04.2015 as follows:

1) Commission: He shall be paid commission at the rate of 3% of the Profit.

2) Perquisites, allowances and amenities:

- Medical Expenses: Reimbursement of all medical expenses including hospitalization and surgical charges incurred for self and dependents.
- Car: The Company shall provide a car with chauffeur for official use.
- Conveyance Facilities: The Company shall provide suitable vehicle.

All the repairs, maintenance and running expenses including driver's salary shall be reimbursed by the Company.

- Telephone and other communication facilities: The Company shall provide telephone and other communication facilities at the Chairman and Whole-Time Director's residence. All the expenses incurred shall be reimbursed by the Company.

The above commission and facilities shall be subject to the overall ceiling, if any, as may be laid down as per the provisions of the Companies Act, 2013, as applicable, from time to time.

**Minimum Payment:** In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Chairman, the payment of privileges, facilities and other allowances shall be governed by the limits as per the provisions of the Companies Act, 2013, if any, and as applicable.

Further all the other privileges or facilities will be provided to him in accordance with the standard rules of the Company as applicable."

**"RESOLVED FURTHER THAT,** all earlier resolutions relating to remuneration of Mr. Hambirrao Bandoba Mane (DIN: 00661351), Chairman of the company, previously passed by the members be and are hereby stand revised."

**"RESOLVED FURTHER THAT,** Mr. Nitin H. Mane, Whole-Time Director of the Company and/or Mr. Sachin H. Mane, Managing Director of the company be and are hereby authorized to revise from time to time the commission, privileges and facilities payable to Mr. Hambirrao Bandoba Mane (DIN: 00661351), Chairman of the Company."

**"FURTHER RESOLVED THAT,** Mr. Nitin H. Mane, Whole-Time Director of the Company and/or Mr. Sachin H. Mane, Managing Director of the company be & are hereby authorized to do all such acts, deeds, matters, things and to sign forms, documents, undertakings, declarations and such other papers as may be required in future from time to time, manually or digitally be filed with any authority under any statute and as may be necessary, desirable, expedient for giving effect to the said and all other relevant resolution/s."

**ON BEHALF OF BOARD OF DIRECTORS**

**DATE: - 05.08.2015**

**PLACE: -BARAMATI**



**Mr. SACHIN.H.MANE**  
**(DIN: 00661372)**  
**MANAGING DIRECTOR**

**NOTES: -**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and the instruments appointing proxies, in order to be effective, must be received by the Company not less than 48 hours before the scheduled time of the meeting.
2. The Dividend as recommended by the board, if approved at the meeting, will be paid to the members whose names are registered in the Register of Members as on 7<sup>th</sup> September, 2015.
3. Members are requested to notify the company immediately of change of address if any.
4. As per the Articles of Association of the company, the explanatory statement as required under section 173 of the Companies Act, 1956 (Section 102 of the Companies Act, 2013), in respect of special business is not required as per clause 84 of Articles of Association of the company.