

**NOTICE OF 4TH ANNUAL GENERAL MEETING**

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

NOTICE is hereby given that the 4th Annual General Meeting of the members of Bombay Super Hybrid Seeds Limited will be held on Tuesday, 14th August, 2018 at 11:00 A.M. at Shreenathji Industrial Estate, Plot No. 11, Near Kuvadava G I D C, 8-B, National Highway, Rajkot-360023, Gujarat to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Standalone Financial Statement for the year ended 31st March, 2018, including audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon

“RESOLVED THAT the Audited Financial Statements of the Company for the year 2017-18 together with the Reports of the Board of Directors’ and Auditors’ thereon of the Company for the year 2017-18 as presented to the meeting, be and hereby, approved and adopted.”

2. To appoint a Director in place of Mr. Jadavjibhai Kakadia (DIN 6893183) who retires by rotation and being eligible, offers himself for re-appointment

“RESOLVED THAT, Pursuant to Section 152 of Companies Act, 2013 Mr. Jadavjibhai D. Kakadia (holding DIN No.6893183), 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. To appoint M/S Mukund v. Mehta, Chartered Accountants as Statutory Auditor of the Company

“RESOLVED THAT Pursuant to Section 139 (8) of The Companies Act, 2013 read with Companies (Audit and Auditor) Rules, 2014 (including any amendment thereto or re-enactment thereof) the approval of the Members of the Company be and is hereby given to the appointment of M/S Mukund v. Mehta, Chartered Accountants, having Firm Registration No. 0106664W, made by the Board of Directors, at its meeting held on 15th May, 2018, due to casual vacancy caused by resignation of Mr Hitesh Atkotiya, Chartered Accountant, erstwhile statutory auditors of the Company AND THAT M/S Mukund v. Mehta, Chartered Accountants, having Firm Registration No. 0106664W, be and is hereby further appointed as the Statutory Auditor of the Company, to hold office from the Conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting, at a Remuneration as mutually agreed between the Auditors and Management of the Company”.

Regd. Office:

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

Date: 30th May, 2018

Place: Kuvadva, Rajkot.

By Order of the Board

For Bombay Super Hybrid Seeds Limited

CS Mona Rathod

Company Secretary & Compliance Officer

**NOTES:**

- ◆ 1. The Explanatory Statement setting out the material facts relating to Special Business at the meeting pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
- ◆ 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument(s) appointing the proxy, if any, shall be deposited at the registered office of the Company Shreenathji Industrial Estate, Plot No. 11, Near Kuvadava G I D C, 8-B , National Highway, Rajkot-360023, Gujarat not less than Forty Eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting. A person can act as a proxy on behalf of members not exceeding 50 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 proxy for any other person or shareholder.
- ◆ 3. Members are requested to intimate the Registrar and Share Transfer Agent of the Company – Skyline Financial Services Pvt. Ltd., 4/A/9, Gundecha Enclave, Kherani Road, Sakinaka, Mumbai – 400 072, 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.
- ◆ 4. 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.
- ◆ 5. 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.
- ◆ 6. 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. 2017-18 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. Further, in terms of SEBI Circular No. CIR/ CFD/DIL/7/2011 dated 05.10.2011 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the physical copies of Annual Report is being sent through permitted mode to all other members who have not registered their email address (es). Members may also note that the Annual Report for F.Y. 2017-18 will also be available on the Company's website www.bombaysuperseeds.com for download.

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- ♦ 7. The Company is providing facility for voting by electronic means. The business set out in the Notice can be transacted through such voting. The facility for voting through polling paper would also be made available at the Meeting and the members attending the Meeting who have not cast their vote by e-voting shall be able to vote at the Meeting.
- ♦ 8. 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.
- ♦ 9. 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.
- ♦ 10. 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.
- ♦ 11. 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. Notice of the 4th 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 unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 4th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode. The instructions for e-voting are as under:
 - (i) The voting period begins on **Friday, 10th August, 2018 (10:00 am IST) and ends on Monday 13th August, 2018 (5:00 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 Tuesday, 7th August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders / Members
 - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) **If you are a first time user follow the steps given below:**

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- 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.
- (xx) 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.
- 12. 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.
- 13. Members/Proxies are requested to bring their attendance slip duly filled in along with their copy of Annual Report to the Meeting.
- 14. Route map giving directions to the venue is annexed to this Notice.

Regd. Office:

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

Date: 30th May, 2018

Place: Kuvadva, Rajkot.

By Order of the Board

For Bombay Super Hybrid Seeds Limited

CS Mona Rathod

Company Secretary & Compliance Officer

**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 from Item No. 3 of the accompanying Notice dated May 30, 2018.

Item No 3 :

M/S H. H. Atkotiya, Chartered Accountants (Firm Registration No.:- 127264W), Statutory Auditor of the company had tendered his resignation due to certain pre – occupations of work, they would not be able to continue as the Statutory Auditor of the Company and conduct the Audit for the financial year 2017 – 2018 w.e.f. May 13, 2018. Hence to fill up the casual vacancy of the Statutory Auditor, the Board of Director in the meeting dated 14th May, 2018 had appointed M/S Mukund v. Mehta, Chartered Accountants & a Peer Reviewed Firm, having Firm Registration No. 0106664W subject to approval of members in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board to conduct the audit for the financial year 2017 - 2018.

Further, in item no. 4 the company has proposed their appointment in the item number 4 of the notice, for the period of 5 (five) years i.e for the period of Financial Year 2018-19 to Financial year 2022-2023 subject to the ratification by the members at every Annual General Meeting. The board of directors has proposed the two resolutions for your approval. None of the directors and key managerial personnel are interested in this resolutions.

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Rajkot-360023, Gujarat

Date: 30th May, 2018

Place: Kuvadva, Rajkot.

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