

KIRTI SEEDS BIOTECH LIMITED

(CIN: L01122CT1982PLC001890) Regd. Office : Saddani Building, Sadar Bazar, Raipur-492001 (CG)
Phone No. 0771-2228740, Fax: 0771-2228740
E.mail : kirtiseeds@gmail.com Website : www.ksbl.in

NOTICE OF 38TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 38th (Thirty Eight) Annual General Meeting of the Members of “Kirti Seeds Biotech Limited” will be held on Saturday the 28th day of September, 2019 at 11.30 A.M. at its Registered Office located at “Saddani Building, Sadar Bazar, Raipur (C.G.) – 492001” to transact the following Business.

Ordinary Business:

1. To consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mr. Madan Lal Sancheti (DIN: 00016464) who retires by rotation and, being eligible, offers himself for re-election.
3. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

“RESOLVED THAT, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, M/S Batra Deepak & Associates, Chartered Accountants (Registration No. 5408C), be and are hereby appointed as the Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the 43rd Annual General Meeting, to conduct the audit at a remuneration as may be decided by the Board of Directors of the Company and reimbursement of out-of-pocket expenses incurred.”

Special Business:

4. To approve appointment of Smt. Lata Gabhne (DIN: 07283449) as a Whole-time Director of the Company:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196 and 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules and other applicable provisions, if any, of Companies Act, 2013, as amended or re-enacted from time to time, the approval of the members be and is hereby accorded to approve the appointment of Mrs. Lata Gabhne (DIN- 07283449) as “Whole Time Director” (“WTD”) of the Company on the Terms and Conditions including the terms of remuneration as recommended by the Nomination and Remuneration Committee with the liberty to the Board of Directors to alter or vary the same as may be agreed to between the Board of Directors and Mrs. Lata Gabhne w.e.f. 31.05.2019 for a term of five years ending 30.05.2024”

“RESOLVED FURTHER THAT Mr. Santanu Chatterjee, Director of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings as may be required in relation to the aforesaid appointment and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By Order of the Board

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REGISTERED OFFICE :
SADDANI BUILDING,
SADAR BAZAR,
RAIPUR (C.G.) - 492001

sd/-

(MADAN LAL SANCHETI)
Director
DIN: 00016464

Dated: 31st May, 2019

Place: Raipur

NOTES:

- i] A Member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on a poll on his/her behalf and such proxy need not be a Member of the Company. The proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- ii] The Register of Members and share Register of the Company will remain closed from 21st September, 2019 to 28th September, 2019 both days inclusive.
- iii] Members who are holding equity shares in identical order of names in more than one folio are requested to write to the Company's share department to enable Company to consolidate their holdings in one folio.
- iv] Member are requested to intimate to the Company, queries if any on Accounts, Notes on Accounts, Directors, and Auditors, Report, at least ten days before the Annual General Meeting to enable the Management to keep the information ready at the Meeting.

Details of Director retiring by rotation and seeking re-appointment:

Name of Director:	Mr. Madan Lal Sancheti
Date of Birth:	07.06.1937
Date of Appointment:	23.06.2008
Qualification:	B.Com.
Experience in specific function:	He has acquired wide experience and expertises in the fields of Finance, Management, and Capital Market operations.

- v] Members / Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
- vi] All documents referred to the NOTICE are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. upto the date of the Annual General Meeting.

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- Vii} Equity Shares of the Company fall under the category of compulsory DEMAT trading by all investors. Considering the advantages of scrip less trading, shareholders are requested to consider dematerialization of their shareholding so as to avoid inconvenience.
- Viii} Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.

EXPLANATORY STATEMENT

Annexed to the Notice convening the 38th (Thirty Eight) Annual General Meeting to be held on Saturday the 28th day of September, 2019

Item No 4

The Board of Directors of the Company ('the Board') at the meeting held on 31st May, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Mrs. Lata Gabhne (DIN- 07283449) as "Whole Time Director" ("WTD") of the Company on the Terms and Conditions including the terms of remuneration, as set out below:-

1. Basic / Consolidated Salary – Rs. 5000/-
2. Performance Bonus – NIL
3. Perquisites – NIL

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to the Whole Time Director, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

Requisite Notices under Section 160 of the Act proposing the re-appointment of Mrs. Lata Gabhne (DIN- 07283449) have been received by the Company, and consents have been filed by her pursuant to Section 152 of the Act.

Additional information in respect of Mrs. Lata Gabhne (DIN- 07283449), pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections 'Your Directors' and 'Report on Corporate Governance'.

Mrs. Lata Gabhne (DIN- 07283449), and their relatives, are interested in the Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions. The Board recommends these Resolutions for your approval.

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Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Kirti Seeds Biotech Ltd. (“KSBL” or “the Company”) is offering

e-voting facility to its members in respect of the businesses to be transacted at the 38th Annual General Meeting scheduled to be held on Saturday, 28th September, 2019 at 11.30 a.m.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the Authorized Agency to provide e-voting facilities.

The e-voting facility will be available during the following voting period:

Commencement of e-voting : From 10.00 a.m. (IST) on 25th September, 2019

End of e-voting : Up to 5.00 p.m. (IST) on 27th September, 2019

The cut-off-date for the purpose of e-voting is 21st September, 2019.

Please read the instructions given overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 31st May, 2019 for the 38th Annual General Meeting scheduled to be held on 28th September, 2019. A copy of the said Notice is attached with the Annual Report. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.ksbl.in

Yours faithfully,

For **KIRTI SEEDS BIOTECH LIMITED**

Sd/-

Madan Lal Sancheti

Director

Raipur

31st May, 2019

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The instructions for members for voting electronically are as under :-

In case of members receiving e-mail :

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “**COMPANY NAME**” from the drop down menu and click on “SUBMIT”.
- (iv) 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.
- (v) Next enter the image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evoting.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form
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PAN	Enter your 10 digit alpha-numeric “PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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.• 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. Sequence number is communicated in the Covering Letter / e.mail.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat Account or folio in dd/mm/yyyy format.
Dividend Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the Bank said demat account or folio. <ul style="list-style-type: none">• please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank Details field.

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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical Form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **KIRTI SEEDS BIOTECH LIMITED**.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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 on “OK”, else to change your vote, click on “CANCEL”and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image Verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to Helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which
 - They wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts
 - They would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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In case of members receiving the physical Copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) 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.co.in under held section or write an email to Helpdesk.evoting@cdslindia.com.

General Instructions :

- I.. The Board of Directors has **appointed Shri K.C. Dhanuka, (ICSI CP Registration No. 1247) a Practicing Company Secretary**, as a Scrutinizer to scrutinizes the e-voting process in a fair and transparent manner.
- II.. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e- voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer’s Report of the votes cast in favour or against. If any, forthwith to the Chairman of the Company.
- III.. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be Deemed to be passed on the AGM date subject to receipt of the requisite e numbers of votes in favour of the Resolutions.
- IV.. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company www.ksbl.in and Central Depository Services (India) Ltd. within two (2) days of passing of the resolutions and communication of the same to be CSE Limited.

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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Attendance Slips on request at the venue of the meeting.

Master Folio No.

DP ID *

Client ID *

NAME AND ADDRESS OF THE HOLDER _____

No. of Share(s) held:

I/We hereby record my/our presence at the Thirty Eight Annual General Meeting of the Company held on Saturday, the 28th September, 2019 at Saddai Building, Sadar Bazar, Raipur (C.G.)-492001.

Signature of the shareholder / Proxy

*Applicable for investors holding shares in electronic form.

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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP ID: _____

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

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the company to be held on Saturday the 28th September, 2019 at 11:30 A. M. at the registered office of the Company Saddani Building, Sadar Bazar, Raipur – 492 001 Chhatisgarh and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Proposed
	Ordinary Business
1.	Adoption of Financial Statements, Reports of the Board of Directors and Auditors.
2.	To appoint a Director in place of Madan Lal Sancheti (DIN: 00016464), who retires by rotation and being eligible offers himself for re-appointment.
3.	M/S Batra Deepak & associates Chartered Accountants, (ICAI Firm registration No. 5408C) who offered themselves for re-appointment as Statutory Auditors of the Company, to hold office from conclusion of 38 th AGM upto 43 rd AGM (subject to ratification by the members at every subsequent AGM) at remuneration to be fixed by the Board in consultation with them

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4.	Smt. Lata Gabhne (DIN: 07283449) who has been appointed by the Board of directors as Whole Time Director of the Company and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Whole Time Director of the Company.
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Affix Revenue Stamp

Signed this _____ day of _____ 2019

Signature of Shareholder.....Signature of Proxy holder(s).....