

Ref. BSHSL\NSE\AGM 2018-19\Minutes

Date: October 27,2019

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: Minutes of 5th Annual General Meeting of the Company.
Script Symbol : BSHSL

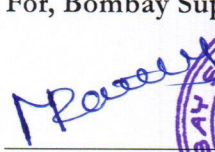
Dear Sir,

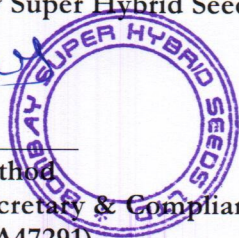
This is with reference to the Regulation 30(2) of SEBI (LODR) Regulations, 2015, we hereby submit the detailed Proceedings / Minutes of the 5th Annual General Meeting of the Company held on Monday, 30th September, 2019. Attached herewith is minutes of the 5th Annual General Meeting of the Company.

Kindly take the same in your record.

Thanking you.

Yours Faithfully,
For, Bombay Super Hybrid Seeds Limited


CS Mona Rathod
Company Secretary & Compliance Officer
(Mem. No.: A47291)



MINUTES OF THE 5th ANNUAL GENERAL MEETING OF THE MEMBERS OF BOMBAY SUPER HYBRID SEEDS LTD HELD ON 30TH SEPTEMBER, 2019 MONDAY, COMMENCED AT 11.00 A.M AND CONCLUDED AT 2.30 P.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SHRINATHJI INDUSTRIAL ESTATE, PLOT NO.-11., NEAR KUVADAVA G I D C, 8-B, NATIONAL HIGHWAY, RAJKOT-360023 AND WHICH HAS BEEN ENTERED ON 27TH SEPTEMBER, 2019 WHEREIN THE FOLLOWING BUSINESSES WERE TRANSACTED :

THE FOLLOWING DIRECTORS WERE PRESENTS:-

Mr. Arvindkumar Kakadia - Chairman/Director
Mr. Kiritkumar Kakadia – Whole Time Director
Mr. Jadavjibhai Patel – Executive Director
Mr. Kishorbhai Kakadia – Executive Director
Mr. Hemang Baxi – Executive Director
Mr. Dharmeshbhai Chotai – Independent Director
Mr. Dineshchandra Sakariya – Independent Director
Mrs. Naynaben Kapuriya – Independent Director
Mr. Hardikkumar Patel – Independent Director

IN ATTENDANCE :

Mr. Kiritkumar Kakadia - CFO
Ms. Mona Rathod - Company Secretary
Ms. Mukund Mehta - Chartered Accountant
Mr. Hitesh H. Atkotiya - Tax Auditor

CHAIRMAN:

In accordance with the provisions of the Article 114 of the Articles of Association of the Company, the Chairman of the Board shall preside as Chairman at every general meeting of the Company. Accordingly, Mr. Arvindkumar J. Kakadia, Managing Director [DIN : 06893183] was elected as Chairman of the meeting.

RECORD PRESENCE OF QUORUM:

After ascertaining that the requisite quorum for the meeting was present, at the direction of the Chairman, CS Mona Rathod, Company Secretary of the Company declared the meeting to be in order. The requisite quorum was present while transacting the business., 20 Members were physically present at the Meeting.

STATUTORY RECORDS AND REGISTERS:

It was announced that the Registers of Members and Directors and KMPs, Auditors' Report, Secretarial Audit Report and other Statutory Registers were placed before the meeting and kept open for inspection by the members during the meeting. All material documents referred to in the Explanatory Statement of the Notice convening the 5th Annual General Meeting were made available for inspection by members.

CHAIRMAN'S SPEECH :

Then, the Chairman had given the speech on overview of the Performance of the company during the Financial Year 2018-19 and also given brief of planning of next fiscal.

The Chairman of the meeting in his speech, added that at Bombay Super Hybrid Seeds Limited, we believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics and our mission to create value for all our stakeholders.

After that, Chairperson invited suggestions and queries from members, some members raised queries on company's businesses, which were replied by the Chairman. On giving satisfactory reply to shareholder's queries, the chairman,



The block contains a handwritten signature in blue ink, which appears to be 'Kiritkumar Kakadia'. To the right of the signature is a circular purple stamp. The text around the perimeter of the stamp reads 'BOMBAY SUPER HYBRID SEEDS LTD'. In the center of the stamp, there is a stylized logo or emblem.

on his own motion, ordered to take poll for passing of the resolutions as specified in the notice. Then he added that the Company has arranged for a poll on all the 5 resolutions to be passed at the meeting for the members who have not casted their votes electronically. The Chairman requested the company secretary to show the empty poll box to the members. On doing this, the Company Secretary locked the poll box. On request of the chairman, the company secretary briefed about the procedure for filling the poll papers. Thereafter, all 5 resolutions as set out in the Notice of AGM were proposed and seconded. Brief of the said resolutions is as follows:

NOTICE OF MEETING:

With the consent of the Company's members present, the Notice dated 2nd September, 2019 convening the 5th Annual General Meeting as circulated to the members was taken as read.

AUDITORS' REPORT:

With the consent of the Members present, the Report of the Statutory Auditors' on the Financial Statements for the year 31st March, 2019 were taken as read. At the direction of the Chairman, Company Secretary informed the Shareholders that there are no qualifications, observations or comments by the Auditors on the Annual Financial Statements of the Company.

REMOTE E-VOTING AND BALLOT VOTING:

At the direction of the Chairman, Ms. Mona Rathod Company Secretary of the Company, informed the Shareholders that pursuant to Sec 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the company has extended the remote e-voting facility in respect of businesses to be transacted at the AGM. The e-voting commenced at Thursday, 26th September, 2019 (09:00 am IST) and ends on Sunday 29th September, 2019 (5:00 pm IST). CS Vijay Anadkat, Practising Company Secretaries, was appointed as the Scrutinizer by the Board for scrutinizing the remote e-voting and Poll process.

The members were informed that the Company has made arrangement to provide facility of voting by Ballot paper at the Annual General Meeting to those members who could not cast their vote by remote e-Voting. Shareholders who have already cast their vote by electronic means shall not vote by way of ballot voting at the meeting, and, if voted, it will not be counted.

BUSINESS AS PER NOTICE:

The Company Secretary & Compliance Officer thereafter proceeded with the business to be transacted at the meeting.

ORDINARY BUSINESS :

ITEM NO. 1: THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018 TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORTS THEREON :

Proposed by: Mr. Viken Kakadia (Shareholder)
Seconded by: Mr. Rajesh Rathod (Shareholder)

The ordinary resolution set at item no. 1 of the notice pertaining to the adoption of annual accounts along with annexure, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

To receive, consider and adopt the audited Standalone Financial Statement for the year ended 31st March, 2019, including audited Balance Sheet as at 31st March, 2019, 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 2018-19 together with the Reports of the Board of Directors’ and Auditors’ thereon of the Company for the year 2018-19 as presented to the meeting, be and hereby, approved and adopted.”

The resolution was carried with the requisite majority as per the votes cast "for" the resolution as below:

Particulars	Remote e-votes		Poll at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	72	5834580	4	151987	76	5986567	100
Dissent	0	0		0		0	0
Abstain	0	0					
Total	72	5834580	4	151987	76	5986567	100

ITEM NO.: 2 TO APPOINT A DIRECTOR IN PLACE OF MR KISHORBHAI D KAKADIA, DIRECTOR [DIN: 7412684], WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT. (ORDINARY RESOLUTION).

Proposed by: Mrs. Ranjan Meghani (Shareholder)

Seconded by: Mr. Ramesh Kapuriya (Shareholder)

The ordinary resolution set at item no. 2 as mentioned above, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT, Pursuant to Section 152 of Companies Act, 2013 Mr. Kishorbhai D. Kakadia (holding DIN No.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.”

The resolution was carried with the requisite majority as per the votes cast "for" the resolution as below.

Particulars	Remote e-votes		Poll at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	72	5834580	4	151987	76	5986567	100
Dissent	0	0		0		0	0
Abstain	0	0					
Total	72	5834580	4	151987	76	5986567	100

ITEM NO. 3. TO CONSIDER & APPROVE APPOINTMENT OF STATUTORY AUDITOR :

Proposed by: Mr. Rakshit Kakadia (Shareholder)

Seconded by: Mr. Brijesh Mandliya (Shareholder)

The ordinary resolution set at item no. 3 as mentioned above, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED FURTHER THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/S Mukund v. Mehta, Chartered Accountants & a Peer Reviewed Firm, having Firm Registration No. 0106664W, be and are hereby Re appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 5th Annual General Meeting till the conclusion of 6th Annual General Meeting , at such remuneration as mutually agreed between the Auditors and Management of the Company”.

A handwritten signature in blue ink is written over a circular purple stamp. The stamp contains the text "SUPER HYBRID" at the top and "BOSSAY SUPER HYBRID" at the bottom, with a star in the center.

“RESOLVED FURTHER THAT Mr. ArvindKumar J. Kakadia, (DIN : 06893183) Managing Director of the Company be and is 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. Kiritkumar J Kakadia (DIN 06893686), Wholetime Director, be and is hereby authorised to Certify copy of this Resolution.”

The resolution was carried with the requisite majority as per the votes cast "for" the resolution as below.

Particulars	Remote e-votes		Poll at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	72	5834580	4	151987	76	5986567	100
Dissent	0	0		0		0	0
Abstain	0	0					
Total	72	5834580	4	151987	76	5986567	100

ITEM NO.: 4 TO INCREASE AUTHORISE SHARE CAPITAL & TO ALTER CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Proposed by: Mr. Mahesh Kakadia (Shareholder)

Seconded by: Mr. Ketan Dudhatra (Shareholder)

The Special resolution set at item no. 4 as mentioned above, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

“RESOLVED THAT, pursuant to the provisions of Section 61(1)(a) and 64(1)(a) of the Companies Act, 2013 and the relevant rules formed under the companies (Share Capital & Debenture) Rule, 2014 and other applicable provisions, if any, (including any statutory modifications and re-enactment(s) amendment thereof for time being in force), the Authorized Share Capital of the Company be and is hereby increased from Rs. 7,00,00,000 (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lakh) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000 (Rupee Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each by creation of additional 30,00,000 (Thirty Lakh) Equity Shares of Rs. 10/- each by altering the clause V of the Memorandum Of Association of the company as follows:

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

RESOLVED FURTHER THAT, Mr. ARVINDKUMAR J. KAKADIA (DIN : 06893183) Director of the company be and is hereby authorised to file the necessary forms required to be filed under the Companies Act, 2013 and to do all acts and take all such steps as may be necessary, proper and expedient to give effect to the aforesaid resolution.

The resolution was carried with the requisite majority as per the votes cast "for" the resolution as below:

Particulars	Remote e-votes		Poll at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	72	5834580	4	151987	76	5986567	100
Dissent	0	0		0		0	0
Abstain	0	0					
Total	72	5834580	4	151987	76	5986567	100



ITEM NO.: 5 TO CONSIDER AND APPROVE BONUS ISSUE :

Proposed by: Mr. Kishan Rathod (Shareholder)
Seconded by: Mr. Chetan Kakadia (Shareholder)

The Special resolution set at item no. 5 as mentioned above, proposed and seconded by the aforementioned shareholders and taken up for consideration with the consent of the Members present.

"RESOLVED THAT, pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard the consent of the members of the Company be and is hereby accorded for issue upto 13,11,716 equity shares of Rs. 10/- each as bonus shares of an aggregate nominal value upto Rs.1,31,17,160/- (Rupees 1 Crore Thirty One Lakh Seventeen Thousand One Hundred Sixteen), as bonus shares to the shareholders out of the Free reserve & Securities Premium Account."

"RESOLVED FURTHER THAT:

- The bonus issue of shares will be made in the ratio of 1:5 [i.e.1 (One fully paid up equity shares for every 5 (Five) equity shares held.) to the shareholders on such date (Record Date) as may be determined by the board of director(s) after approval of Shareholders in general meeting.
- With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders. whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received
- from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board.
- No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no Certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced."

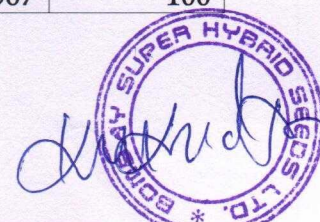
RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank Pari Passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles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

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

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

The resolution was carried with the requisite majority as per the votes cast "for" the resolution as below:

Particulars	Remote e-votes		Poll at the AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	72	5834580	4	151987	76	5986567	100
Dissent	0	0		0		0	0
Abstain	0	0					
Total	72	5834580	4	151987	76	5986567	100



VOTE OF THANKS:

The Company Secretary and Compliance Officer thereafter declared the meeting closed, which concluded with a vote of thanks to the Chair. Vote of thanks was proposed by Mr. Hemang Baxi, Executive Director of the Company.



**For and On Behalf of Board of Directors,
Bombay Super Hybrid Seeds Limited**

Date: 27/10/2019

Place: Kuvadava.

MR. ARVINDKUMAR. J. KAKADIA
Chairman/ Managing Director
(DIN:06893183)