



INDO US

BIO-TECH LIMITED

(AN ISO CERTIFIED COMPANY)
CIN LO1122GJ2004PLC043550



NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF INDO US BIO-TECH LIMITED WILL BE HELD ON SATURDAY, 30TH DAY OF MARCH, 2019 AT 04.30 P.M. AT REGISTERED OFFICE OF THE COMPANY AT 309, SHANTI MALL, SATADHAR CHAR RASTA, OPP. NAVRANG TOWER, SOLA ROAD, AHMEDABAD-380061, GUJARAT to transact the following business:

1. INCREASE IN AUTHORIZED SHARE CAPITAL

To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:-

"RESOLVED THAT pursuant to provisions of section 61 and other applicable provisions of Companies Act 2013, and rules framed there under consent of Board of Directors be and is hereby accorded subject to the approval of the shareholders of the Company at a General Meeting, to increase the authorized Share Capital of the Company be increased from Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakhs Only) equity shares of Rs. 10/- each to Rs. 6,10,00,000/- (Rupees Six Crore Ten Lakhs Only) divided into 61,00,000 (Sixty One Lakhs Only) equity Shares Rs. 10/- each," the following shall be substituted:-

The Authorized Share Capital of the Company is Rs. 6,10,00,000/- (Rupees Six Crore Ten Lacs Only) divided into 61,00,000 (Sixty One Lacs Only) equity Shares Rs. 10/- each."

2. ISSUE OF BONUS SHARES

To consider and, if thought fit, to pass with or without modification the following as Special resolution:-

"RESOLVED THAT in accordance with Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time),

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including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendation of the Board of Directors (hereinafter referred to as 'the Board') and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of such sum standing to the credit of securities premium / free reserves of the Company as per the Audited Financial Statements of the Company, as may be considered necessary by the Board for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date as determined by the Board, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 4 (Four) existing fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each held by Member/ Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid- up capital of the Company."

"RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank paripassu 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 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 deem fit."

BY ORDER OF THE BOARD OF DIRECTORS


JAGDISH AJUDIA
MANAGING DIRECTOR
DIN: 01745951

Date: - 7th March, 2019
Place: - Ahmedabad

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Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, 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 Member. In order to become valid, the proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. The proxy form is enclosed.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business Set out in the Notice is annexed.

3. The Notice of Extra-ordinary General Meeting is being sent by Electronic mode only to all the members of the company as email addresses of all members of the company are registered with the company /Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. The notice is also available on the Company's Website <http://www.indousagriseeds.com/>

4. In case of Joint shareholders attending to Meeting, only such joint holder whose name appears first in the order of name will be entitled to vote.

5. Corporate members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd March, 2019 to 30th March, 2019 (both date inclusive) for the purpose of Extra-Ordinary General Meeting of the Company.

7. The Company has appointed M/s. Bigshare Services Private Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as **INDO US BIO-TECH LIMITED.**

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8. Mr. Amrish N Gandhi, Practicing Company Secretary [Fellow Membership No. 8193] (and failing him Mr. Samsad A Khan, Practicing Company Secretary) [Membership No. 28719] has been appointed as the Scrutinizer to scrutinize the Extra-Ordinary General Meeting Process and voting Procedure in a fair and transparent manner.

9. Voting through electronic means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instruction for e-voting as under

SECTION A - E-VOTING PROCESS

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is

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- b) IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
- c) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
- d) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail amrishgandhi72@gmail.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

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Other information:

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Statement pursuant to Section 102(1) of the companies Act, 2013

Item No. 1

The Current Authorized Capital of the Company is Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lacs Only) Shares of Rs. 10 Each.

The Board of Directors of the company at their Meeting held on 7th March, 2019 have recommended issue of Bonus Shares in the ration of 4:1 to the existing members of the company.

The Board of Directors have also considered it necessary to increase the authorised capital of the company which is presently at Rs. 6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) Shares of Rs. 10 Each to Rs. 6,10,00,000/- (Rupees Six Crore Ten Lakhs Fifty Thousand Only) divided into 61,00,000 (Sixty One Lakhs) equity Shares Rs. 10/- each. In view if the above, it is necessary to amend clause V of the Memorandum of Association to increase the Authorised Share Capital by placing a Special Resolution for consideration and approval of the Members.

The Board of Directors also recommended the approval of members for amendment to the capital clause V in the Memorandum of Association of the Company.

Relevant documents referred in respect of the said item are open for inspection by the members at the registered office of the company on all working days during 2.30 P.M. to 5.00 P.M. upto date of the Meeting.

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The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No. 2

The company has a reserves and surplus of Rs. 1,51,71,166 as on 31.03.2018. The Board of Directors of the Company at their meeting held on 7th March, 2019, considered it desirable to recommend issue of Bonus Shares in the ratio 4:1 by capitalization of Reserves and Surplus subject to approval of the Shareholders and such other authorities as may be necessary.

The Bonus Shares on allotment shall rank pari-passu with existing Equity Shares of the Company and Bonus Shares entitled for dividend declared after the allotment of Shares.

The Proposed Bonus Issue is not in lieu of Dividend.

No allotment letter will be issued as the shares of the company are held wholly in demat mode, the credit of the Bonus Shares will be given directly to their Demat Account.

The issue of Bonus Shares and consequent increase in the paid-up capital of the company would also satisfy the requirement of Nationwide Stock Exchanges for listing of equity shares of the company and the company has complied with all the applicable provision of the companies act, 2013 and all other applicable regulations.

The record date for determining the eligibility of the shareholders to received the said bonus shares will be announced by the company through designated Stock Exchanges and will also displayed in the website of the company www.indousagriseeds.com

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

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BY ORDER OF THE BOARD OF DIRECTORS

JAGDISH AJUDIA
MANAGING DIRECTOR
DIN: 01745951

Date: - 7th March, 2019
Place: - Ahmedabad



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AHMEDABAD-380009, GUJARAT

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ATTENDANCE SLIP

Date: _____

Please fill Attendance Slip and hand it over at the entrance of the meeting venue:

Name	
Address	
DP Id *	
Client Id *	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on 30th March, 2019 at 4.30 P.M. at the registered office of the Company at 309, Shanti Mall, Satadhar Cross Roads, Opp. Navrang Tower, Sola Road, Ahmedabad-380061, Gujarat

Signature of Shareholder/Proxy



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Form No. MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Saturday, 30th March, 2019 at 04:30 P.M. at the registered office of the Company at **309, SHANTI MALL, SATADHAR CHAR RASTA, OPP. NAVRANG TOWER, SOLA ROAD, AHMEDABAD-380061, GUJARAT** and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.

SL. NO.	RESOLUTION(S)	VOTE	
		FOR	AGAINST
1.	To Increase authorised capital of the company from Rs. 6,00,00,000/- (Rupees Six Crore Only) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- each to Rs. 6,10,00,000/- (Rupees Six Crore Ten Lakhs Only) divided into 61,00,000 (Sixty One Lakhs) Shares.		
2.	To Issue Bonus Shares of the company in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 4 (Four) existing fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each held by Member/ Beneficial Owner on record date as may be determined by the board		

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Signed this _____ day of _____ 2019

Affix
Revenue
Stamps

Signature of Shareholder
shareholder

Signature of Proxy holder

-across Revenue Stamp
Signature of the



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