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INDO US BIOTECH LTD

ANNUAL REPORT FY 2018-19



## NOTICE

**NOTICE** is hereby given that the Fifteenth Annual General Meeting of the Members of M/s. Indo Us Bio-Tech Limited will be held at Registered Office of the Company situated at 309, Shanti Mall, Satadhar Char Rasta, Opp. Navrang Tower, Sola Road, Ahmedabad- 380061, Gujarat on Saturday, 28<sup>th</sup> day of September, 2019 at 3.00 p.m. to transact the following business:

### **ORDINARY BUSINESS:**

To Consider and adopt the Audited Financial Statements of the company for the Financial Year ended on 31<sup>st</sup> March, 2019 and the Reports of Board of Directors and the Auditors' thereon and in this regard to pass with or without modification the following resolution as Ordinary Resolution:

**"RESOLVED THAT** audited financial statements of the company for the financial year ended March 31, 2019 and the reports of the board of directors and auditors' thereon laid before this meeting, be and are hereby considered and adopted."

To appoint a Director of Mrs. Malti J. Ajudia (holding DIN 01745951), 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, Mrs. Malti J. Ajudia (holding DIN 02403878), 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:**

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 a 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.

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**“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.”

To appoint Mrs. Rita N. Kikani (holding DIN o8367656) as an Independent Director and in this regard, pass the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, (including any statutory amendments or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mrs. Rita N Kikani (holding DIN o8367656), who was appointed as Additional Independent Director dated on 1<sup>st</sup> March, 2019 up to conclusion of next Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company at this Annual General Meeting to hold office with effect from 1<sup>st</sup> March, 2019, not subject to retirement by rotation”.

Regd. Office:

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

By Order of the Board

**For, INDO US BIO-TECH LIMITED Opp.**

Sd/-

Sd/-

**Jagdish D Ajudia**  
**Chairman and Managing Director**  
**DIN: 01745951**

**Maltiben Ajudia**  
**Wholetime Director**  
**DIN: 02403878**

**Date: 30<sup>th</sup> May, 2019**



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**NOTES:**



1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e. by 3.00 p.m. on Thursday, 26<sup>th</sup> September, 2019. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. An explanatory statement pursuant to Section 102 of Companies Act, 2013, in respect of special business mentioned in the notice under item No. 4 is annexed hereto.

3. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 6 p.m. up to the date of meeting.

4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period from Sunday, 22<sup>nd</sup> day of September, 2019 to Saturday, 28<sup>th</sup> day of September, 2019 (both days inclusive).

5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the financials and other communications via email.

6. Members are requested to contact Registrar and Transfer Agent (RTA) namely **Bigshare Services Private Limited. 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.

7. In terms of Section 152 of the Companies Act, 2013, Mrs. Malti J. Ajudia (holding DIN 01745951), Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends his re-appointment.



8. 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 (CD)**
9. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for identification of attendance at the meeting.
10. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking information with regard to account are requested to write to the Company early so as to enable the Manager to keep the information ready.
11. Members / Proxies are requested to bring with them the attendance slip duly filled in and hand it over at entrance.
12. 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.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have registered their e-mail addresses so far are requested to register their e-mail address so that they can receive Annual Report and other communication from the Company electronically. Members are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The annual report is available on our website i.e. [www.indousagriseeds.com](http://www.indousagriseeds.com).
14. Pursuant to Section 108 of the Companies Act, 2013 and the rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to members holding shares in physical or dematerialised form as on the cut-off date, i.e. Saturday, 21<sup>st</sup> September 2019, 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. The E-Voting period commences on Wednesday, 27<sup>th</sup> September, 2019 at 9.00 a.m. and ends on Friday, 27<sup>th</sup> September, 2019 at 5.00 p.m. The facility for voting through ballot paper will also be made available at the Annual General Meeting and members attending the Annual General Meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper. The detailed instructions for E-Voting are given as a separate attachment to this notice.
15. The route map showing directions to reach the venue of the 15<sup>th</sup> Annual General Meeting is available in this Annual Report.



### 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

- .. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com/>.
- .. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- .. 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.
- .. Your User ID details will be as per details given below :
- .. 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 IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
- .. 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\*\*\*\*\*).
- .. 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\*\*\*).
- .. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
- .. 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.
- ... After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- ... 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 on NSDL e-Voting system.

- ... 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.
- ... 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.
- ... Select “EVEN” of the Company.
- ... Now you are ready for e-Voting as the Voting page opens.
- ... 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.
- ... Upon confirmation, the message “Vote cast successfully” will be displayed.
- ... You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- ... Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**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 accompany Notice.

**ITEM NO. 3:- 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 parti the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related I Transactions, requires that for entering into any contract or arrangement as mentioned herein below with related party, the Company must obtain prior approval of the Board of Directors and in case of the I Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders by of a Special Resolution must be obtained:

- ... Sale, purchase or supply of any goods or materials;
- ... Selling or otherwise disposing of, or buying, property of any kind;
- ... Leasing of property of any kind;
- ... Availing or rendering of any services;
- ... Appointment of any agent for purchases or sale of goods, materials, services or property;
- ... Such related party's appointment to any office or place of profit in the company, its subsidiary compar associate company and

Underwriting the subscription of any securities or derivatives thereof, of the Company. The Board of Dire of the Company took note that the Company being in existence for last three decades has developed in financial institution with efficient systems, competent credit management practices and stringent operat 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 proposed transactions along with annual limit that your Company may enter into with the related partie 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 Boar its Powers) Rules, 2014 are as under:

... Name of the Related Party:

... Name of the Director or Key Managerial Personnel who is related, if any, as

provided in table below:



... Nature of Relationship:

Sr. No.	Name of Director/KMP	Name of related party	Nature of transaction as per Section 188 of the Companies Act, 2013
1	Jagdish Devjibhai Ajudia - Managing Director	Key Managerial personnel	Unsecured Loan and Salary
2	Indo-US Agriseeds Private Limited	Enterprises over which KMP are able to exercise significant influence	Purchase of Goods and Unsecured Loan
3	Maltiben Jagdishkumar Ajudia-Wholetime Director	Key Managerial personnel and their relatives	Remuneration
4	Priyanka Ajudia	Key Managerial personnel and their relatives	Remuneration
5	Sangeeta Dilipkumar Narwani	Key personnel Managerial	Remuneration
.	Shree Patel Beej Nigam	Enterprises over which KMP are able to exercise significant influence	Sales of Goods

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. 3 shall be entitled to vote on this special resolution. The Board of Directors recommends the resolution set forth in item No. 3 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.





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**ITEM NO. 4: To appoint Mrs. Rita N. Kikani (holding DIN 08367656) as an Independent Director:**

The Board of Directors at their meeting held on 1st March, 2019, and after receiving recommendation from Nomination & Remuneration Committee, had appointed Mrs. Rita N. Kikani (DIN : 08367656), as an Additional Independent Director with effect from 1st March, 2019 pursuant to Section 161 of the Companies Act, 2013. He holds office upto conclusion of this Annual General Meeting.

The Company has received a declaration from Mrs. Rita N. Kikani (DIN : 08367656) in writing to the effect that he meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mrs. Rita N. Kikani (DIN : 08367656), as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and he shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Rita N. Kikani (DIN: 08367656), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is independent of the Management. Accordingly Board of Directors recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice.

Details of Directors seeking appointment at forthcoming Annual General Meeting:

(In pursuance of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

<b>Name of the Director</b>	Mrs. Rita N. Kikani (DIN : 08367656)
<b>Date of Birth</b>	01.11.1979
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	01.03.2019
<b>Shareholding</b>	0
<b>No. of Meetings of the Board attended during the year</b>	1

There is no inter-se relationship between the Board Members.

No Director, Key Managerial personnel or their relatives, except Mrs. Rita N. Kikani (DIN : 08367656), to whom the resolution relates, is interested or concerned in the resolution

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Annexure to the Item No 3 of the Notice

Details of Directors seeking re-appointment at the 15th Annual General Meeting

(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)

<b>Name of the Director</b>	Mrs. Malti J. Ajudia (holding DIN 01745951),
<b>Date of Birth</b>	05.06.1976
<b>Nationality</b>	Indian
<b>Date of Appointment on Board</b>	12.01.2018
<b>Qualification</b>	BBA
<b>Experience</b>	She has experience of more than 10 years in marketing and accounting field. From 2008, she took up complete marketing in her hand, motivated the staff, guided them properly and established sound marketing system
<b>Shareholding</b>	2.64 %
<b>No. of Meetings of the Board attended during the year</b>	11
<b>Inter-se relationship between the Board Members.</b>	Wife of Mr. Jagdish Ajudia, Managing Director, Mother of Ms. Priyanka Ajudia, Executive Director,

Regd. Office:

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

By Order of the Board

For, INDO US BIO-TECH LIMITED

Sd/-

**JAGDISH D AJUDIA**  
Chairman and Managing Director  
DIN: 01745951

Sd/-

**MALTIBEN AJUDIA**  
Wholtime Director  
DIN: 02403878

Date: 30<sup>th</sup> May, 2019

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### **PROXY FORM**

Reg, Folio No./ DP ID & Client ID No. : \_\_\_\_\_ No. of shares held: \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_ being a member /  
members of the above- named Company hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ of failing him / her \_\_\_\_\_ of  
\_\_\_\_\_ as my / our proxy to attend and vote for me / us on my / our behalf at  
the Annual General Meeting of the Company to be held at 309, Shanti Mall, Satadhar Char Rasta, Opp.  
Navrang Tower, Sola Road, Ahmedabad-380061, Gujarat on Saturday, September 28, 2019 at 4.00 p.m.

Signature:

Date:

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## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting venue)  
15<sup>th</sup> ANNUAL GENERAL MEETING – Saturday, September 28 , 2019

Reg, Folio No./ DP ID & Client ID No. : \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of the attending member (in block letters): \_\_\_\_\_

Name of proxy (in block letters, to be filled in by the proxy attending instead of the member): \_\_\_\_\_

I hereby record my presence at the Annual General Meeting of the Company at 309, Shanti Mall, Satadhar Char Rasta, Opp. Navrang Tower, Sola Road, Ahmedabad-380061, Gujarat on Saturday, September 28, 2019 at 4.00 p.m.

Member's / Proxy's Signature

- Notes:
- 1) Interested joint members may obtain attendance slips from the Registered Office of the Company.
  - 2) Members / joint members / proxies are requested to bring this slip with them. Duplicate slips will not be issued at the entrance of the conference hall.
  - 3) The proxy form must be deposited so as to reach the Registered Office of the Company not less than FORTY-EIGHTHOURS before the time of the Annual General Meeting.