

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of members of Baramati Cattlefeeds Pvt. Ltd. will be held on Friday, 19th August 2016, 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, 2016 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 Dividends paid on Equity Shares.
- 3) To declare Final Dividend on Equity Shares.
- 4) 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 there under (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 2016-17 and at such remuneration to be decided by the Board of Directors in consultation with the said auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT, all earlier resolutions relating to remuneration of Mr. Sachin Mane (DIN: 00661372), Managing Director of the company, previously passed by the members be and are hereby stand revised."

"RESOLVED FURTHER THAT, pursuant to the 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), and the provisions of Articles of Association of the company, the consent be & is hereby accorded for revising the remuneration to Mr. Sachin H. Mane (DIN : 00661372), Managing Director, of the Company w.e.f. 01.04.2016 and he shall be entitled to the remuneration of Rs.2,40,000/- (Rupees Two Lakh Fourty Thousand only) per month. Further all other terms of privileges or facilities will be provided to him in accordance with the standard rules of the Company as applicable."

"RESOLVED FURTHER THAT, the board of director of the company be and is hereby authorized to revise from time to time the remuneration payable to Shri Sachin H. Mane (DIN: 00661372), Managing Director."

"RESOLVED FURTHER THAT, Mr. Hambirrao Bandoba Mane, Chairman or Mr. Nitin Hambirrao Mane, Whole-Time Director be and are hereby authorised to do all such acts, deeds, matters, things as sign and file the forms, documents, undertakings, declarations and such other papers, digitally or otherwise, as may be necessary, desirable, expedient for giving effect to the said resolution."

ON BEHALF OF BOARD OF DIRECTORS

DATE: - 25.07.2016

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 19th August 2016.
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 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.