



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



Date: 29-01-2024

To,  
The General Manager,  
**Department of Corporate Services**  
**Bombay Stock Exchange**  
Floor2 5, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

**Ref: ISIN: INE250Z01010 (Symbol: INDOUS)**  
**Sub.: Submission of Copy of Notice of Postal Ballot to BSE**

**Dear Sir/Madam,**

We here by inform you that the meeting of the Board of Directors of the company was held on Wednesday, 24<sup>th</sup> January, 2024 at 17:00 pm and concluded on 17:30 p.m. at the registered office of the company situated at 309, Shanti Mall, Satadhar Char Rasta, Opp. Navrang Tower, Sola Road, Ahmedabad, Gujarat, 380061.

Further, Pursuant to regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Postal Ballot Notice dated 29<sup>th</sup> January, 2024 (“**Postal Ballot Notice**”).

The Postal Ballot Notice along with the relevant documents is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on Friday, 26<sup>th</sup> January, 2024 (“**cut off**”), for seeking their approval as set out in the Postal Ballot Notice.

The company has engaged the services of Bigshare Services Private Limited for the purpose of providing e-voting facility to all its members. The voting through e-voting will commence on Tuesday, 30<sup>th</sup> January, 2024 at 9:00 a.m. IST and will end on Wednesday, 28<sup>th</sup> February, 2024 at 5:00 p.m. IST. The results of e-voting will be announced on or before Saturday, 2<sup>nd</sup> March, 2024.

The above information will also be made available on the website of the company at <https://indousagriseeds.com/>.

Kindly take the information on your record.

Thanking You,

Yours Faithfully,

**For Indo Us Bio-Tech Limited**

DIMPY  
DIVYANGBHA  
JOSHI  
I JOSHI

Digitally signed by  
DIMPY DIVYANGBHA  
JOSHI  
Date: 2024.01.29  
15:19:08 +05'30'

**Ms. Dimpy Joshi**  
**Company Secretary & Compliance Officer**

**Encl:**

1. Copy of Postal Ballot Notice



**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



# INDO US BIO-TECH LIMITED

## ( INDO-US AGRISEEDS )

(AN ISO CERTIFIED COMPANY)

CIN: L01122GJ2004PLC043550

**Registered Office:** 309, Shanti Mall, Satadhar Char Rasta Opp.

Navrang Tower, Sola Road Ahmedabad, Gujarat 380061

Tel: +91 079-27491807, Email: [indouscs@gmail.com](mailto:indouscs@gmail.com); Website: <https://indousagriseeds.com>;

### **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

To

All Members,

**Indo Us Bio-Tech Limited**

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), Clause 16 of Secretarial Standard-2 (“SS-2”) including any statutory modification or re-enactment thereof for the time being in force, that **Indo Us Bio Tech Limited** (hereinafter referred to as the “Company”) is seeking the approval of the members by way of Ordinary Resolution/Special Resolution, by means of Postal Ballot through remote electronic voting (remote e-voting). Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013 read with applicable regulations of SEBI (ICDR) Regulations, 2018, setting out the information and material facts, is appended herewith for your consideration.

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the “MCA”) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 and 3/2022 dated 5th May 2022, and the General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs (the “MCA Circulars”) read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI and SEBI Circular dated January 05, 2023, read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ministry of Corporate Affairs, Government of India (the “MCA”) in terms of the MCA Circulars, has allowed the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars. Further, in compliance with the said MCA Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid self-addressed business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their

email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e- voting system.

The Board of Directors of the Company now proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolution appended below. Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the remote e- voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company by email through their registered email address to [indouscs@gmail.com](mailto:indouscs@gmail.com), providing requisite details like Name of Shareholder, PAN No., DP/Client ID, folio no. and certificate no (in case of physical shareholding). Member who does not receive the Postal Ballot Notice may send an e-mail to [indouscs@gmail.com](mailto:indouscs@gmail.com) and obtain a copy of Postal Ballot Notice.

The Company has engaged the services of **Bigshare Services Private Limited** to provide remote e- voting facility to the Members of the Company. Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting their votes through **Bigshare Services Private Limited**.

The remote e-voting facility is available at the link: <https://ivote.bigshareonline.com> **Tuesday, 30<sup>th</sup> January, 2024 at 9:00 a.m. IST** and will end on **Wednesday, 28<sup>th</sup> February, 2024 at 5:00 p.m. IST**. Please refer to the instructions for casting votes through remote e voting given in this Notice and the manner in which e-voting has to be carried out only members entitled to vote are entitled to vote through the remote e-voting facility provided the Company through Bigshare Services Private Limited -e-Voting system.

The board of directors of the company has appointed **Mr. Amrish Gandhi** (Membership No. F8193), Proprietor of **M/S Amrish Gandhi & Associates**, Firm of Practicing Company Secretaries as Scrutinizer (hereinafter referred to as the “**Scrutinizer**”) for conducting the postal ballot through remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the chairman of the Company (the “**Chairman**”) or any other duly authorized person of the Company after completion of Postal Ballot/E-voting period. The result of the Postal Ballot shall be declared by the Chairman or any other duly authorized person of the Company on or before **Saturday, 2<sup>nd</sup> March, 2024**. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company’s website: <https://indousagriseeds.com/> and will be intimated to the Stock Exchange where the shares of the Company are listed i.e. Bombay Stock Exchange (BSE SME Segment) in accordance with the provisions of SEBI Listing Regulations.

The Resolution, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. **Wednesday, 28<sup>th</sup> February, 2024**, & it will be placed on the website of the Company: <https://indousagriseeds.com/> and on the website of Bombay Stock Exchange <https://www.bseindia.com/> along with the Scrutinizer’s Report.

You are requested to peruse the proposed Resolution along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

**SPECIAL BUSINESS:**

**1. Re-appointment of Ms. Priyanka Jagdishbhai Ajudia (DIN: 07941023) as an Executive Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Ms. Priyanka Jagdishbhai Ajudia (DIN: 07941023) as an Executive Director of the Company for a further period of five (5) years with effect from November 23, 2022 till November 22, 2027, (both days inclusive), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions as set out in the Explanatory Statement annexed to this Postal Ballot Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Ms. Priyanka Jagdishbhai Ajudia.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**2. Re-appointment of Mrs. Ritaben Nileshbhai Kikani (DIN: 08367656) as an Independent Director of the Company.**

To consider and if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mrs. Ritaben Nileshbhai Kikani (DIN: 08367656), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from March,1 2024 till February 28, 2029 (both days inclusive) has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from March,1 2024 till February 28, 2029.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS**

**JAGDISH  
DEVJI AJUDIA**

Digitally signed by  
JAGDISH DEVJI AJUDIA  
Date: 2024.01.29  
13:08:09 +05'30'

**Jagdish Ajudia  
Managing Director  
DIN: 01745951**

**Date: - 29<sup>th</sup> January, 2024**

**Place: - Ahmedabad**

**NOTES:**

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice.
2. The Board has appointed CS Amrish Gandhi (Membership No.F8193) , Partner of M/S Amrish Gandhi & Associates, Firm of Practicing Company Secretaries as Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform.
3. This Postal Ballot Notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on **Friday, 26<sup>th</sup> January, 2024** by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on **Friday, 26<sup>th</sup> January, 2024**. Member who does not receive the postal ballot notice may send an email to [indouscs@gmail.com](mailto:indouscs@gmail.com) or may apply to Bigshare Services Private Limited (“Big Share”) at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com) and obtain a copy of postal ballot notice. The copy of postal ballot notice may also be downloaded from website of Company at <https://indousagriseeds.com/> and website of e-Voting Agency at <https://ivote.bigshareonline.com>
4. Resolution passed by the members through postal ballot is deemed to have been passed as if they are passed at a General Meeting of the members.
5. In terms of the MCA and SEBI Circulars, the Company will send this 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 members for this Postal Ballot. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement for registration of email addresses in terms of the MCA Circulars. The process for registration of email address is as under:
  - a) For casting vote for the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered with Company’s Registrar and Share Transfer Agent i.e. Bigshare Services Private Limited and thereafter enter required details. Member(s) may also intimate the same to the Company by writing an email at [indouscs@gmail.com](mailto:indouscs@gmail.com). The members shall provide the following information in the email–

**Full Name:**  
**No of shares held:**  
**PAN:**  
**DP ID & Client ID:**  
**Email id to be registered and Mobile No.:**

- b) Post successful registration of the email, the member 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, member may write to [indouscs@gmail.com](mailto:indouscs@gmail.com) or [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)
  - c) It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants.
  - d) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.
6. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on **Friday, 26<sup>th</sup> January, 2024**.
7. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on all resolution through the e-voting service facility arranged Bigshare Services Private Limited (hereinafter referred to as "Big Share"). The instructions for electronic voting are annexed to this Postal Ballot Notice. Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
8. The Shareholders are requested to note that 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.
9. Any query/grievance may please be addressed to Ms. Dimpy Joshi, Company Secretary and Compliance Officer with respect to the voting by remote electronic means at: Email id: [indouscs@gmail.com](mailto:indouscs@gmail.com) or to Bigshare Services Private Limited at [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com)
10. The members have to vote through remote e-voting platform only.
11. This Postal Ballot Notice is also placed on the website of the Company <https://indousagriseeds.com/> and is also available on the website of the stock exchange <https://www.bseindia.com/>
12. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot / e-voting.
13. Resolution, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **Wednesday, 28<sup>th</sup> February, 2024** in terms of



Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

14. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper (in English language) and one regional daily newspaper (in Gujarati language).
16. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolution through the e-voting service facility arranged by Bigshare Services Private Limited (hereinafter referred to as “Big Share”). The instructions for electronic voting are given in this Notice. **E-Voting will commence on Tuesday, 30<sup>th</sup> January, 2024 at 9:00 a.m. IST and will end on Wednesday, 28<sup>th</sup> February, 2024 at 5:00.** E-Voting shall not be allowed beyond the said time and date. Once the vote on the Resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
17. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any person duly authorized, on or before **Saturday, 2<sup>nd</sup> March, 2024** and will also be displayed on the Company website i.e. <https://indousagriseeds.com/> and will be intimated to the Stock Exchange where the shares of the Company are listed i.e. Bombay Stock Exchange in accordance with the provisions of SEBI Listing Regulations.
18. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Bigshare Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company.

**Remote e-Voting Instructions for shareholders:**

**Bigshare i-Vote E-Voting System**

**E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:**

- i. The voting period begins on **Tuesday, 30<sup>th</sup> January, 2024 at 9:00 a.m. IST** and will end on **Wednesday, 28<sup>th</sup> February, 2024 at 5:00.**, during this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 26<sup>th</sup> January, 2024** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.



1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the Evoting is in progress as per the information provided by company. On clicking the Evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</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 <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 able to see the e-Voting option where the Evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, 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 "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</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 "Register Online for IDeAS" "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.nsdl.com/">https://www.evoting.nsdl.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 hold 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 company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<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. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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 abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 990 and 1800 22 44 30

**2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL Demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL Demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

*Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in Demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.

- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
  - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

<b>Login type</b>	<b>Helpdesk details</b>
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No.1: - Re-appointment of Ms. Priyanka Jagdishbhai Ajudia (DIN: 07941023) as an Executive Director of the Company.**

The Board of Directors, at its meeting held on 23/11/2017, had appointed Ms. Priyanka Jagdishbhai Ajudia (DIN: 07941023) as an Executive Director of the Company for a period of 5 (five) years with effect from 23/11/2017 to 22/11/2022. pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Ms. Priyanka Jagdishbhai Ajudia (DIN: 07941023) as an Executive Director of the Company for a further period of five (5) years with effect from November 23, 2022 till November 22, 2027, (both days inclusive), as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions as set out in the Explanatory Statement annexed to this Postal Ballot Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Ms. Priyanka Jagdishbhai Ajudia.

**Period of Re-appointment:** November 23, 2022 till November 22, 2027 (both days inclusive).

**Duties:**

The Executive Director shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Managing Director and/or the Board from time to time and separately communicated to him and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and/or joint ventures and/or subsidiaries, including performing duties as assigned by the Managing Director and/ or the Board from time to time by serving on the boards of such associated companies and/or joint ventures and/or subsidiaries or any other executive body or any committee of such a company.

**Remuneration:**

A. Current net amount paid Rs. 47,280/- per month.

The increment which will be decided by the Board based on the recommendation of the Nomination & Remuneration Committee.

**Other Terms of Re-appointment:**

- i. The terms and conditions of the said re-appointment may be altered and varied from time to time by the Board as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 ('the Act') or any amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Executive Director, subject to such approvals as may be required.
- ii. The Executive Director shall not become interested or otherwise concerned, directly or through her spouse and/ or children, in any selling agency of the Company.
- iii. This re-appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu of the notice.
- iv. The employment of the Executive Director may be terminated by the Company without notice or payment in lieu of notice:

- if the Executive Director, is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required by the Agreement to render services; or
- in the event of any serious repeated or continuing breach (after prior warning) or non-observance by the Executive Director, of any of the stipulations contained in the Agreement to be executed between the Company and the Executive Director; or
- in the event the Board expresses its loss of confidence in the Executive Director.

v. In the event the Executive Director is not in a position to discharge her official duties due to any physical or mental incapacity, the Board shall be entitled to terminate her contract on such terms as the Board may consider appropriate in the circumstances.

vi. Upon the termination by whatever means of employment of the Executive Director:

- the Executive Director shall immediately cease to hold office held by her in any subsidiaries or associate companies without claim for compensation for loss of office by virtue of Section 167(1)(h) of the Act and shall resign as trustee of any trust connected with the Company.
- the Executive Director shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of its subsidiaries or associate companies.

vi. All Personnel Policies of the Company and the related rules which are applicable to other employees of the Company shall also be applicable to the Executive Director, unless specifically provided otherwise.

vii. If and when the Agreement expires or is terminated for any reason whatsoever, the appointee will cease to be the Executive Director and also cease to be a Director. If at any time, the appointee ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Executive Director and the Agreement shall forthwith terminate.

If at any time, the appointee ceases to be in the employment of the Company for any reason whatsoever, he shall cease to be a Director and the Executive Director of the Company.

viii. The terms and conditions of re-appointment of the Executive Director also includes adherence with the Tata Code of Conduct, no conflict of interest with the Company, protection and use of Intellectual Properties, non-solicitation post termination of agreement and maintenance of confidentiality.

She has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

She, pursuant to Section 152 of the Act, has given her consent to act as a Director of the Company, subject to the approval of the Members.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Ms. Priyanka Ajudia as an Executive Director will be beneficial to the functioning and growth of the Company and the remuneration payable to her is commensurate with her abilities and experience.

Accordingly, the Board commends the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice in relation to the re-appointment of Ms. Priyanka Ajudia as an Executive Director w.e.f. November 23, 2022 till November 22, 2027 (both days inclusive) for approval of the Members pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and Regulation 17 of SEBI Listing Regulations.

he above may be treated as a written memorandum setting out the terms of re-appointment of Ms. Priyanka Ajudia under Section 190 of the Act.

Date of <del>appointment</del> /re-appointment/cessation (as applicable) & term of <del>appointment</del> /re-appointment	Re-appointed With effect from November 23, 2022 .
Brief Profile (in case of appointment);	She has completed her Bachelor of Agriculture (B.Sc.Aagri.) from Rai University at Dholka, Dist. Ahmedabad. She is taking interest in the activities of R&D Centre, going through the feedback of dealers, distributors farmers, their grievance and solutions she is associated with day to day work with the company.
Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19.	Ms. Priyanka Jagdishbhai Ajudia is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

**Item No.2: Re-appointment of Mrs. Ritaben Nileshbhai Kikani (DIN: 08367656) as an Independent Director of the Company.**

The Board of Directors, at its meeting held on 01<sup>st</sup> March, 2019, had appointed **Mrs. Ritaben Nileshbhai Kikani (DIN: 08367656)** as an Independent Director of the Company for a period of 5 (five) years with effect from 01<sup>st</sup> March, 2019 to 29<sup>th</sup> February, 2024. pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mrs. Ritaben Nileshbhai Kikani (DIN: 08367656), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from March,1 2024 till February 28, 2029 (both days inclusive) has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from March,1 2024 till February 28, 2029.

Date of <del>appointment</del> /re-appointment/cessation (as applicable) & term of <del>appointment</del> /re-appointment	Re-appointed With effect from March 01, 2024.
Brief Profile (in case of appointment);	She has completed her graduation in Science field. Currently she is not working in any employment or not associated with any business activities. She is appointed as an independent director of the company.
Information as required pursuant to BSE Circular with ref. no. LIST/ COMP/ 14/ 2018-19.	Mrs. Ritaben Nileshbhai Kikani is not debarred from holding the office of director by virtue of any SEBI order or any other such authority



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**Website:** <https://indousagriseeds.com/>

**E-mail:** [indouscs@gmail.com](mailto:indouscs@gmail.com)

**Place:** Ahmedabad

**Date:** 29-01-2024

**For and on behalf of the Board of Directors of  
Indo Us Bio-Tech Limited**

JAGDISH  
DEVJI  
AJUDIA

Digitally signed by  
JAGDISH DEVJI AJUDIA  
Date: 2024.01.29  
13:00:37 +05'30'

**Jagdish Ajudia  
Managing Director  
DIN: 01745951**