

NOTICE OF 6TH ANNUAL GENERAL MEETING

**Shreenathji Industrial Estate, Plot No. 11, Near Kuvadva G I D C,
National Highway 8-B, Rajkot-360023, Gujarat**

NOTICE is hereby given that the 6th Annual General Meeting of the members of Bombay Super Hybrid Seeds Limited will be held on Monday, 17th day, August 2020 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS :

- 1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements of the Company for the year 2019-20 together with the Reports of the Board of Directors’ and Auditors’ thereon of the Company for the year 2019-20 as presented to the meeting, be and hereby, approved and adopted.”

- 2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT, Pursuant to Section 152 of Companies Act, 2013 Mr. Hemang C Baxi (holding DIN No.07278049), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby reappointed as a Director of the Company.”

- 3. APPOINTMENT OF STATUTORY AUDITOR:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Ordinary Resolution:

“RESOLVED FURTHER THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/S Mukund v. Mehta, Chartered Accountants & a Peer Reviewed Firm, having Firm Registration No. 0106664W, be and are hereby Re appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 6th Annual General Meeting till the conclusion of 7th Annual General Meeting , at such remuneration as mutually agreed between the Auditors and Management of the Company”.

“RESOLVED FURTHER THAT, Board of Directors be and are hereby authorized to do all such acts, deeds and things as may be required in this regard to implement and give effect to this Resolution”.

“RESOLVED FURTHER THAT Mr. Arvindkumar J Kakadia (DIN 06893183), Managing Director, be and is hereby authorised to Certify copy of this Resolution.

SPECIAL BUSINESS :

- 4. TO APPOINT MR. AMIT GADHIYA (DIN : 08708845) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), MR. AMIT KISHORBHAI GADHIYA (DIN 08708845), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director and as he is the registered member of Independent Director’s Databank managed by Indian Institute of Corporate Affairs, be and is hereby appointed as Independent Director of the Company with the approval of the members, for five consecutive years with effect from 17th August, 2020 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT, Board Of Director of the company be and are hereby authorized to take such steps as may be necessary for obtaining approvals in relation to the above matter and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents, writings that may be required, and filling of various E-Forms as required to filed under the Companies Act, 2013 to Registrar of Companies or to any other authority as may be required on behalf of the company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

5. ISSUE OF BONUS SHARES IN RATIO OF 1:3 OUT OF FREE RESERVES AND SECURITIES PREMIUM ACCOUNT.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard the consent of the members of the Company be and is hereby accorded for issue upto 26,23,432 equity shares (Twenty Six Lakhs Twenty Three Thousand Four Hundred Thirty Two) of Rs. 10/- each as bonus shares of an aggregate nominal value upto Rs. 2,62,34,320 / - (Rupees Two Crore Sixty Two Lakhs Thirty Four Thousand Three hundred Twenty), as bonus shares to the shareholders out of the Free reserve & Securities Premium Account."

"RESOLVED FURTHER THAT:

- a. The bonus issue of shares will be made in the ratio of 1:3 [i.e.1 (One) fully paid up equity shares for every 3 (Three) fully paid up equity shares held.] to the shareholders on such date (Record Date) as may be determined by the board of director(s) after approval of Shareholders .
- b. With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders. whose names appear in the Register of Members maintained by the Company’s Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board.

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank Pari Passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchange where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion as deem fit."

6. INCREASE IN AUTHORISE SHARE CAPITAL & TO ALTER CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY .

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 61(1)(a) and 64(1)(a) of the Companies Act, 2013 and the relevant rules formed under the companies (Share Capital & Debenture) Rule, 2014 and other applicable provisions, if any, (including any statutory modifications and re-enactment(s) amendment thereof for time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000 (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 11,00,00,000 (Rupee Eleven Crore) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs. 10/- each by creation of additional 10,00,000 (Ten Lakh) Equity Shares of Rs. 10/- each by altering the clause V of the Memorandum Of Association of the company as follows:

V. The Authorised Share Capital of the Company is Rs.11,00,00,000/- (Rupee Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakh) equity shares of Rs.10/- (Rupee Ten only) each.

RESOLVED FURTHER THAT, Board of Directors of the company be and are hereby authorised to file the necessary forms required to be filed under the Companies Act, 2013 and to do all acts and take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.

Regd. Office:

Shreenathji Industrial Estate, Plot No. 11,
Near Kuvadava G I D C, 8-B,
National Highway,
Rajkot-360023, Gujarat

Date: 16.07.2020

Place: Kuvadva, Rajkot.

By Order of the Board
For Bombay Super Hybrid Seeds Limited

_____**SD/-**_____

CS Mona Rathod

Company Secretary & Compliance Officer

Notes:

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 6thAGM of the Company through VC/OAVM.**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020. the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 250 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.bombaysuperseeds.com. The Notice can also be accessed from the websites of National Stock Exchange of India Limited at www.nseindia.com and on NSE Emerge platform at https://www1.nseindia.com/emerge/index_sme.htm. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business under Item No. 2 & 6 of the Notice is annexed hereto.

9. Members are requested to intimate the Registrar and Share Transfer Agent of the Company – Skyline Financial Services Pvt. Ltd., A/505 Dattani Plaza, A K Road, Safeed Pool, Andheri (East), Mumbai - 400072., immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialized form.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrars and Share Transfer Agent of the Company.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 13.08.2020 to Saturday 15.08.2020 (both days inclusive) in connection with the Annual General Meeting. Cut off date for shareholders eligible to attend the meeting will be 10.08.2020.
13. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. Accordingly, as a part of the Green Initiative, electronic copy of the Annual Report for F.Y. 2019-20 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. Members who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses with Skyline Line Financial Services Pvt. at Pravin.cm@skylinerta.com Ltd. Members may also note that the Annual Report for F.Y. 2019-20 will also be available on the Company's website www.bombaysuperseeds.com for download.
14. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
15. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to Skyline Financial Services Pvt. Ltd. a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting 48 hours before the date of AGM.
16. **Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services, on all resolutions set forth in this Notice.
18. Notice of the 6TH Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/ Depository

Participants(s) for communication purposes through electronic mode. the Notice of the 6TH Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.

19. The instructions for e-voting are as under:

- (i) The e-voting period commences on, Friday, 14th August, 2020 (09:00 am IST) and ends on Sunday, 16th August, 2020 (5:00 pm IST), the cut-off date of , Monday, 10th August, 2020, may cast their vote electronically. The e-voting module shall be disabled by Skyline Financial Services Pvt. Ltd. for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, 10th August, 2020. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "Bombay Super Hybrid Seeds Limited" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID a. For CDSL: 16 digits beneficiary ID, b. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to enter default PAN No SYSSS1234G
DOB#	Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- (xi) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the relevant EVSN for "Bombay Super Hybrid Seeds Limited" on which you choose to vote.
- (xiv) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xvi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xix) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xx) A person whose name is recorded in the register of members as on the cut-off date i.e. Monday, 10th August, 2020 only shall be entitled to avail the facility of e-voting /Poll.
 - (xxi) The results of e-voting will be placed by the company on its website www.Bombaysuperseeds.com within 2 days of AGM and also communicated to the stock exchanges where the share of the company are listed. The resolution proposed will be deemed to have been passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.
 - (xxii) Mr. Vijay Anadkat, Practising Company Secretaries, (Membership No. A27373) has been appointed as the scrutinizer to scrutinize the e-voting process.
 - (xxiii) Note for Institutional Shareholders Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.com](https://www.evotingindia.com) and register themselves as Corporate. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on. The list of accounts Should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xxiv) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
20. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered Office at Shreenathji Industrial Estate, Plot No. 11, Near Kuvadava G I D C, 8-B , National Highway, Rajkot-360023, Gujarat on all working days of the Company, between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
 21. Members desirous of obtaining any information concerning accounts or operations of the Company are requested to address their questions in writing to the Company at least 5 days before the date of the Meeting through email on info@bombaysuper.in so that the information required may be made available at the Meeting and the same will be replied by the Company suitably.
 22. Route map giving directions to the venue is not annexed to this Notice as meeting will be held through VC/OAVM due to COVID 19 Crisis.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Virtual platform developed by the RTA i.e Skyline Financial Services Pvt. Limited Link along with details will be provided to Eligible shareholders. Shareholders may access the voting during the AGM by clicking the link provided in virtual platform i.e <https://www.evotingindia.com>. Shareholders/members may login by using the remote e -voting credentials. The link for VC/OAVM will be available to eligible shareholder/members at their registered E Mail IDs. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM.
- 2) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- 3) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/ask questions during the AGM may register themselves as an attendee by sending their request in advance atleast **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@bombaysuperseeds.com
- 6) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, PAN, mobile number at info@bombaysuperseeds.com .These queries will be replied to by the company suitably by email.
- 7) Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting. The member who have not registered themselves as an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533. For, any other queries regarding Participating in AGM or other matter kindly write to info@bombaysuper.in , In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to : subhashdhingreja@skylinerta.com

1. **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Ordinary/Special Businesses set out from Item No. 2 to Item No. 6 of the accompanying Notice dated July 16,2020.

ITEM NO. 02 :

Pursuant to Section 152 of Companies Act, 2013 Mr. Hemang C Baxi (holding DIN No.07278049), Director, who retires by rotation and being eligible, offers himself for re-appointment as Executive Director of the Company. **Brief profile of Mr. Hemang C Baxi** is as below :

Name	Mr. Hemang C Baxi
DIN	07278049
Job and Profile Suitability	MR. HEMANG CHANDRAKANT BAXI aged 54 years, He is designated as technical & Executive Director of our Company he holds a degree of M.Sc. (Agriculture) from Gujarat Agriculture University . with his immense experience of 30 years in agriculture field, he has been heading research and development department of our company . He is Active member of Asia Pacific Seeds Association (APSA), Bangkok, Thailand & Zydus School of Excellence, PTA.
Pecuniary Relationship	Mr. Hemang C Baxi holds 30,000 Shares in the company in name of Hemang C Baxi - HUF apart from this he does not have any material pecuniary relationship with the company or with any of the Promoter or Director.
Directorship In Other Companies	Nil

ITEM NO. 03 :

Re appointment of M/S Mukund v. Mehta, Chartered Accountants & a Peer Reviewed Firm, having Firm Registration No. 0106664W as Statutory Auditor of the Company.

In item no. 3 the company has proposed Re appointment of M/S Mukund v. Mehta, Chartered Accountants & a Peer Reviewed Firm, having Firm Registration No. 0106664W in the notice, from the Conclusion of 6th Annual General Meeting till the Conclusion of 7th Annual General Meeting . The board of directors has proposed the resolution for approval of Members. None of the directors and key managerial personnel are interested in this resolutions.

ITEM NO. 04:

Brief profile of Mr. Amit Gadhiya :

Name	Mr. Amit Kishorkumar Gadhiya
DIN	08708845
Job and Profile Suitability	Amit Kishorkumar Gadhiya is 36 year old and has a very wide knowledge of 18 years in the field of Agriculture and other relevant activity related to the same business. He is in this field since year 1999. He is owner of Firm Hanumant Trading Company, which is dealing in agriculture commodities.
Pecuniary Relationship	Amit Kishorkumar Gadhiya does not hold any share or securities in the company along with this he does not have any material pecuniary relationship with the company or with any of the Promoter or Director.
Directorship In Other Companies	Nil

The resolution seeks approval of members for appointment of Independent Director , for the smooth running of business activity and in compliance of section 149,152 of the Companies Act, 2013 board of directors appoint **MR. AMIT KISHORBHAI GADHIYA (DIN : 08708845)** as Non- Executive Independent Director of the company.

The Company has received from his consent in writing to act as director in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013). In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of MR. AMIT KISHORBHAI GADHIYA (DIN : 08708845) , it is proposed to appoint his for the term of 5 years as an independent non-executive Director on the Board of Bombay Super Hybrid Seeds Ltd. In the opinion of the Board, MR. AMIT KISHORBHAI GADHIYA fulfils the conditions specified in the Act; he is independent of the management.

Copy of the draft letter for appointment of **MR. AMIT KISHORBHAI GADHIYA (DIN : 08708845)** as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board considers that his continued association would be of immense benefit to the Company . Accordingly, the Board recommends passing of the Resolution at Item No. 4 of Resolution No.04 of the Notice as a Ordinary Resolution. none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution.

ITEM NO. : 5 & 6

ISSUE OF BONUS SHARES IN RATIO OF 1:3 OUT OF FREE RESERVES AND SECURITIES PREMIUM ACCOUNT AND INCREASE IN AUTHORISE SHARE CAPITAL :

The Board of Directors at its meeting held on Thursday, July 16,2020 subject to the approval of the members of the Company, approved and recommended issue of bonus equity shares of 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1 (One) new fully paid-up equity shares of 10/- (Rupees Ten only) each for every 3 (Three) existing fully paid-up equity shares of 10/- (Rupees Ten only) each by capitalising a sum of Rs. 2,62,34,320/- (Rupees Two Crore Sixty Two Lakhs Thirty Four Thousand Three hundred Twenty only) out of the free reserves and securities premium account the Company.

In order to facilitate issue of bonus shares and for further requirements, if any, it is proposed to increase the Authorised Share Capital to 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore and Ten Lakhs) equity shares of 10/- (Rupees Ten only) each. Further For that purpose, it is required to alter the Memorandum of Association with the approval of Shareholders. The Board of Directors recommended the resolution as set out above and accompanying Notice for the approval of the members.

The proposed issue of bonus shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, if required, from the statutory authorities. Further, it is necessary to authorize the Board of Directors / Committee of the Board to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Directors, the Chief Financial Officer, being the Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolution at Item No. 5&6 only to the extent of shares held, if any, by them in the Company.

Regd. Office:

Shreenathji Industrial Estate, Plot No. 11,
Near Kuvadva G I D C, 8-B,
National Highway, Rajkot-360023, Gujarat

Date : 16.07.2020**Place:** Kuvadva**By Order of the Board**

For, Bombay Super Hybrid Seeds Limited

____SD/-____

CS Mona Rathod

Company Secretary & Compliance Officer