



## POSTAL BALLOT NOTICE

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

Dear Member,

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

The Board of Directors of the Company, at their meeting held on Thursday, July 16, 2020, appointed Mr. Vijay Anadkat, Company Secretary in Practice (CP No. 12051), as the Scrutinizer for conducting the postal ballot/e-voting process in fair and transparent manner. The Scrutinizer will submit their report to the Chairman of the Company after the completion of the scrutiny of the E voting. The results shall be declared on Tuesday, 18<sup>th</sup> August, 2020 at the Registered Office of the Company and will be communicated to the Stock Exchange (Where the shares of the Company are listed), and will also be displayed on the Company's website: www.Bombaysuperseeds.com

The resolution shall be deemed to have been passed on the last date (i.e., 17<sup>th</sup> August, 2020) specified by the Company for receipt of duly completed Electronic Votes, if approved by the Members with requisite majority.

Members are requested to consider and approve following business by way of Postal Ballot/E-Voting.

### SPECIAL BUSINESS :

#### **1. MIGRATION OF COMPANY'S EQUITY SHARES FROM SME PLATFORM OF NSE - EMERGE TO MAIN BOARD - NATIONAL STOCK EXCHANGE OF INDIA LIMITED;**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.

**Note :** In accordance with Regulation 277 of SEBI ( Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in Favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

**"RESOLVED THAT** pursuant to the Regulation 276 and 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 (SEBI(ICDR) Regulations) (as amended from time to time) and applicable Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof approval of members be and here by accorded through E Voting means to the migration of the Company's equity shares from SME platform of NSE - Emerge to Main Board - National Stock Exchange of India Limited as and when the Company is eligible for the same and to follow such procedures as specified by SEBI (ICDR) Regulations and other applicable regulations notified by SEBI/regulatory authorities as amended from time to time for migration to Main Board.

**RESOLVED FURTHER THAT** the Board of directors and the Company Secretary of the Company be and are hereby authorized severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf

# BOMBAY SUPER HYBRID SEEDS LIMITED

Plot No. 8, 9, 10, 11, Shreenathji Industrial Estate, Near Kuvadva G.I.D.C., N.H. 8-B, Kuvadva - 360 023.

Dist. Rajkot (Gujarat) INDIA • CIN No.: L01132GJ2014PLC080273



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www.bombaysuperseeds.com

of the Company for the purpose of Migration of the Company's equity shares from SME platform of NSE - Emerge to Main Board - National Stock Exchange of India Limited.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

**Regd. Office:**

Shreenathji Industrial Estate, Plot No. 11,  
Near Kuvadva G I D C, 8-B,  
National Highway, Rajkot-360023, Gujarat  
Date: 16<sup>th</sup> July,2020  
Place: Kuvadva, Rajkot

**By Order of the Board  
For Bombay Super Hybrid Seeds Limited**

\_\_\_SD/-\_\_\_  
CS Mona Rathod  
Company Secretary & Compliance Officer

## Notes :

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Board of Directors of the Company, at their meeting held on Thursday, July 16, 2020, appointed Mr. Vijay Anadakat, Company Secretary in Practice (CP No. 12051), as the Scrutinizer for conducting the postal ballot/e-voting process in fair and transparent manner.
3. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, July 10, 2020 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020.
4. Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (Hereinafter referred to as the "**Rules**") setting out all material facts in respect of the business specified in this notice and the reasons there to is annexed hereto. The Special Resolutions mentioned herein shall be declared as passed if the number of votes cast in its favor is not less than three times the number of votes cast against the said Special Resolution.
5. Due to non-availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. To facilitate such shareholders to receive this notice electronically and cast their vote electronically, Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:
  - a. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, by clicking the link: <http://www.skylinerta.com/EmailReg.php> and follow the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [subhashdhingreja@skylinerta.com](mailto:subhashdhingreja@skylinerta.com).
  - b. It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, , India by following due procedure.
6. The Postal Ballot Notice is being sent to the Members in electronic form whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited / RTA as on Friday, 10<sup>th</sup> July ,2020 (being cut-off date for determining the members to whom the Notice shall be dispatched). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants.
7. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 10<sup>th</sup> July ,2020 will be considered for the purpose of voting.
8. A copy of this notice together with Postal Ballot Form has been placed on the website of the Company [www.Bombaysuperseeds.com](http://www.Bombaysuperseeds.com) and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.

9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited ('CDSL'). The instructions for e-voting forms part of this Notice.
10. For E Voting ,Non Individual Shareholders and custodians should submit a scanned copy of the Board Resolution and/or Power of Attorney (POA) & shall be uploaded in PDF format in the system, for the scrutinizer to verify the same.
11. A Member cannot exercise his vote by proxy on postal ballot/Evoting.
12. The dispatch of Postal Ballot Notice shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1(one) in Gujarati newspaper, each having wide circulation in the State of Gujarat, where the registered office of the Company is situated.
13. The scrutinizer will submit his report to the Chairman/ any of the Director(s) of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on Tuesday, 18<sup>th</sup> August, 2020, at the registered office of the Company and the result along with Scrutinizer report will also be displayed on the website of the Company [www.Bombaysuperseeds.com](http://www.Bombaysuperseeds.com) besides being communicated to the Stock Exchange.
14. The resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal ballot forms (i.e. on Monday, 17<sup>th</sup> August, 2020) if assented by the members as per the provisions of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time).
15. Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
16. Any query/grievances relating to the postal ballot process may be addressed to CS Mona Rathod (Company Secretary and Compliance Officer)  
**Tele No. :** +91 9687967096  
**Address :** Shreenathji Industrial Estate Plot No.11, National Highway 8-B, Near Kuvadva GIDC, Kuvadva, Rajkot : 360023, Gujarat, India.

## VOTING THROUGH ELECTRONIC MEANS:

### Instructions relating to E-voting:

- (i) The voting period will commence on Sunday, 19<sup>th</sup> July, 2020 at 9 a.m. (9.00 hours IST) and will end on the Monday, 17<sup>th</sup> August, 2020 at 5.00 p.m. (17:00 hours IST). During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The cut-off date for e-voting facility is 10<sup>th</sup> July, 2020 and members whose names appear on the register of members/list of beneficial owners shall be entitled to avail the service.
- (iii) The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on "Shareholders / Members" tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first-time user follow the steps given below:

|  | For Members holding shares in Demat Form and Physical Form  |
|--|---|
| PAN  | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details Or Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.<br>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).   |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company i.e., Bombay Super Hybrid Seeds Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & entering the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e- voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## ➤ **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Businesses set out from Item No. 1 of the accompanying Notice dated March 24, 2020.

### **ITEM NO. 01 :**

The Company's shares have been listed on SME Platform of NSE - Emerge since 24th April, 2018. As per the provisions of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations, 2018 (as amended from time to time) the Company, whose shares are listed on SME Exchange for more than 2 years and having the Paid-up Share Capital of more than Rs. 10 Crore but up to Rs. 25 Crore are eligible to migrate from SME Exchange to Main Board. In view of increasing business activities and for strong brand building, the Board of Directors of the Company are of the view that the migration of the Company to Main Board of National Stock Exchange of India Limited will enhance the recognition of the Company, increase the participation from the retail investors and trading in the Equity Shares of the Company on the Main Board will go a long way in enhancing the image and goodwill of the Company.

The Company was listed on 24th April, 2018 on SME platform of NSE - Emerge, pursuant to the proposed bonus issue of shares subject to approval of members in upcoming Annual General Meeting, paid up Capital of the Company is proposed to increase to Rs. 10,49,37,000/- (Rupees Ten Crore Forty Nine Lakhs Thirty Seven Thousand only). The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Shareholders of the Company. By Migrating on the Main Board the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution.

**Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than an promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal through postal ballot means (including E Voting).**

It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the company on the Main Board of NSE and hence the management recommends the passing of said Special resolution and seeks shareholders' approval through Postal Ballot.

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

### **Regd. Office:**

Shreenathji Industrial Estate, Plot No. 11,  
Limited Near Kuvadva G I D C, 8-B,  
National Highway, Rajkot-360023,  
Gujarat

**Date :**16.07.2020

**Place:** Kuvadva

### **By Order of the Board**

For Bombay Super Hybrid Seeds

\_\_\_\_SD/-\_\_\_\_

CS Mona Rathod

**Company Secretary & Compliance Officer**