BOMBAY SUPER HYBRID SEEDS LIMITED
Plot No. 8, 9, 10, 11, Shreenathji Industrial Estate, Near Kuvadva G.I.D.C., N.H. 8-B, Kuvadva - 360 023.
Dist. Rajkot (Gujarat) INDIA • CIN No.: L01132GJ2014PLC080273
+91 96879 66796 • +91 98984 00458 info@bombaysuper.in www.bombaysuperseeds.com

BSHSL\NSE\Reg30\PostalballotNotice\1 **January 09,2021**

To,
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E) Mumbai - 400 051
Ph : (022)-26598100-8114
Fax No: (022)-26598120

Sub : Outcome of Board Meeting, Approval and Submission of Postal ballot Notice.
Script Symbol : BSHSL

Dear Sir,

We would like to inform the Exchange that, Pursuant to the Regulation 30 read with Part A of Schedule III and other applicable provision of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, Meeting of Board Of Directors of the Company was held on Saturday, January 09,2021., the following businesses were Considered and Approved at the Meeting :

(1) Increase the Borrowing Limits Of The Company as prescribed in Postal Ballot Notice.

(2) Appointment of M/s. R. N. Vekariya & Associates, Chartered Accountants (FRN: 125819W) as Statutory Auditors of the Company to fill the casual vacancy. Brief profile of the Appointed auditor is provided in Postal Ballot Notice.

(3) Approval Of Material Related Party Transactions with Upsurge Seeds of Agriculture Limited as prescribed in Postal Ballot Notice.

(4) Approval of Notice of Postal Ballot seeking the approval of the Members for the above mentioned transactions. In this reference E Voting will Commence on Tuesday, January 12 ,2021 (IST 9:00 A.M.) and will conclude on Wednesday, February 10 ,2021 (IST 5:00 P.M.).

BOMBAY SUPER HYBRID SEEDS LIMITED
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Following documents are Attached herewith

(i) Consent Letter of M/s. R. N. Vekariya & Associates, Chartered Accountants (having FRN: 125819W) .

(ii) Postal Ballot Notice.

The Meeting was commenced at 4:30 P.M. and Concluded at 6:15 P.M..

Kindly take the same in your record in terms of Regulation 30 of SEBI (LODR), Regulations, 2015

Thanking you.

For, Bombay Super Hybrid Seeds Limited

Bombay Super Hybrid Seeds Ltd. BombaySuper

Mr. Arvindkumar J Kakadia
Managing Director
(DIN : 06893183)

CA R.N. Vekariya
(B.B.A., F.C.A.)

R N Vekariya & Associates
Chartered Accountants

Date:- 09/01/2021

To,
Board of Directors
Bombay Super Hybrid Seeds Limited,
Shrinathji Industrial Estate, Plot No. 11,
Near Kuvadava GIDC, N / H: - 8-B,
Kuvadava: - 360023,
Dist. Rajkot,
Gujarat.

Sub: Consent to act as the Statutory Auditor of the Company under the Companies Act, 2013

We, **M/s. R N Vekariya & Associates,** Chartered Accountants, hereby give our consent for being appointed as Statutory Auditor of the Bombay Super Hybrid Seeds Limited ('the Company') under Section 139 of the Companies Act, 2013 and subject to Shareholders' approval. Our appointment will be in force till the conclusion of 7th Annual General Meeting of the Company.

We hereby declare that the appointment, if made shall be in accordance with the conditions as prescribed under Rule 4(1) of the Companies (Audit and Auditors) Rules, 2014 and as provided in Section 141 of Companies Act 2013.

We certify that:-

1) We are eligible for appointment and is not disqualified for appointment under the Companies Act, 2013 and the Chartered Accountants Act, 1949 and rules or regulations made there under;
2) The proposed appointment is as per the terms provided under the Act;
3) The proposed appointment is within the limits laid down by or under the authority of the Act;
4) There are no proceedings against the auditor or audit firm or any partner of the audit firm pending with respect to professional matters of conduct, as disclosed in the certificate, is true and correct.

R. N. Vekariya & Associates RAJKOT Chartered Accountants

83207 59174 / 98797 37563
vekariyarashmin@gmail.com

"Karmyogi", 1- Ramvihar Society, B/h. Twin Star, Opp. Balaji Hall,
150 feet Ring Road, Rajkot - 360 005. (Gujarat) India.

Details of our Firm are as below:

1.	Name of the Firm	M/s. R N Vekariya & Associates
2.	Constitution of the firm	Proprietorship
3.	Firm Registration Number	125819W
4.	Address of office of the Firm	"Karmyogi", Ram Vihar Society, Street No. 01, Behind Twin Star Complex, Opp. Balaji Hall, 150 Feet Ring Road, Rajkot-360005, Gujarat
5.	PAN of the Firm	ADQPV9105N
6.	Membership Number	118275
7.	Email id of the firm	vekariyarashmin@gmail.com

We further confirm that we are a peer reviewed firm of Chartered Accountants, and the Institute of Chartered Accountants of India (ICAI) has issued Peer Review Certificate vide Number 012533 dated 02.09.2020.

Thanking you,

Yours faithfully,
For, **R N Vekariya & Associates**
Chartered Accountants

CA R. N. Vekariya
Proprietor
Membership No: 118275

R. N. Vekariya & Associates * Chartered Accountants * RAJKOT

BOMBAY SUPER HYBRID SEEDS LIMITED
CIN:- L01132GJ2014PLC080273
Registered Office: Shreenathji Industrial Estate plot No.11, National Highway 8-B, Near Kuvadva GIDC, Kuvadva, Rajkot:360023, Gujarat
Contact No. : +91 9687967796
Web: www.bombaysuperseeds.com, **E-Mail** : Info@Bombaysuper.in

POSTAL BALLOT NOTICE

Notice pursuant to Regulation Section 110 of the companies Act' 2013' read with Rule 22(1) of the Companies (Management and Administration) Rules' 2014

Dear Member,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "**Act**") read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, *(including any statutory modification(s) or re-enactment(s) thereof for the time being in force*), General Circular No. 17/2020 dated April 13, 2020 and in this regards recently updated General Circular No.39/2020 dated December 31,2020 issued by Ministry of Corporate Affairs, Government of India and pursuant to other applicable laws and regulations, that the resolution appended herein below to be passed as Special Resolution by the Members of the Bombay Super Hybrid Seeds Limited through Postal Ballot/remote electronic voting. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning such item and the reasons thereof is annexed hereto with for your consideration.

The Board of Directors of the Company, at their meeting held on Saturday, January 09, 2021 appointed Mr. Vijay Anadkat, Company Secretary in Practice (CP No. 12051), as the Scrutinizer for conducting the postal ballot/e-voting process in fair and transparent manner. The Scrutinizer will submit their report to the Chairman of the Company after the completion of the scrutiny of the E voting. The results shall be declared on Thursday, February 11, 2021 at the Registered Office of the Company and will be communicated to the Stock Exchange (Where the shares of the Company are listed), and will also be displayed on the Company's website: www.Bombaysuperseeds.com

The resolution shall be deemed to have been passed on the last date (i.e., February 10, 2021) specified by the Company for receipt of duly completed Electronic Votes, if approved by the Members with requisite majority. Members are requested to consider and approve following business by way of Postal Ballot/E-Voting.

SPECIAL BUSINESS :

ITEM NO. 1 : 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 at the General Meeting of the Company held on January 05,2018 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. 100 Crores (Rupees One Hundred 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."

ITEM NO. 2 : TO APPOINT STATUTORY AUDITOR TO FILL CASUAL VACANCY

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014, as amended from time to time or any other law for the time being in force including any statutory modification or amendment thereto or reenactment thereof for the time being in force M/s. R N Vekariya & Associates, Chartered Accountants (FRN: 125819W) be and are hereby appointed as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Mukund V Mehta & Co. , Chartered Accountants (Firm Registration No 0106664W).

RESOLVED FURTHER THAT , M/s. R N Vekariya & Associates, Chartered Accountants (FRN: 125819W) shall be entitled to hold the office of the Statutory Auditor of the Company up to the conclusion of ensuing Annual General Meeting on such remuneration as may be fixed by the Board of Directors in consultation with them."

RESOLVED FURTHER THAT, the Board Of Directors thereof be and are hereby authorised 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."

ITEM NO. 3 TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS

To consider and if thought fit, to pass the following resolution as an Ordinary 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. 20 Crore in the financial year 2020-21 and onwards with yearly increase of 50% every year till the conclusion of the Financial Year 2022-23. in the value of such transactions 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."

Regd. Office:
Shreenathji Industrial Estate, Plot No. 11,
Near Kuvadva G I D C, 8-B,
National Highway, Rajkot-360023, Gujarat
Date: January 09, 2021
Place: Kuvadva, Rajkot

By Order of the Board
For Bombay Super Hybrid Seeds Limited

_____SD/-_____
CS Mona Rathod
Company Secretary & Compliance Officer

Notes :

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors of the Company, at their meeting held on Saturday, January 09,2021 appointed Mr. Vijay Anadkat, Company Secretary in Practice (CP No. 12051), as the Scrutinizer for conducting the postal ballot/e-voting process in fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, January 08,2021. in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020 & and in this regards recently updated General Circular No.39/2020 dated December 31,2020 .
4. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited to enable servicing of notices electronically to their email address. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (Hereinafter referred to as the **"Rules"**) setting out all material facts in respect of the business specified in this notice and the reasons there to is annexed hereto. The Special Resolutions mentioned herein shall be declared as passed if the number of votes cast in its favor is not less than three times the number of votes cast against the said Special Resolution.
5. Due to threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:

    a. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, by clicking the link: http://www.skylinerta.com/EmailReg.php and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to subhashdhingreja@skylinerta.com.

    b. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, India by following due procedure.
6. The Postal Ballot Notice is being sent to the Members in electronic form whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited / RTA as on Friday, January 08 ,2021 (being cut-off date for determining the members to whom the Notice shall be dispatched). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants.
7. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, January 08 ,2021 will be considered for the purpose of voting.
8. A copy of this Postal Ballot notice has been placed on the website of the Company www.Bombaysuperseeds.com
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has

provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited ('CDSL'). The instructions for e-voting forms part of this Notice.

10. For E Voting, Non Individual Shareholders and custodians should submit a scanned copy of the Board Resolution and/or Power of Attorney (POA) & shall be uploaded in PDF format in the system, for the scrutinizer to verify the same.

11. A Member cannot exercise his vote by proxy on postal ballot/Evoting.

12. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) in Gujarati newspaper, each having wide circulation in the State of Gujarat, where the registered office of the Company is situated.

13. The scrutinizer will submit his report to the Chairman/ any of the Director(s) of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on Thursday, February 11,2021 at the registered office of the Company and the result along with Scrutinizer report will also be displayed on the website of the Company www.Bombaysuperseeds.com besides being communicated to the Stock Exchange.

14. The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal ballot/Evoting (i.e. on Wednesday, February 10,2021).

15. Resolution passed by the Members through postal ballot/E Voting is deemed to have been passed as if it has been passed at a General Meeting of the Members.

16. Any query/grievances relating to the postal ballot process may be addressed to CS Mona Rathod (Company Secretary and Compliance Officer)
    Tele No. : +91 9687967096
    Address : Shreenathji Industrial Estate Plot No.11, National Highway 8-B, Near Kuvadva GIDC, Kuvadva, Rajkot : 360023, Gujarat, India.

VOTING THROUGH ELECTRONIC MEANS:

Instructions relating to E-voting:

(i) The voting period will commence on Tuesday, January 12,2021 at 9 a.m. (9.00 hours IST) and will end on the Wednesday, February 10, 2021 at 5.00 p.m. (17:00 hours IST). During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The cut-off date for e-voting facility is Friday, January 08,2021 and members whose names appear on the register of members/list of beneficial owners shall be entitled to avail the service.

(iii) The members should log on to the e-voting website www.evotingindia.com

(iv) Click on "Shareholders / Members" tab.

(v) 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.

(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 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)	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 as mentioned in instruction (v).

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

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant Company i.e.., Bombay Super Hybrid Seeds Limited on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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 & entering the details as prompted by the system.

(xix) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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.
- 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.

(xxi) 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.

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. 1 to 3 of the accompanying Notice dated January 09,2021 .

ITEM NO. 01 :

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 at the General Meeting of the Company held on January 05,2018, 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.50 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 Saturday, January 09, 2021, proposed to raise the existing borrowing limit from Rs.50 Crore (Rupees Fifty crore) over and above the aggregate of paid up share capital, free reserves and securities premium of the Company to 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. 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. 1 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. 2:

M/s. Mukund V Mehta & Co. , Chartered Accountants (Firm Registration No 0106664W) , have tendered their resignation from the position of Statutory Auditor, resulting into a casual vacancy in the office of Statutory Auditor of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of Auditor can be filled by the Board subject to the approval of the members. As per the recommendation of the Audit Committee, the Board proposes and recommends that M/s. R N Vekariya & Associates, Chartered Accountants (FRN: 125819W)be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s. Mukund V Mehta & Co. , Chartered Accountants , who shall hold office up to the conclusion of the ensuing Annual General Meeting of the Company.

M/s. R. N. Vekariya & Associates, Chartered Accountants (FRN: 125819W), 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. R. N. Vekariya & Associates is as under :

Name of Firm	**M/s. R. N. Vekariya & Associates**
Constitution of Firm	**Proprietorship**
Name of Auditor	**CA Rashmin Vekariya**
Membership No.	**118275**
Firm Registration No	**125819W**
Qualification	**B.B.A. & F.C.A.**

The Board of Directors recommends the passing of the Ordinary Resolution contained in Item No. 2 of the accompanying Notice.

Item No.3

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/sale of raw materials, finished goods and rendering/availing of services at arms length price and at Ordinary Course of Business.		

To enter into one or more Material Related Party Transactions with Upsurge Seeds of Agriculture Limited up to Rs. 20 Crore for the financial year 2020-21 and onwards with yearly increase of 50% every year till the conclusion of Financial Year 2022-23.

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.

Regd. Office:
Shreenathji Industrial Estate, Plot No. 11,
Near Kuvadva G I D C, 8-B,
National Highway, Rajkot-
360023, Gujarat
Date :09/01/2021
Place: Kuvadva

By Order of the Board
For Bombay Super Hybrid Seeds Limited

_____SD/-_____
CS Mona Rathod
Company Secretary & Compliance Officer