

The background is a gradient of blue shades, from a lighter blue at the top to a darker blue at the bottom. There are several abstract geometric shapes: a large, light blue circle in the lower-left quadrant, and a series of concentric, dotted lines forming a wave-like pattern in the bottom-right corner. In the top-right corner, there is a small cluster of white dots arranged in a grid. In the bottom-left corner, there is a larger cluster of white dots arranged in a grid.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF 8TH 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 8th Annual General Meeting of the members of Bombay Super Hybrid Seeds Limited will be held on **Friday, September 09, 2022 at 11:00 A.M.** at Shrinathji Industrial Estate, Plot No.-11, Near Kuvadva G I D C, 8 - B, National Highway, Rajkot - 360023, Gujarat 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 2021-22 together with the Reports of the Board of Directors' and Auditors' thereon of the Company for the year 2021-22 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. Kishorbhai Devarajbhai Kakadia (DIN: 07412684), 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 an Ordinary Resolution:

"RESOLVED 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. Gautam N Associates & a Peer Reviewed Firm, having Firm Registration No. 0103117W, be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 8th Annual General Meeting till the conclusion of 9th 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. HARSHIL VASANI (DIN: 09633025) 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 **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. HARSHIL VASANI (DIN: 09633025) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. June 11, 2022, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five years with effect from June 11, 2022."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. TO RE-APPOINT MR. ARVINDKUMAR KAKADIA (DIN: 06893183) AS MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and subject to any other approvals as may be required, the consent of the members of the company be and is here accorded for re-appointment of Mr. Arvindkumar J Kakadia (DIN: 06893183), as the Managing Director of the company, for a period of five years with effect from 1st November, 2022, who shall not be liable to retire by rotation on such terms and conditions as prescribed in the resolution and The Board of directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf) has the liberty to alter and vary the remuneration and terms and condition of remuneration as stated here under.

Sr. No.	Particulars	Amount (Rs.)
01.	Salary	Rs. 12,00,000/- p.a. approximately
02.	Incentives/Commission	-----
03.	Perquisites	As per rule of company
04.	Leave and encashment of leave	As per rule of company
05.	Reimbursement of expenses	As per rule of company

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. ARVINDKUMAR. J. KAKADIA (DIN: 06893183). The payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Part II of Section II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT any of the director from the Board of Director of the company of the company be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director's to give effect to the aforesaid resolution."

6. TO RE-APPOINT MR. KIRITKUMAR KAKADIA (DIN: 06893686) AS WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and

Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Kiritkumar. J. Kakadia (DIN: 06893686) as a Whole Time Director of the Company for a period of 5 years, with effect from November 01, 2022 Who shall not be liable to retire by rotation. The Board of directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf) has the liberty to alter and vary the terms and condition and remuneration as stated here under.

Sr. No.	Particulars	Amount (Rs.)
01.	Salary	12,00,000/- P.A. approximately
02.	Incentives/Commission	-----
03.	Perquisites	As per rule of company
04.	Leave and encashment of leave	As per rule of company
05.	Reimbursement of expenses	As per rule of company

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. KIRITKUMAR. J. KAKADIA (DIN: 06893686). The payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Part II of Section II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT any of the Director of the company be and is hereby authorized to do all such acts, deeds, and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director's or Director(s) to give effect to the aforesaid resolution."

7. REAPPOINTMENT OF MR. DHARMESH DINESHBHAI CHOTAI (DIN: 06651983) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following as a **Special Resolution**

RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. **DHARMESH DINESHBHAI CHOTAI (DIN: 06651983)**, Independent Director of the company, whose period of office is liable to expire on January 04, 2023 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the company with effect from January 05, 2023 to January 04, 2028 and the term shall not be subject to retirement by rotation."

8. REAPPOINTMENT OF MR. HARDIKKUMAR MANILAL PATEL (DIN: 08041881) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following as a **Special Resolution**

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014, including any statutory amendment(s) thereto or re-enactment(s) thereof for the time being in force, Mr. **HARDIKKUMAR MANILAL PATEL (DIN: 08041881)**, Independent Director of the company, whose period of office is liable to expire on January 04, 2023 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder, be and is hereby re-appointed as an Independent Director of the company with

effect from January 05, 2023 to January 04, 2028 and the term shall not be subject to retirement by rotation."

9. SUB-DIVISION OF ORDINARY (EQUITY) SHARES OF THE COMPANY.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the approval of the Members of the Company be and is hereby accorded for sub-division of 1 (One) fully paid-up Ordinary (equity) Share having face value of ₹10/- (Rupees Ten) each, into 10 (Ten) fully paid-up Ordinary (equity) Shares and having face value of ₹1/- (Rupee one) each, with effect from the 'Record Date' to be determined by the Board of Directors for this purpose.

"RESOLVED FURTHER THAT the sub-divided Ordinary (equity) Shares having face value ₹1/- (Rupee one) each, shall rank pari passu in all respects with each other and carry the same rights as to the existing fully paid-up Ordinary (equity) Shares of face value ₹10/- (Rupees Ten) each of the Company.

"RESOLVED FURTHER THAT upon sub-division of the Ordinary (equity) Shares as aforesaid and with effect from the Record Date: (a) for the Ordinary (equity) Shares held in physical form, the existing Share Certificate(s) in relation to the said Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company; and (b) for the Ordinary (equity) Shares held in dematerialized form, the sub-divided Ordinary (equity) Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Ordinary (equity) Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Ordinary (equity) Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Ordinary (equity) Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

10. Alteration of Memorandum of Association of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for

the time being in force), the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V with the following new Clause V:

"The Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of Rs.1/- (Rupees One only) each."

RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

11. Material Related Party Transaction(s) with Upsurge Seeds of Agriculture Limited

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and in modification of earlier resolution passed by the members in this behalf, the consent of the members of the Company be and is hereby accorded to enter into one or more Material Related Party Transactions with **Upsurge Seeds of Agriculture Limited** up to Rs. 100 Crore in the financial year 2022-23 and subject to the conditions that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard."

"RESOLVED FURTHER THAT, the Board be and are hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

12. TO ENHANCE THE BORROWING LIMITS OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the Members through Postal Ballot mechanism and pursuant to the provisions of Sections 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, the Board of Directors of the Company (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) be and is hereby authorised to borrow any sum or sums of monies, from time to time, in both domestic and foreign currency, on such terms and conditions and with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total principal amount so borrowed together with the amount(s) already borrowed shall not exceed the aggregate of the paid up share capital, free reserves and securities premium of the company by Rs. 150 Crores (Rupees One Hundred Fifty Crores only) at any point of time.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board Of Directors thereof be and are hereby authorised to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

13. TO APPROVE REMUNERATION/PROFESSIONAL FEES TO BE PAID TO MR. HEMANG BAXI (DIN: 07278049) EXECUTIVE DIRECTOR:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197, Schedule V, other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) as well as provisions contained in Articles of Association of the Company and, the approval of Members of the Company be and is hereby accorded for revision of the remuneration of Mr. Hemang C Baxi, Executive Director (holding DIN : 07278049) , as under :

Remuneration:

Mr. Hemang C Baxi, Executive Director will be paid remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) per month w.e.f. 1st September, 2022 with authority to the Board of Directors to revise the same from time to time in accordance with limits specified in Schedule V to the Companies Act, 2013 subject to the approval of shareholders at the General Meeting.

Professional Fees:

Professional Fees will be paid to Mr. Hemang C Baxi amounting to Rs. 50,000/- (Fifty Thousand only) per month for the professional services provided by him thereon.

Further, Perquisites, Bonus, Reimbursement of Expenses & any other Allowances will be paid to Mr. Hemang Baxi as per Rules of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary and/or modify the terms and conditions of the remuneration and professional fees payable to Mr. Hemang Baxi, Executive Director in such manner and within the limits as prescribed in Schedule V to the Companies Act, 2013 including any amendment, modification, variation or re-enactment there of which will be subject to the approval of members at the General Meeting."

"RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office of Mr. Hemang C Baxi, Executive Director, the above referred remuneration and Professional fees shall be paid to him as minimum remuneration and the same shall be subject to the limits as set out in Schedule V to the Companies Act, 2013."

"RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

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

Date: 04/08/2022
Place: Kuvadva, Rajkot.

By Order of the Board
For Bombay Super Hybrid Seeds Limited

SD/-
CS Jalpa Doshi
Company Secretary & Compliance Officer

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The instrument appointing a proxy must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A member would be entitled to inspect the proxies lodged at any time, except the date of AGM, during the business hours of the Company. The required statutory registers will be made available at the AGM venue for inspection by the members at the AGM.
4. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
5. Members/Proxies are requested to bring their attendance slip for attending the meeting. Members should bring their copy of the Annual Report to the meeting.
6. Members, who hold shares in Physical / Dematerialized Form, are requested to bring their Folio No./ Depository Account Number and Client ID Number for identification.
7. Members seeking any information with regard to accounts of the Company are requested to write to Company at its Registered Office, so as to reach at least 10 days before the date of Meeting to enable Management to keep information ready.
8. 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.
9. 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.
10. 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.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 03, 2022 to Friday, September 09, 2022 (both days inclusive) in connection with the Annual General Meeting. Cut-off date for shareholders eligible to attend the meeting will be September 03, 2022.
12. 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. 2021-22 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(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 Private Limited at Pravin.cm@skylinerta.com. Members may also note that the Annual Report for F.Y. 2021-22 will also be available on the Company's website www.bombaysuperseeds.com for download.

13. 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.
14. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to Skyline Financial Services Private Limited 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.
15. 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.
16. 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 i.e. CDSL, on all resolutions set forth in this Notice.
17. Notice of the 8th 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 Participant(s) for communication purposes through electronic mode. The Notice of the 8th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
18. Vijay Anadkat & Associates, Company Secretaries having FRN: 12051 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Board has also authorised Chairman to appoint one or more scrutinizers in addition to and/or in place of Vijay Anadkat & Associates.
19. A route map giving directions to reach the venue of the 8th Annual General Meeting is given at the end of the Notice.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **September 06, 2022 (09: 00 AM IST) and ends on September 08, 2022 (05:00 PM IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 03, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will

	<p>authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholder holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the Bombay Super Hybrid Seeds Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@bombaysuper.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. 1800 22 55 33

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 Special Businesses set out in the Notice.

ITEM No.: 02

Details of Director(s) seeking re-appointment at the Annual General Meeting

Name of the Director	Mr. Kishorkumar Devarajbhai Kakadia
DIN No.	07412684
Date of Birth	21.07.1958
Type of appointment	Executive Director
Date of Appointment/ Reappointment	28/01/2016
Areas of Specialization & brief Resume	He has rich and vast experience of 30 years in agriculture and related field. He looks after Production and development activities of our company.
List of Directorship held in outside Public Limited Companies	Nil

Accordingly, the Board recommends passing of the Resolution at Item No. 2 of the Notice as an 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. 03:

In item no. 3 the company has proposed appointment of M/s. Gautam N Associates, Chartered Accountants (FRN: 0103117W) in the notice, from the Conclusion of 8th Annual General Meeting till the Conclusion of 9th 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.

M/s. Gautam N Associates, Chartered Accountants (FRN: 0103117W), have conveyed their consent to be appointed as the Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Brief Profile of M/s. Gautam N Associates, Chartered Accountants is as under:

Name of Firm	M/s. Gautam N Associates
Constitution of Firm	Partnership Firm
Name of Auditor	CA Gautam Nandawat
Membership No.	032742
Firm Registration No	0103117W
Qualification	F.C.A. , F.C.S. , Diploma in Information System Audit
Accomplishments	<ol style="list-style-type: none"> 1. Chartered Accountants firm formed in the Year 1980. 2. Ranked No.1 Firm in Marathwada region by Prime Academy Research on Top CA Firms in India. 3. The firm is based at Mumbai and Aurangabad providing services in the field of audit, direct and Indirect taxes and advisory to domestic and foreign entities.

Accordingly, the Board recommends passing of the Resolution at Item No. 3 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. 04:

Brief profile of Mr. Harshil Vasani :

Name	Mr. Harshil Vasani
DIN	09633025
Education	M.S. in Computer Science
Job and Profile Suitability	Mr. Harshil Vasani is 29 years old and has a wide knowledge in the field of Agriculture. He is proprietor of Shree Ram Krupa Exim, Agricultural Production company in Rajkot. He has experience in Purchase and Production of Raw Materials like Groundnut Seeds. He is also a freelancer Software Developer.
Pecuniary Relationship	Mr. Harshil Vasani 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.

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 has recommended the appointment of **Mr. Harshil Vasani (DIN:09633025)** as Non- Executive Independent Director of the company. The Company has received 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. Harshil Vasani (DIN:09633025)**, it is proposed to appoint him for the term of 5 years as an independent non-executive Director on the Board of Bombay Super Hybrid Seeds Limited. In the opinion of the Board, Mr. Harshil Vasani (DIN: 09633025) fulfils the conditions specified in the Act; he is independent of the management.

Copy of the draft letter for appointment of **Mr. Harshil Vasani (DIN:09633025)**, 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.04 of the Notice as a Special 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. 05:

Mr. Arvindkumar J. Kakadia (DIN: 06893183) was appointed as the Managing Director of the company for a period of five years with effect from November 01, 2017, after obtaining due approval of the members of the company in their Extra-ordinary General Meeting held on October 31, 2017. Accordingly, the present term of Mr. Arvindkumar J. Kakadia (DIN: 06893183) comes to an end on October 31, 2022.

The Board, in its meeting held on August 04, 2022, has approved the re-appointment of Mr. Arvindkumar J. Kakadia (DIN: 06893183) as the Managing Director of the company for a further period of five years after his current tenure ends on October 31, 2022. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. Arvindkumar J. Kakadia (DIN: 06893183) is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Arvindkumar J. Kakadia (DIN: 06893183) is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Brief particulars of the terms of re-appointment of and remuneration payable to Mr. Arvindkumar J. Kakadia (DIN: 06893183) are as under:

I. GENERAL INFORMATION;

Sr. No.	Particulars	Details
01.	Nature of Industry	Processing & Supplying of wide range of seeds
02.	Date Of Commercial Production	Commence business on 28/07/2017
03.	In Case New Companies, Expected Date of Commercial Activities	NA
04.	Financial Performance	Net profit Rs.10,55,46,423/- as on 31/03/2022
05.	Foreign Investment	Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

Sr. No.	Particular	Details
01	Back ground Details	Mr. Arvindkumar. J. Kakadia (DIN: 06893183) is appointed as Director of the company since incorporation i.e.28/07/2014 and subsequently designated as Managing Director w.e.f. November 01, 2017 for the period of 5 years. He is also one of the founder of the business, he has contributed his knowledge, experience and his valuable assets at the same level for creating the business of the Company.
02.	Past Remuneration	12,00,000 /- P.A. as on 31/03/2022
03.	Recognition and Award	He has received an award from All India Business Development Association for Individual Achievement & National Development.
04.	Job and Profile Suitability	Mr. Arvindkumar. J. Kakadia (DIN: 06893183) is 38 year old and has a very wide knowledge in the field of Agriculture and other relevant activity related to the same business. He is in this field since year 1999.
05.	Proposed Remuneration	12,00,000/- P.A.
06.	Incentive / Commission	-----
07.	Perquisites	As per rules of Company
08.	Leave & Encashment of leave	As per rules of Company
09.	Remuneration Comparison	The remuneration is proposed after comparison of remuneration package of other industry working on the same level.

10.	Pecuniary Relationship	Directors, their relatives and Members of the Company, may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company to the same extent as that of every other member of the company.
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III. Other Information

01.	Reason of loss or inadequate profits	Company is Profit making company but for better compliance the board passed the resolution under schedule V of Section II of Part II.
02.	Steps taken or proposed to be taken for improve	The Management is taking continuous and progressive step to improve the performance
03.	Expected increase in Productivity and Profit in Measurable terms	The Management expecting 40% to 50 % increase in productivity. The profit will also increase accordance with turnover subject to other distinct features and other aspect prevailing in the business.

Mr. Arvindkumar J. Kakadia (DIN: 06893183) has been associated with the company since its incorporation and has contributed a great value in the growth and success of the company with his rich expertise in the industry where the company operates. It would be in the interest of the company to continue to avail of his considerable expertise and to re-appoint him as the Managing Director.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Arvindkumar J. Kakadia (DIN: 06893183) as the Managing Director of the company.

Save and except Mr. Arvindkumar J. Kakadia (DIN: 06893183), and their relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Ordinary Resolution set out at Item No.5 for the approval of Members.

Item No. 6:

At the General Meeting of the Company held on October 31, 2017, the Members of the Company had approved the appointment and terms of remuneration of **Mr. Kiritkumar. J. Kakadia (DIN: 06893686)**, Whole Time Director of the Company for a period of 5 years w.e.f. November 01, 2017. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure in the industry, the Board of Directors of the Company at its meeting held on August 04, 2022, has approved the re-appointment of Mr. Kiritkumar. J. Kakadia (DIN: 06893686), as a Whole Time Director for a period of 5 years w.e.f. November 01, 2022, subject to approval of the members of the Company. Mr. Kiritkumar. J. Kakadia (DIN: 06893686), aged 43 years, is also one of the founder of the business, he has contributed his knowledge, experience and valuable assets at the same level for enhancement of business of company. He has wide experience of Agriculture Industry.

Brief particulars of the terms of re-appointment of and remuneration payable to Mr. Kiritkumar. J. Kakadia (DIN: 06893686) are as under:

I. GENERAL INFORMATION;

Sr. No.	Particulars	Details
01.	Nature of Industry	Processing & Supplying of wide range of seeds
02.	Date Of Commercial Production	Commence business on 28/07/2017
03.	In Case New Companies, Expected Date of Commercial Activities	NA
04.	Financial Performance	Net profit Rs.10,55,46,423/-as on 31/03/2022
05.	Foreign Investment	Not Applicable

II. INFORMATION ABOUT THE APPOINTEE:

Sr. No.	Particular	Details
01	Back ground Details	Mr. KIRITKUMAR. J. KAKADIA (DIN: 06893686) is appointed as Director of the company since incorporation i.e.28/07/2014. He is also one of the founder of the business, he has contributed his knowledge, experience and his valuable assets at the same level for creating the business of the Company.
02.	Past Remuneration	12,00,000 /- P.A. as on 31/03/2022
03.	Recognition and Award	NIL
04.	Job and Profile Suitability	Mr. KIRITKUMAR. J. KAKADIA (DIN: 06893686) is 43-year-old and has a very wide knowledge in the field of Agriculture and other relevant activity related to the same business. He is in this field since year 1999.
05.	Proposed Remuneration	12,00,000/- P.A.
06.	Incentive / Commission	-----
07.	Perquisites	As per rules of Company
08.	Leave & Encashment of leave	As per rules of Company
09.	Remuneration Comparison	The remuneration is proposed after comparison of remuneration package of other industry working on the same level.
10.	Pecuniary Relationship	Directors, their relatives and Members of the Company, may be deemed to be concerned or interested in this Resolution to their respective shareholding in the Company to the same extent as that of every other member of the company.

III. Other Information

01.	Reason of loss or inadequate profits	Company is Profit making company but for better compliance the board passed the resolution under schedule V of Section II of Part II.
02.	Steps taken or proposed to be taken for improve	The Management is taking continuous and progressive step to improve the performance
03.	Expected increase in Productivity and Profit in Measurable terms	The Management expecting 40% to 50 % increase in productivity. The profit will also increase accordance with turnover subject to other distinct

		features and other aspect prevailing in the business.
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Save and except Mr. Kiritkumar. J. Kakadia (DIN: 06893686), and their relatives to the extent of their shareholding interest, if any, in the company, none of the other Directors, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board commends the Ordinary Resolution set out at Item No.6 for the approval of Members

Item No. 7:

The resolution seeks approval of members for re-appointment of Independent Director, for the smooth running of business activity and in compliance of section 149, 152 of the Companies Act, 2013. The Company has appointed Mr. DHARMESH DINESHBHAI CHOTAI (DIN: 06651983), as an Independent Director of the Company from January 05, 2018 and the first term of his appointment comes to an end on January 04, 2023 and further Board of Directors has recommended re-appointment of Mr. DHARMESH DINESHBHAI CHOTAI (DIN: 06651983), as Non- Executive Independent Director of the company w.e.f. January 05, 2023. The Company has received from him a consent in writing to act as Director and in Form DIR-2 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. DHARMESH DINESHBHAI CHOTAI (DIN: 06651983), it is proposed to re-appoint him for the 2nd term of 5 years as an independent non-executive Director on the Board of Bombay Super Hybrid Seeds Limited. In the opinion of the Board, Mr. DHARMESH DINESHBHAI CHOTAI (DIN: 06651983) fulfils the conditions specified in the Act; he is independent of the management.

Copy of the draft letter for appointment of Mr. DHARMESH DINESHBHAI CHOTAI (DIN: 06651983) 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 and Sunday. 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. 7 of the Notice as a Special 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. 8:

The resolution seeks approval of members for re-appointment of Independent Director, for the smooth running of business activity and in compliance of section 149, 152 of the Companies Act, 2013. The Company has appointed Mr. Hardikkumar .M. Patel (DIN: 0008041881), as an Independent Director of the Company from January 05, 2018 for the period of 5 years and the first term of his appointment comes to an end on January 04, 2023 and further Board of Directors has recommended the appointment of Mr. Hardikkumar M. Patel (DIN: 0008041881) as Non-Executive Independent Director of the company. The Company has received from him a consent in writing to act as Director and in Form DIR-2 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. Hardikkumar. M. Patel (DIN 0008041881), it is proposed to re-appoint him for the 2nd term of 5 years as an independent non-executive Director on the Board of Bombay Super Hybrid Seeds Limited. In the opinion of the Board, Mr. Hardikkumar. M. Patel fulfils the conditions specified in the Act; he is independent of the management.

Copy of the draft letter for appointment of Mr. Hardikkumar .M. Patel (DIN: 0008041881) 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 and Sunday. 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. 8 of the Notice as a Special 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. 9 & 10:

The Equity Shares of the Company are listed and traded on the National Stock Exchange of India Limited. The Company's strong performance and faith of the investors has led to significant increase in the market price of its Equity Shares. In order to provide enhanced liquidity in the capital market through widening shareholder base and to make it more affordable for small investors, it is proposed to sub-divide, 1 (One) fully paid-up Equity Shares of face value ₹10/- each into 10 (Ten) fully paid-up Equity Shares of face value of ₹1/- each pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions.

The Record Date for the aforesaid sub-division of Equity Shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the Equity Shares is in the best interest of the Company and the investors and therefore the Board at its meeting held on August 04, 2022, approved the aforesaid sub-division subject to requisite approval of the shareholders. The proposed sub-division of fully paid-up Equity Shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Equity Shares Capital of the Company. The detailed information regarding split is provided under below table:

Sr. No.	Particulars	Disclosures
01.	Ratio of Sub-division	The Board considered the proposal for sub-division of 1 equity share of the Company having face value of ₹10/- each into 10 (Ten) equity shares having face value of ₹1/- each, subject to regulatory/statutory approvals as may be required and the approval of the shareholders of the Company.
02.	Rational for sub division	To facilitate large shareholder base and aid liquidity in the shares of the company
03.	Pre sub-division share capital:- Authorized Capital Paid up and subscribed capital	Rs. 11,00,00,000 /- (Rupees Eleven Crore Only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each. Rs. 10,49,37,280 /- (Rupees Ten Crore Forty Nine Lakhs Thirty Seven Thousand Two Hundred Eighty only) divided into 1,04,93,728 (One Crore Four Lakh Ninety Three Thousand Seven Hundred Twenty Eight) equity shares of Rs.10/- (Rupees Ten only) each.
04.	Post sub-division share capital:- Authorized Capital Paid up and subscribed capital	Rs. 11,00,00,000 /- (Rupees Eleven Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of Rs.01/- (Rupees One only) each. Rs. 10,49,37,280 /- (Rupees Ten Crore Forty Nine Lakhs Thirty Seven Thousand Two Hundred Eighty only) divided into

		10,49,37,280 (Ten Crore Forty Nine Lakhs Thirty Seven Thousand Two Hundred Eighty) equity shares of Rs.01/- (Rupees One only) each.
05.	Expected time for completion	Within the prescribed time specified in this regard, if any
06.	Class of shares which are subdivided	Equity Shares (There is only one class of equity shares)
07.	Number of shares of each class pre and post sub-division	Since there is only one class of shares, the required details are not applicable

The sub-division of Equity Shares proposed under Item No. 9 of this Notice shall also require consequential amendments to the existing Clause 5 (Capital Clause) of the Memorandum of Association of the Company as set out in Item nos. 8 and 9, respectively, of this Notice to reflect change in the face value of Equity Shares of the Company.

Accordingly, the consent of the Members is sought for passing of: (a) Ordinary Resolution for sub-division of Equity Shares as mentioned at Item No.9; (b) Special Resolution for carrying out amendments to the Memorandum of Association of the Company as mentioned at Item No. 10;

A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item Nos. 9 and 10 of the Notice.

The Board recommends the Resolutions set forth in Item Nos. 9 & 10 for the approval of the Members.

Item No. 11:

The provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 exempts the prescribed transaction(s) entered into by a company with its' related party (ies), in the ordinary course of business and done on arm's length basis, from the requirement of approval of the shareholders.

However, as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") all material related party transactions require shareholders' approval and a transaction with related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company. Since the said transaction(s) is/ are material in nature, if taken together, during a financial year, in terms of provisions of Listing Regulations thus require the approval of the shareholders through resolution and all related parties shall abstain from voting on the said resolution.

Therefore, keeping in view the intent of Companies Act, 2013, Listing Regulations and for better Corporate Governance, the Company seeks approval of the shareholders for the transaction(s)/ arrangement(s) entered into with Upsurge Seeds of Agriculture Limited. The key details regarding the transaction(s)/arrangement(s) and disclosures as required under Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 are given below for perusal:

DETAILS OF TRANSACTION(S)/ ARRANGEMENT(S)				
1.	Name of Related Party	Upsurge Seeds Of Agriculture Limited		
2.	Nature of Relationship	Associate Company		
3.	Name of Directors or key managerial personnel who is related, if any	Name of Director	Designation in Company	Relationship with Related Party
		Mr. Arvindkumar J Kakadia	Managing Director	Director & Member
		Mr. Jadavjibhai D Kakadia	Executive Director	Member
4.	Nature, material terms, monetary value and particulars of the said transaction	Purchase of Raw Materials	Rs. 50 Crore	
		Sale of Finished Goods	Rs. 50 Crore	

In terms of Section 188 of the Companies Act, 2013, Mr. Arvindkumar J Kakadia, Managing Director & Mr. Jadavjibhai D Kakadia, Directors of the Company and their relatives shall be deemed to be interested in this resolution.

The Board recommends the resolution for approval of the Members. Also, the Members are further informed that no related party shall be entitled to vote on this resolution.

Item No. 12:

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up share capital of the Company and its free reserves and securities premium requires the approval from the Members of the Company.

The members of the Company had vide resolution passed postal ballot, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company for the business of the Company by Rs.100 crore (Rupees Fifty crore), over and above the aggregate of paid up share capital, free reserves and securities premium of the Company.

However, keeping in view Company's requirements to fund its growing activities and operations, the Board of Directors of the Company at its meeting held on August 04, 2022, proposed to raise the existing borrowing limit from Rs.100 Crore (Rupees One Hundred crore) over and above the aggregate of paid up share capital, free reserves and securities premium of the Company to Rs.150 Crore (Rupees One Hundred Fifty crore) over and above the aggregate of paid up share capital, free reserves and securities premium of the Company. According to the provisions of Section 180 (1)(c) of the Companies Act, 2013, borrowings by the Company in excess of the prescribed limits (i.e., in excess of its paid-up share capital, free reserves and securities premium) shall require approval of the Members.

Accordingly, The Board of Directors recommends the passing of the Special Resolution contained in Item No. 12 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions except to the extent of their shareholding in the Company, if any.

Item No. 13:

The Board of directors at their meeting held on Thursday, August 04, 2022, subject to approval of members of the Company, has accorded its approval to revision in the structure of remuneration of Mr. Hemang C Baxi, Executive Director of the Company, for the tenure starting from 1st October ,2022 till the tenure of respective executive directors. While approving the revised remuneration of the Executive Director, the board had considered various parameters which, inter alia, includes, the scale of operations of the Company, and increased involvement of executive director for the overall growth of the Company especially in respect of R& D Activities, streamlining the production capacities of existing units, exploring new domestic and overseas markets, deeper penetration of existing markets and enhancing brand value through various initiatives etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the company and shareholders. The revision in remuneration of executive directors was made with the view to make the same commensurate with their efforts given to and involvement in the Company by way of increasing monthly payment so as to maintain a regular distribution of cash flow.

Accordingly, The Board of Directors recommends the passing of the Special Resolution contained in Item No. 13 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions except to the extent of their shareholding in the Company, if any.

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

By Order of the Board
For Bombay Super Hybrid Seeds Limited

Date: 04.08.2022
Place: Kuvadva, Rajkot

SD/-
CS Jalpa Doshi
Company Secretary & Compliance Officer