

MINUTES OF THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF BIOTECH CONSORTIUM INDIA LIMITED (BCIL) HELD AT 11.30 A.M. ON FRIDAY, THE 01ST DAY OF SEPTEMBER 2023 THROUGH VIDEO CONFERENCING AT THE REGISTERED OFFICE OF THE COMPANY AT 5TH FLOOR, ANUVRAT BHAWAN, 210, DEEN DAYAL UPADHYAYA MARG, NEW DELHI -110002 (DEEMED VENUE)

SHAREHOLDERS PRESENT:

S.No.	NAME	REPRESENTING
1.	Shri Anil Kumar	IDBI Bank Limited
2.	Shri Manish Kumar	IFCI Limited
3.	Shri B Satish Krishnan	EID Parry (India) Limited
4.	Shri Lalith Kumar Mohanty	Chennai Petroleum Corp. Limited
5.	Shri Mahen Poladia	Specified Undertaking of UTI
6.	Shri K Yuvaraj	Malladi Drugs and Pharmaceuticals Limited
7.	Dr. Purnima Sharma	Individual

DIRECTORS PRESENT:

1.	Dr. V.P. Kamboj	Chairman
2.	Dr. Sanjeev Khosla	Director
3.	Dr. Purnima Sharma	Managing Director

OFFICERS OF BCIL:

1.	Shri Mukesh Gupta	AGM (Finance) & Company Secretary
2.	Shri Manish Sharma	Manager

TIMINGS OF THE MEETING

The meeting commenced at 11.30 AM and concluded at 12.20 PM

CHAIRMAN OF THE MEETING

Dr. V.P. Kamboj, Chairman of the Board of Directors of the company chaired the meeting. There being requisite quorum, he called the meeting to order.

Chairman welcomed the Members, Directors and Officers of Biotech Consortium India Limited (BCIL) to the 33rd Annual General Meeting of the Members of BCIL.

The Chairman informed that remaining Directors and Auditors could not be present for the meeting due to their pre-occupations and requested for grant of leave of absence to them.

With the permission of the Members, the notice convening the 33rd Annual General Meeting, Financial Statement for the FY 2022-23 together with Directors Report and Auditors Report thereon were taken as read.

The following documents and registers were made available for inspection electronically:

- i. Annual Report for the FY 2022-23 containing notice convening the 33rd Annual General Meeting, Directors Report and also Annexures thereto for the financial year ended 31st March 2023, the Audited Accounts and Auditors Report thereon for the financial year ended 31st March 2023.
- ii. The Register of Directors and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting).
- iii. Register of contracts or arrangements in which Directors are interested (remained open for inspection during the meeting).

Thereafter, the formal business was taken up.

Item No. 1: Adoption of Financial Statement for the FY 2022-23

Shri Mukesh Gupta informed the Members that the Financial Statement comprising Balance Sheet as on 31st March 2023, the Statement of Profit and Loss Account, Cash Flow Statement, Significant Accounting Policies and Notes to the Accounts for the year ended as on that date together with Directors Report and Auditors Report thereon, had already been circulated to the Members. He informed the Members that as the Auditors Report does not contain any qualification, therefore as per the provisions of Section 145 of the Companies Act, 2013, there is no requirement of reading the Auditors Report at the AGM. He apprised the Members about the key financial figures of the company for the FY 2022-23 and informed that during the year, the company had achieved an income of Rs. 564.70 lakhs. The company had achieved a profit of Rs. 30.70 lakhs during the year. Reserves and surpluses of the company have been increased from Rs. 2402.33 lakhs as on March 31, 2022 to Rs. 2426.99 lakhs as on March 31, 2023.

Dr. Purnima Sharma made a presentation to the Members about the activities and developments taken place in the company during the financial year 2022-2023.

After discussion, the following ordinary resolution, proposed by Shri Anil Kumar and seconded by Shri K Yuvaraj Rath was carried out unanimously:

“RESOLVED THAT the Financial Statement of the company for the FY 2022-23 including Audited Balance Sheet, the Statement of Profit and Loss Account, Cash Flow Statement and Report of Directors’ and Auditors’ thereon be and are hereby adopted”.

Item No. 2: Re-appointment of Shri P R Suresh as Director of the company

The following ordinary resolution, proposed by Dr. Purnima Sharma and seconded by Shri Manish Kumar was carried out unanimously:

“RESOLVED THAT Shri P R Suresh (DIN- 01530411), who retires by rotation and being eligible, be and is hereby reappointed as Director of the company.”

Item No. 3: Re-appointment of Dr. Sanjeev Khosla as Director of the company

The following ordinary resolution, proposed by Dr. Purnima Sharma and seconded by Shri Anil Kumar was carried out unanimously:

“**RESOLVED** Dr. Sanjeev Khosla (DIN- 08906958), who retires by rotation and being eligible, be and is hereby reappointed as Director of the company.”

Item No. 4: Appointment of Shri Ranjan Kumar Rath as Director of the Company

The following ordinary resolution, proposed by Shri K Yuvaraj and seconded by Dr. Purnima Sharma was carried out unanimously:

“**RESOLVED THAT** Shri Ranjan Kumar Rath (DIN-09735227), Chief General Manager, IDBI Bank Limited, New Delhi who was appointed as a Nominee Director of the IDBI Bank in the 134th Board Meeting held on September 28, 2022 be and is hereby appointed as a Director of the company”.

Item No. 5: Appointment of Dr. Purnima Sharma as Managing Director of the company for a period of five years with effect from May 23, 2023

The following special resolution, proposed by Shri Anil Kumar and seconded by Shri B Satish Krishnan was carried out unanimously:

“**RESOLVED THAT** pursuant to the provisions of Sections 117, 152, 161, 170 196 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and any amendments thereof and as approved by the Board of Directors in their meeting held on December 28, 2022, the Members of the company hereby approve the reappointment of Dr. Purnima Sharma as Managing Director of the company with effect from May 23, 2023 for a period of five years on the following terms and conditions:

Basic Pay and Pay Scale:

A starting basic pay of Rs. 243800* in the pay scale 135700-4700-182700-4700-253200.

* with effect from 23rd May 2023

Dearness Allowance:

Linked to the all India Consumer Price Index and as followed by the all India financial institutions.

House Rent Allowance:

As per rules of the company. HRA will be payable at the rate of 30% of the basic pay. Alternately, leased accommodation may be provided by the company, the rent of which shall not exceed 50% of the basic pay.

Perquisites:

a. **Ordinary Leave:**

As per rules of the company

b. **Other Leave:**

As per rules of the company

c. **Leave Encashment:**

As per rules of the company

d. **Contributory Provident Fund:**

As per rules of the company

e. Travelling Allowance:

As applicable to Directors of the company

f. Gratuity:

As per rules of the company

g. Medical Allowance:

As per rules of the company.

h. Medical Insurance:

As per rules of the company

i. Personal Accident Insurance:

Premium not exceeding Rs.1,500 per annum

j. Telephone and Internet:

Free telephone and internet at residence at the expense of the company.

k. Car:

Free use of company's car for official purposes. Use of car for private purposes will be permitted on payment as per rules applicable to Chief Executive of the Company and as decided by the Board from time to time i.e presently Rs. 250 per 500 km and proportionately thereafter.

l. Club Membership:

Membership fee of one club.

m. Leave Fare Concession:

To and fro air fare for self and family to hometown/any place once in a year. For traveling outside India, reimbursement will be restricted upto regular fare of a distance of 2100 km from Delhi (in India-One way) of Air India or actual expenses incurred, whichever is lower.

n. Entertainment Allowance:

Not exceeding one month's pay plus DA in a year for official entertainment.

o. Termination of service:

On three months' notice from either side

With regard to all matters not specifically mentioned above, the terms and conditions of service shall be the same as those applicable to senior executives of the company from time to time. The terms and conditions may be altered as and when deemed necessary".

"RESOLVED FURTHER THAT pursuant to the provisions of section 197 read with schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the

Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company, the Members of the company hereby approve that the remuneration approved by the Board be paid as minimum remuneration to Dr. Purnima Sharma irrespective of the fact whether company profits are inadequate in any financial years between April 01, 2023 to March 31, 2026.

The meeting concluded with a vote of thanks to the Chair.



(Dr. V P Kamboj)
Chairman

Date : 01.09.2023
Place: Lucknow