



**INDO US**  
**BIO-TECH LIMITED**  
(AN ISO CERTIFIED COMPANY)  
CIN LO1122GJ2004PLC043550



Date: 09/07/2022

TO,  
BSE LTD.,  
FLOOR 25, P. J. TOWERS  
DALAL STREET,  
MUMBAI – 400001

**SUB.: Notice of 18<sup>th</sup> Annual General Meeting**  
**BSE Code:541304**

Dear Sir,

With reference to the above captioned subject and in terms of applicable regulations of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 we hereby submit a copy of the Notice of 18<sup>th</sup> Annual General Meeting of the Company schedule to be held on Monday, 1<sup>st</sup> August, 2022 at 11.30 A.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).

Kindly take the above information on your record.

Thanking You,

**For, Indo Us Bio Tech Limited**

---

**Mr. Jagdish Ajudia**  
**Managing Director**  
**(DIN: 01745951)**

**Regd. Office :**  
309, Shanti Mall, Satadhar Cross Road,  
Opp. Navrang Tower, Ahmedabad-380 061.  
Tele Fax : +91-079-27491807,  
Mobile : +91-9909043999

**DSIR RECOGNITION IN HOUSE R&D UNIT**  
**Factory Address :**  
Village-Bardoli Kanthi,  
Near Indira Nagar, Ta-Dehgam,  
Dist-Gandhinagar, Gujarat.

**E-mail :** indous\_jagdish@yahoo.co.in • indo-us\_agrisciences@hotmail.com  
**Web :** www.indousagriseeds.com

# 18TH ANNUAL REPORT 2021-2022



AN ISO Certified Company

**INDO US BIO-TECH LIMITED**  
**( INDO-US AGRISEEDS )**





# **18<sup>th</sup> ANNUAL GENERAL MEETING**

**Date: 1<sup>st</sup> August, 2022**

**Day: Monday**

**Time: 11:30 A.M.**

**AGM through Video Conferencing (“VC”) /  
Other Audio-Visual Means**



AN ISO Certified Company

**INDO US BIO-TECH LIMITED**  
**( INDO-US AGRISEEDS )**

---

## NOTICE

---

**NOTICE** is hereby given that the Eighteenth (18<sup>th</sup>) Annual General Meeting of the Members of **M/s. Indo Us Bio-Tech Limited (CIN: L01122GJ2004PLC043550)** will be held on, Monday, 1<sup>st</sup> day of August, 2022 at 11.30 a.m. IST through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the audited balance sheet as at 31<sup>st</sup> March, 2022 and the statement of profit and loss and cash flow statement (including the consolidated financial statements) for the year ended on that date together with the notes attached thereto, along with the report of directors and auditors thereon and in this regard to pass with or without modification the following resolution as Ordinary Resolution:**

**“RESOLVED THAT** audited balance sheet as at 31<sup>st</sup> March, 2022 and the statement of profit and loss and cash flow statement (including the consolidated financial statements) for the year ended on that date together with the notes attached thereto, along with the report of directors and auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. To appoint a Director of Ms. Priyanka J. Ajudia (DIN: 07941023), who retires by rotation and being eligible, offers herself for reappointment and in this regard, pass the following resolution as Ordinary Resolution.**

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Priyanka J. Ajudia (DIN: 07941023), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

- 3. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL:**

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

**“RESOLVED THAT,** pursuant to the provisions of Section 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into

1,10,00,000 (One Crore ten lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu with the existing shares in all respects and the Clause V of the Memorandum of Association and Article of Association of the Company be altered accordingly.

**RESOLVED FURTHER THAT**, pursuant to provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any reenactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to share capital by deletion of existing clause and by substituting in its place the following new clause:

V. The Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore ten lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to sign (including e-signing), file and submit requisite forms, applications and other documents with Registrar of Companies, Ministry of Corporate Affairs and other Statutory authorities as may be necessary to give effect to the said resolution.

#### **4. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**RESOLVED THAT**, pursuant to the provisions of the Companies Act, 2013 including Section 42 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“ICDR Regulations”), and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot, from time to time and in one or more tranches, up to 10,83,300 (Ten Lakhs Eighty Three Thousand Three Hundred only) equity shares, at a proposed price of Rs. 71.00/- (Rupees Seventy-One each) per equity share, which consists

INR 10.00/- towards Face value and INR 61.00/- towards Premium per share for Cash to below mentioned proposed allottees by way of a Preferential allotment, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion;

Sr. No.	Name of Proposed Allottee	No. of equity shares to be Allotted	PAN	Category
1	Jagdishkumar Devjibhai Ajudiya	100000	ABPPA8643P	Promoter
2	Malti Jagdishbhai Ajudia	100000	ANEP44249A	Promoter
3	Priyanka Jagdishbhai Ajudia	50000	CILPA3083Q	Promoter
4	Ruchita Ashitbhai vora	3000	AFPPV7156Q	Non-Promoter
5	Rita Bineshbhai vora	4500	AFPPV7155P	Non-Promoter
6	Jinal Agam vora	4500	DLZPK9408P	Non-Promoter
7	Kamal Ramanlal shah	10500	AAHHK3685C	Non-Promoter
8	Jigar Pradipbhai shah huf	10500	AAJHJ1706M	Non-Promoter
9	Prafulla Pradipbhai shah	10500	AQRPS5079E	Non-Promoter
10	Shreedha Kamal shah	10500	BFYPS0639K	Non-Promoter
11	Rima Jainish mehta	12000	AZOPM4006H	Non-Promoter
12	Nitin hiralal gandhi	6000	AEMPG8254L	Non-Promoter
13	Amitaben nitinbhai gandhi	6000	AEVPG8013J	Non-Promoter
14	Kaumil nitinkumar gandhi	6000	ALPDG6640A	Non-Promoter
15	Dolly dineshkumar shah	4500	GFSPS4581B	Non-Promoter
16	Nirali dharmesh mehta	27000	AQAPM5708K	Non-Promoter
17	Hiren dhudalal shah	13500	AWDPS9571R	Non-Promoter
18	Tejas Kisorchandra shah	8000	ANDPS2619D	Non-Promoter
19	Nikunj Kisorchandra shah	9000	AGDPS1186J	Non-Promoter
20	Saurav Maheshkumar hurra	9000	AAYPH0625E	Non-Promoter
21	Gaurav Maheshbhai hurra	9000	AAYPH0629J	Non-Promoter
22	Sambhav ketanbhai shah huf	6000	AAZHS9883G	Non-Promoter
23	Krinal sambhav shah	6000	BDJPM4485Q	Non-Promoter
24	Avadhi ketanbhai shah	6000	DCWPS7879N	Non-Promoter
25	Manishaben ketanbhai shah	6000	ADSPS7207G	Non-Promoter
26	Renukaben b shah	6000	DDIPS2302M	Non-Promoter



27	Falguni b shah	6000	BTOPS2306F	Non-Promoter
28	Improwised technologies private limited	200000	AACCI6325H	Non-Promoter
29	Mukeshkumar sevantilal surani	50000	AGDPS4271L	Non-Promoter
30	Rina mukesh surani	23320	AVNPS2561E	Non-Promoter
31	Rakesh sevantilal surani	27495	AGDPS4272K	Non-Promoter
32	Nimisha Rakesh surani	27495	AVNPS2562H	Non-Promoter
33	Saunil rohitkumar shah	54990	GDDPS4391L	Non-Promoter
34	Devendra ramaniklal mandaliya	250000	AKZPM3931H	Non-Promoter

**RESOLVED FURTHER THAT** the aforesaid equity shares so issued shall rank pari passu with the existing equity shares of the company in all respects.

**RESOLVED FURTHER THAT** in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall July 2, 2022, being the date 30 days prior to the date of Annual General Meeting of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft made available on website to stakeholders prior to the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor(s) inviting them to subscribe to the Equity Shares immediately after the passing of this Resolution with a stipulation that the allotment would be made upon receipt of in-principle approval from the stock exchange i.e. BSE Limited.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investor for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.

**RESOLVED FURTHER THAT** the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only. Further, the same shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI ICDR Regulations. The equity shares so offered, issued and allotted will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and

Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any government / quasi government authorities or stock exchanges and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution and represent the company, where required;

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

#### 5. **BORROWING LIMITS OF THE COMPANY:**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1) (a), (c), (d) and any other applicable provisions of the Companies Act, 2013 as amended, notified and made effective from time to time and the rules made there under, or any other laws for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Memorandum and Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors.

- a) To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings,

Explanation. —for the purposes of this clause, —

- a. “undertaking” shall mean an undertaking in which the investment of the company

exceeds Twenty percent of its net worth as per the audited balance sheet of the preceding financial Year or an undertaking which generates twenty per cent of the total income of the company During the previous financial year;

- b. the expression “substantially the whole of the undertaking” in any financial year shall mean twenty percent or more of the value of the undertaking as per the audited balance sheet of the Preceding financial year;

To borrow any sum or sums of money from time to time, from any one or more of Company's bankers and/or from financial institutions, banks/Corporate or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured



or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company will or may exceed the aggregate paid-up share capital of the Company, free reserves and Securities Premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided that the total outstanding amount of such borrowings shall not exceed Rupees 250 Crore (Two Hundred and Fifty Crore Rupees) over and above the aggregate of the paid up capital of the company, its free reserves and Securities Premium at any time apart from temporary loans obtained from the company's bankers in the ordinary course of business.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered 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.”

c) To remit, or give time for the repayment of, any debt due from a director.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Creation of Charges on the assets of the Company:

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to ratify, accept, create such mortgages, charges and hypothecations/Pledge as may be necessary on such assets of the Company, both present and future, in such manner as the Board/Committee of the Board may think fit and proper, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages, pledge or hypothecations are created, shall not, at any time exceed the limit of Rs. 100 Crore (One Hundred Crore Rupees).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalize with the Lending Agencies/Trustees, the documents for creating the aforesaid mortgages, charges, pledge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**6. TO APPROVE RELATED PARTY TRANSACTIONS U/S 188 OF THE COMPANIES ACT, 2013 AND TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING AS AN ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re-

enactment thereof for the time being in force), the consent of the members be and is hereby accorded to Board of Directors to enter into any contract or arrangements with related parties as well as with Key Managerial Personnel(s) as well as their relatives as mentioned in AOC-2 with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or reimbursement of any transaction or any other transaction of whatever nature with related parties up to Rs. 10 Crore for each type of transaction.

**“RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

#### **7. Migration of the Company from BSE SME (SME Platform BSE) to Main Board of NSE and BSE**


To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT,** pursuant to Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by Ministry of Corporate Affairs (including any statutory modifications or re-enactment thereof for the time being in force), and subject to meeting of respective criteria of Exchange(s), consent of the Members be and is hereby accorded to migrate the Company, currently listed on BSE SME (SME Platform) to Main Board of National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

**RESOLVED FURTHER THAT,** the Board of Directors and/or Company Secretary of the Company be and are hereby authorized jointly and severally to appoint Third party Consultants, to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to NSE and BSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from BSE SME (SME Platform) to Main Board of NSE and BSE.

**RESOLVED FURTHER THAT,** Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

**By Order of Board of**





**Indo US Bio-Tech Limited**

Jagdish Ajudia  
Chairman & MD  
DIN: 01745951

Maltiben J. Ajudia  
Director  
DIN: 02403878

July 8, 2022  
Ahmedabad

**Regd. Office:**

**309, Shanti Mall, Satadhar Char Rasta,  
Opp. Navrang Tower, Sola Road,  
Sola Road, Ahmedabad-380061**





## NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [amrshgandhi72@gmail.com](mailto:amrshgandhi72@gmail.com) and/or on company's email address [indouscs@gmail.com](mailto:indouscs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. In case members have not registered their email addresses with the Company/Depository, please follow the below instructions to register email address for obtaining Annual Report and login details for e-voting. For members holding shares in physical mode – Please provide necessary details like Folio No., Name of Shareholder by email to [indouscs@gmail.com](mailto:indouscs@gmail.com) Members holding shares in demat mode can get their email ID registered by contacting their respective depository participant or by email to [indouscs@gmail.com](mailto:indouscs@gmail.com).
9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and shares are held by them in physical form.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website [www.indousagriseeds.com](http://www.indousagriseeds.com) websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
13. Pursuant to Section 91 of the Companies Act, 2013 The Register of Members and the Share Transfer Books of

the Company will remain closed for a period from Monday, 25.07.2022 to Monday 01.08.2022 (both days inclusive).

14. The Company has appointed M/s. Amrish Gandhi & Associates, Practicing Company Secretary (Membership No. 8193 and COP No.5656), Ahmedabad to act as the Scrutinizer for conducting the remote e-voting process and Venue voting through VC/OAVM.
15. Members are requested to contact Registrar and Transfer Agent (RTA) namely **Bigshare Services Private Limited at 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri(E), Mumbai-400059, Maharashtra** for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
16. An explanatory statement pursuant to Section 102 of Companies Act, 2013, in respect of special business mentioned in the notice under item No. 3 to 6 is annexed hereto.
17. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with **National Securities Depository Limited (NSDL)** and the **Central Depository Services Limited (CDSL)**.
18. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
19. Members, who have multiple accounts in identical names or joint names in same order, are requested to intimate **M/s. Bigshare Services Private Limited**, the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
20. Pursuant to Section 108 of the Companies Act, 2013 and the rules framed thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to its members holding shares in physical or dematerialized form as on the cut-off date, i.e., Monday, 25.07.2022, to exercise their right to vote by electronic means on any or all of the agenda items specified in the accompanying notice of Annual General Meeting.
21. The e-voting period commences on Friday, 29.07.2022 at 9.00 a.m. and ends on Sunday, 31.07.2022 at 5.00 p.m. During this period, Members holding shares either in physical form or in dematerialized form as on Monday, 25.07.2022 i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
22. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Monday, 25.07.2022. Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote electronically on all the resolutions set forth in the Notice of AGM.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:**

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM and will be available for Members on first come first served basis.

3. Members who need assistance before or during the EGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800-222-990

4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at XXXXXXXXXXXXX Friday, 29.07.2022 at 9.00 a.m. and ends on Sunday, 31.07.2022 at 5.00 p.m Those Members who have registered themselves as a speaker will only be allowed to express their views/askquestions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

5. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**PROCEDURE AND INSTRUCTIONS FOR THE E-VOTING:**

The procedure to login to e-Voting website consists of two steps as detailed hereunder: **Step 1: Log-in to NSDL e-Voting system:**

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematmode with NSDL.	<p>If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e- Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>



	<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. Once 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</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 above mentioned website.

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43



**B) Login Method for shareholders other than Individual shareholders holding securities indemat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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, your Password/OTP and aVerification 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.*

Your User ID details are given below:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 DigitClient ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) 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*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company.

Password details for shareholders other than Individual shareholders are given below: If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

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 to enter the ‘initial password’ and the system will force you to change your password.

How to retrieve your ‘initial password’?

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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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](http://www.evoting.nsdl.com).

**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.

Now, you will have to click on "Login" button.

After you click on the "Login" button, home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the
7. Once you confirm your vote on the resolution, you will not be allowed to modify your

#### **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

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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [indouscs@gmail.com](mailto:indouscs@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [indouscs@gmail.com](mailto:indouscs@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e- Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the GM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Memberlogin where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [indouscs@gmail.com](mailto:indouscs@gmail.com) The same will be replied by the company suitably.





## **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102[1] OF THE COMPANIES ACT, 2013**

**The following statements set out all material facts relating to Special Businesses mentioned in the accompanying Notice.**

### **In respect of item no. 3 Approve increase in authorised share capital:**

It is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) Equity Shares of Rs. 10/- (Rupees Ten only) to Rs. 11,00,00,000/- (Rupees Eleven Crore only) divided into 1,10,00,000 (One Crore Ten Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each as indicated in the Resolution at Item No. 3 of the Notice.

Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect the changes in the Authorised Share Capital of the Company. The proposed resolutions are in the interest of the Company and your Directors commend Resolutions at item No. 3 for your approval.

Consequent to increase in Authorised Share capital, it is necessary to alter the Capital Clause V of the Memorandum of Association of the Company.

In Further, pursuant of Companies Act, 2013, alteration in Memorandum of Association is subject to the approval of shareholders of the company by way of Special resolution.

In view of thereof, your directors seek your approval for alter the Capital Clause V of the Memorandum of Association of the company and proposed in a Special resolution in item no.3 above.

*None of the Directors and the Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolutions.*

### **In respect of item no. 4 ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:**

As per Section 42, 62 of the Companies Act, 2013, approval of shareholders is required for allotment of shares on preferential basis and hence the resolution is placed before the shareholders.

The Disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows: -

#### **Particulars of the offer including date of passing of Board resolution; material terms of issue of securities.**

The Board of Directors of the Company, at their Meeting held on 8<sup>th</sup> July, 2022 by passing a Resolution, has subject to the approval of the Members of the Company ('Members') and such other approvals as may be required, approved the issue of following number of Equity Shares on preferential basis to the non-promoter group on a Preferential Basis, for the cash consideration ('Preferential Allotment'): - up to 10,83,300 (Ten Lakhs Eighty Three Thousand Three Hundred only) equity shares, at a proposed price of



Rs. 71.00/- (Rupees Seventy-One each) per equity share for Cash to the proposed allottees by way of a Preferential allotment, where INR 10.00/- is towards face value and 61.00/- towards premium.

The terms and conditions of the Preferential Allotment of Equity Shares are as stated in the Resolution.

**a) Objects of the Preferential issue:**

**The proceeds of the issue will be utilized for:**

- (i) meeting long term fund requirements; and
- (ii) other general corporate purposes of the Company

**b) Kinds of securities offered, Maximum number of shares to be issued and the price at which the allotment is proposed:**

The Company proposes to issue and allot up to 10,83,300 (Ten Lakhs Eighty-Three Thousand Three Hundred only) no. of equity shares, at a proposed price of Rs. 71.00/- (Rupees Seventy-One each) per equity share including premium (face value of Rs. 10.00/- and Premium of Rs. 61.00/- per share), such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("Floor Price").

*Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:*

The issue price has been determined based on Valuation report dated 08.07.2022 issued by M/s Manish Buchasia, Independent Registered Valuer under the Companies Act, 2013 and pricing certificate dated 08.07.2022 issued by M/s A. Santoki & Associates, Practicing Company Secretaries, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations.

*The equity shares of the Company are currently listed on BSE and proposed shares upon allotment shall too be listed on BSE Limited ("BSE").*

*The equity shares are frequently traded on BSE in terms of the ICDR Regulations. In terms of the applicable provisions of the ICDR Regulations, the Floor Price / minimum at which the Subscription Shares shall be issued and allotted is Rs.67.02 per share, being higher of the following:*

- *Volume weighted average price of the equity shares of the Company quoted on BSE, during the 90 trading days preceding the Relevant Date, i.e., Rs. 67.02 per equity share or*
- *Volume weighted average price of the equity shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e., Rs. 57.20 per equity share.*



The pricing of the Subscription Shares to be allotted on preferential basis is Rs 71.00/- per share which is not less than the Floor Price determined in the manner set out above.

**c) Intention of promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue, except as mentioned below:

Name of Promoter / Group	PAN	Proposed Shares for Subscription
Jagdishkumar Devjibhai Ajudiya	ABPPA8643P	100000
Malti Jagdishbhai Ajudia	ANEPA4249A	100000
Priyanka Jagdishbhai Ajudia	CILPA3083Q	50000





**d) Shareholding pattern of the Issuer before and after the issue:**

The shareholding pattern before and after completion of the proposed preferential issue would be as under: -

**Annexure – A**

Sr. No.	Category	Pre issue**		Post issue	
		No. of shares	% Of Capital	No. of shares	% Of Capital
A	Promoters Holding				
1	Indian Promoters	67,84,949	74.02 %	70,34,949	68.63%
	Foreign Promoters	Nil	Nil	Nil	Nil
2	Persons Acting in Concert	Nil	Nil	Nil	Nil
	Sub-Total	67,84,949	74.02 %	70,34,949	68.63%
B	Non-Promoters Holding				
1	Institutional investors	Nil	Nil	Nil	Nil
	Mutual Funds	Nil	Nil	Nil	Nil
	Banks, Fls, Insurance companies	Nil	Nil	Nil	Nil
	NRIS/OCBs	Nil	Nil	Nil	Nil
	Flls	Nil	Nil	Nil	Nil
	Sub-Total	Nil	Nil	Nil	Nil
2	Others				

	Private Body Corporate	1,27,500	1.39	327500	3.20
	Indian Public*	20,96,751	22.87	2713551	26.47
	NRI	16,500	0.18	16,500	0.16
	Hindu Undivided Families	1,41,000	1.54	157500	1.54
	Clearing Members*	0	0	0	0
	Sub-Total	23,81,751	25.98	32,15,051	31.37
	Grand Total	91,66,700	100.00	1,02,50,000	100.00

\* Categories merged, on basis of RTA Data.

\*\* Listing permission for recently allotted shares have been obtained from BSE, thus those shares are considered in Pre-Issue holding. Trading permission is applied and is under process to be obtained.

#### e) Time frame within which the Preferential Allotment shall be completed

As required under the ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Subscription Shares to be allotted shall require to be listed on Stock Exchanges, which require in-principle approval of Stock Exchanges, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges, whichever is later.

#### f) The Identity of the natural person who are ultimate beneficial owners of shares proposed to be allotted and / or who are ultimately control the proposed allottee:

Except one Bodies Corporate, i.e. Improwised technologies private limited as mentioned in Agenda / Motion at Item 4 above, all other proposed allottees are Individuals. We present the Details of Ultimate Beneficial Owner of said Body Corporate:



Sr. No.	Name	Proposed Allotment	Pre-Allotment Shares and %	Post Allotment Shares and %	Ultimate Beneficial Owner
1.	Improwised Technologies Private Limited	2,00,000 Shares	0	2,00,000 1.95%	RAKSHIT MENPARA, BABUBHAI MENPARA, SHAILESH DAVARA BABULAL HANSA BABULAL

**g) Undertakings:**

- I. As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required.
- II. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

**h) Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for the preferential issue is 02.07.2022, being the date 30 days prior to the date of General Meeting being is 01.08.2022.

**i) Other Disclosures:**

- (i) A copy of the certificate from M/s. A. Santoki & Associates, Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: [www.indousagriseeds.com](http://www.indousagriseeds.com).
- (ii) All the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only.
- (iii) None of the Company, the Promoter or the Directors has been declared as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
- (iv) None of the Promoter /Non-promoters to whom equity shares are proposed to be allotted by this preferential issue had sold Equity Shares of the Company in the 6 months preceding the Relevant Date.





- (v) Amount which company intends to raise via this preferential Allotment is INR 7,69,14,300 (Seven Crores Sixty nine lakhs fourteen thousand three hundred Rupees).
- (vi) The shares allotted under above preferential allotment shall be locked in for period of 18 months / 6 months (as per 167 (1) of ICDR) for promoters and 6 months for persons other than promoters (as per Regulation 167 (2) of ICDR)
- (vii) The Company has not made any preferential allotment of Equity Shares during the current financial year.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Shares is being sought by way of a Special Resolution as set out in the said item of the Notice.

The Board at its meeting held on 8<sup>th</sup> July, 2022 approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as members in general, in the said resolution, except the three allottees from promoter group and thus the whole group and promoter himself shall exclude themselves from voting.

#### **In respect of Item No. 5: Borrowing Limits of the Company**

Under the provisions of Section 180 (1)(a),(c),(d) of the Companies Act, 2013, the Board of Directors of a Company could, with the consent of the shareholders obtained by a Special Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital, free reserves of the Company, that is to say, reserves not set apart for any specific purpose and Securities Premium and the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Under the provisions of Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors of a Company could, with the consent of the shareholders obtained by a Special Resolution, create charge/mortgage/hypothecation on the Company's assets, both present and future, in favor of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/mortgage/hypothecation on the Company's assets, both present and future, in favor of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the lenders/trustees for the holders of

debentures/bonds may contain the power to take over the management of the Company in certain events, it is necessary to obtain Member's approval under Section 180 (1)(a) of the Companies Act, 2013, by way of a Special Resolution. The Board recommends the Resolution at Item No.6 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and key managerial personnel of the Company, their respective relatives are concerned or interested in the Resolution.

**In Respect Of Item No 6: -Approval For Entering Into Related Party Transactions By The Company:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the listed Company having a paid-up share capital of rupees Ten crore or more, prior approval of the shareholders by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company. The Board of Directors of the Company took note that the Company being in existence for last three decades has developed into a financial institution with efficient systems, competent credit management practices and stringent operational control processes, thus, may extend the required support to its associate Companies.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- (1) Name of the Related Party:
- (2) Name of the Director or Key Managerial Personnel who is related, if any, as provided in table below:



(3) Nature of Relationship:

<b>Nature of Transaction</b>	<b>Name of Party</b>	<b>For the Year ended on 31-03-2022</b>
<b>Director's Remuneration</b>	Jagdish D Ajudiya	12,13,160
	Maltiben J Ajudiya	6,09,516
	Priyanka J Ajudiya	4,66,665
<b>Salary Paid</b>	Rinku Dipenbhai Jethva	1,00,000
	Dimpy Divyangbhai Joshi	3,25,428
<b>Sale of Goods</b>	Shree Patel Beej Nigam	9,13,260
	Indo US Agriseeds Pvt. Ltd.	-
<b>Purchases</b>	Shree Patel Beej Nigam	-
<b>Loan Repaid</b>	Jagdish D Ajudiya	-
	Priyanka J Ajudiya	1,52,831
	Maltiben J Ajudiya	2,00,000
<b>Loan Accepted</b>	Maltiben J Ajudiya	2,00,000
<b>Trade Receivable</b>	Shree Patel Beej Nigam	34,778
	Indo US Agriseeds Pvt. Ltd.	-
	Indo US Foundation	9,89,523

The members are further informed that no members of the Company being a related party or having any interest in the resolution as set out at item No. 4 shall be entitled to vote on this special resolution. The Board of Directors recommends the resolution set forth in item No. 4 for approval of the Members. Except Promoter Directors and their relatives (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

**IN RESPECT OF ITEM NO 7: - MIGRATION OF THE COMPANY FROM BSE SME (SME PLATFORM BSE) TO MAIN BOARD OF NSE AND BSE:**

Pursuant to Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 any company existing on SME Platform having a paid-up capital of more than Rs.10 crores and



continued listing of 2 years or more can apply to move to the Main Board; provided (i) market capitalization of the said company for preceding 20 traded days from the date of submission of application to the Stock Exchange for migration from SME platform to the Main Board should be equal to or in excess of Rs.25 crores; (ii) a Special Resolution is passed with at least two-thirds of the shareholders (apart from promoter shareholders) favoring the migration; and (iii) the company meets listing requirements of the stock exchange on which the share capital is listed.

Since the Paid-up Capital of your Company after issue of Preferential allotment will be above Rs. 10 crores and the Company's shares have been listed on BSE SME since May,2018 till date, as per the requirement, the Company complies the requirement of Equity Share capital of more than Rs. 10 Crores & continued listing of more than 2 years on BSE SME for migration purpose. The Board of Directors are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the Members of the Company to enjoy sufficient returns on their investments and also enable larger participation in equity as post migration lot size shall reduce from current 1500 shares to 1 share for trading. Hence, the Board of Directors of the Company in their meeting held on July 8, 2022 consented to migrate from BSE SME to the Main Board of NSE and BSE, subject to members approval.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.



**Annexure to the Item No 2 of the Notice Details of Directors seeking re-appointment at the 18<sup>th</sup> Annual General Meeting (In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

<b>Name of the Director</b>	Ms. Priyanka J. Ajudia (DIN 07941023),
<b>Date of Birth</b>	24-05-1999
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	23/11/2017
<b>Qualification</b>	B.Sc. Agri
<b>Experience</b>	She is taking interest in the activities of R&D center, going through the feedback of dealers/distributors/farmers, their grievances and its solutions and she is associated with day-to-day work with Company.
<b>Shareholding</b>	2.06 %
<b>No. of Meetings of the Board attended during the year</b>	10
<b>Inter-se relationship between the Board Members.</b>	Daughter of Mr. Jagdish Ajudia, Managing Director & Mrs. Malti Jagdish Ajudia, Whole Time Director,

**Regd. Office:**

**309, Shanti Mall, Satadhar Char Rasta,**

**Opp. Navrang Tower, Sola Road,**

**Sola Road, Ahmedabad-380061, Gujarat**

**By Order of Board of  
Indo US Bio-Tech  
Limited**

Jagdish Ajudia

Chairman & MD

DIN: 01745951

Maltiben J. Ajudia

Director

DIN: 02403878

July 8, 2022

Ahmedabad

