

Dated: 05.09.2020

To,
Corporate Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai-400001

Scrip Code: 539660**Scrip ID: BESTAGRO****Sub: Notice of 29th Annual General Meeting**

Dear Sir/Madam,

Pursuant to the regulation of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find the enclosed notice of 29th Annual General Meeting of Best Agrolife Limited for your kind perusal.

You are requested to please take the information on record and oblige.

Thanking You,

Yours Faithfully,

For Best Agrolife Limited
(Formerly Known as Sahyog Multibase Limited)

For BEST AGROLIFE LIMITED
Himanshi
Negi
Company Secretary

Himanshi Negi
Company Secretary and Compliance Officer



Best Agrolife Limited
Corporate Identity Number (CIN): L74110DL1992PLC116773
Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026
Tel: 011-45803300
Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29th ANNUAL GENERAL MEETING (“AGM”) OF THE SHAREHOLDERS OF BEST AGROLIFE LIMITED WILL BE HELD ON MONDAY, 28TH SEPTEMBER 2020 AT 12:30 P.M., THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (“VC/OAVM”) FACILITY TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2020 including the audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss with Cash Flow Statement for the year ended on that date and the reports of the Board of Directors (‘the Board’) and Auditors’ thereon.
2. To declare final dividend on Equity for the Financial Year ended 31st March, 2020.
3. To appoint a Director in place of Mr. Vishesh Gupta, Director, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

4. Appointment of Statutory Auditors to fill the vacancy:

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Walker Chandiok & Co LLP , Chartered Accountants (ICAI Registration No. 001076N/N500013) Address: L 41, Connaught Circus, New Delhi 110001 be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Samarath M Surana & Co., Chartered Accountants (ICAI Registration No. 010295N) for a term of five years i.e. to hold office from conclusion of this Annual General Meeting till conclusion of 34th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors in consultation with them.”

5. Approval for amendment in Object Clause of the Memorandum of Association

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

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

“RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), consent of the members be and is hereby accorded to amend Clause III (the Object Clause) of the Memorandum of Association of the Company in the following manner

a) The following sub-clauses (3), (4), (5), (6), (7) and (8) be inserted after sub clause (1) and (2) in the existing Clause III (A) (Main Object) of the Memorandum of Association of the Company.

3. To carry on the business of dealers, consignee, traders, buyers, sellers, importers, exporters, agents, distributors in all kinds of chemicals & allied products and chemicals products, industrial chemicals, chemicals raw materials, organic and inorganic chemicals, its components and derivative, PVC, dyes, resins, PVC and polythene master batches and fonds, cheorinated parafin wax, granuals.
4. To carry on the business of producers, processors, formulators, makers, convertors, refiners, dealers, consignee, traders, buyers, sellers, importers, exporters, agents, distributors, retailers, wholesalers, consultants, suppliers, indenters, packers, movers, preservers in all kinds of pesticides& sub categories of pesticides like herbicides, insecticides, weedicides, fungicides, rodenticides, plant growth regulators (PGR), etc.
5. To receive goods on consignment form DIOP, DBP/BBP, DOP, DIBP, soda ashes and acids.
6. To carry on the business as producers, processors, makers, convertors, refiners, importers, exporters, traders, buyers, sellers, retailers, wholesalers, consultants, suppliers, indenters, packers, movers, preservers, stocklists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise deal in chemicals, chemical compounds (organic and inorganic) and intermediaries an all forms, manufacturing of all kind of chemical products and intermediates of any nature and kind whatsoever and all by- products and joint products thereof.
7. To carry on the business as chemical engineers, analytical chemists, producers, processors, makers, convertors, refiners, consultants, importers, exporters, traders, buyers, sellers, retailer, wholesalers, suppliers, indenters, packers, movers, preservers, stocklist, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise deal

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

in heavy chemicals, antibiotics, tannins, tannin extracts, essences, solvents, plastics of all types, dyes stuff, intermediates, textile auxiliaries, cellophanes, colors, dyes, paints, varnishes, vat and other organic dye stuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, biochemicals and pharmaceutical, medicinal, sizing, bleaching, photographic and other preparations and articles thereof.

8. To carry on the Business of dealers, consignee, traders, buyers, sellers, importers, exporters, agents, distribution of all kinds of Agro fertilizers, manures, animal feeds, urea and other types of organic or inorganic or mixed fertilizers of synthetic or natural origin containing nitrogen, phosphate or other compounds soda ash, insecticides, fungicides and remedies of all kinds whatsoever for agricultural, fruit growing or other purposes whether produced from vegetable or animal matter or by any chemical process or otherwise .

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

6. Approval of appointment and fixation of Remuneration of Mr. Vimal Kumar (DIN: 01260082) w.e.f 14.08.2020

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

“RESOLVED THAT pursuant to the provisions of sec 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), Articles of Association of the Company, the approval of the members of the company be and is hereby accorded for the appointment of Mr. Vimal Kumar (DIN 01260082) as the Managing Director (Whole Time key Managerial Personnel) of the company for a term of five years commencing from 14th August, 2020 till 13th August, 2025 (both days inclusive) on payment of monthly remuneration of between the range of Rs. 2,00,000/- to Rs. 4,00,000/- per month along with such benefits and on such terms and conditions as set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr Vimal Kumar.

“RESOLVED FURTHER THAT in the event of no profit or the profit of the company is inadequate, during the currency of tenure of managerial personnel, the company may pay remuneration to the managerial remuneration not exceeding the limit under section II of the

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

7. Appointment of Ms. Isha Luthra (DIN : 07283137) as Wholetime Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms Isha Luthra (DIN: 07283137), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 11th November 2019 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to all such approvals as may be required, the Company hereby accords its approval to the appointment of Ms Isha Luthra (DIN: 07283137), as the wholetime Director of the Company for a term of five consecutive years effective from 11th November 2019 until 10th November 2024 on monthly remuneration between the range of Rs. 45,500/- to Rs. 58000/- subject to such periodical increase and on such other terms and conditions as applicable to the other employees of the Company, and the Board of Directors be and is hereby authorized to alter and vary such terms and conditions of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Ms Isha Luthra.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

8. Appointment of Mr. Shuvendu Kumar Satpathy (DIN: 07552741) as Non- executive Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr Shuvendu Kumar Satpathy (DIN: 07552741)**, who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 27th May 2020 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

9. Appointment of Ms. Shweta Grover (DIN: 08755094) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Shweta Grover (DIN: 08755094), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 11th June 2020 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company for a consecutive period of 5 years w.e.f from 11th June 2020

10. Increase in the Borrowing Limits of the Company under Section 180 (1) (c) of the Companies Act, 2013

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

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

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 150 crores (Rupees One Hundred and Fifty Crores only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors 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 to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

11. Authorization to secure the borrowings of the Company under Section 180(1)(a) of the Companies, Act, 2013

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

RESOLVED FURTHER THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 150 crores (Rupees One Hundred and Fifty Crores only) for the Company.

RESOLVED FURTHER THAT the Board of Directors 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 to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

12. Authorization to make loan and investment exceeding the ceiling prescribed under Section 186 of the Companies, Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, and in supersession of the resolution passed earlier, if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 150 Crores (Rupees One Hundred and Fifty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

13. Approval for giving loan and guarantee or providing security in connection with loan availed by any specified person under Section 185 of the Companies, Act, 2013

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

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

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services/goods on a future date or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or any other person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

14. Approval for Related Party Transactions under section 188 of the Companies Act, 2013

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

“RESOLVED THAT pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof and any rules thereunder for the time being in force, and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary, the consent of the members of the company be and is hereby accorded to the Board of Directors to enter into any contract or arrangements with related parties of the Directors as defined under the Act 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

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

whatever nature with related parties and to take such steps as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts , things and filing of related forms in MCA as may be necessary for giving effect to the above resolution.”

15. Approval for payment of remuneration to Non-Executive Directors

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of the resolutions previously passed by the shareholders in this regard, if any, the Company be and is hereby authorised to pay remuneration, by way of salary, Commission or any other mode, either by way of a monthly payment or otherwise, in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof, an amount, to any one or more or all of the existing Non-Executive Directors / Non- Executive Independent Directors, as the Board of Directors may from time to time, determine, and that such remuneration, payable to all non-executive director taken together shall not exceed Rs. 12,00,000 (Rupees Twelve Lakh only) or 1% of the net profits of the Company, computed in the manner provided in Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, whichever is lower, for each of the financial year of the Company, commencing from September 28, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company (including, Nomination & Remuneration Committee) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including payment of such remuneration for any period or periods.”

**By order of the Board
For Best Agrolife Limited**

**Place: New Delhi
Date: 03.09.2020**

**Himanshi Negi
Company Secretary and Compliance Officer
M. No. 48333**

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

NOTES:

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are provided in the **Annexure - A** to this Notice.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Annual General Meetings (AGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose E- MAIL IDs are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company (www.bestagrolife.com).
3. In compliance with the said Circulars, the Company has also published a public notice by way of an advertisement made dated **28TH AUGUST, 2020** in Financial Express and Jansatta Newspaper, both having a wide circulation in along with their electronic editions, *inter alia*, advising the members whose e-mail ids are not registered with the Company, its Registrar and Share Transfer Agent (RTA) or Depository Participant(s) (DPs), as the case may be, to register their e-mail ids with them.
4. The members who have not yet registered their e- mail ids with the Company may contact, **Ms. Himanshi Negi, Company Secretary and Compliance Officer, on info@bestagrolife.com or 9811876512** for registering their e- mail ids on or before Cut-Off Date i.e. **21st September, 2020** . The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
5. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

6. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.
7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the SEBI Listing Regulations, the Company has engaged the services of [NSDL] to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
10. **M/s. Skyline Financial Services Pvt. Ltd.**, having registered and corporate office at D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, is the Registrar and Share Transfer Agent of the Company for physical shares as well as depository interface with NSDL and CDSL.
11. The facility of e-voting through the same portal provided by NSDL will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-voting prior to the Meeting. Members, who cast their votes by remote e-voting, may attend the Meeting through VC but will not be entitled to cast their votes once again.
12. Voting rights of the members (for voting through remote e-voting or e-voting system provide in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **21st September, 2020**. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting or e- voting system provide in the Meeting.
13. In accordance with the aforementioned MCA Circulars, the Company has appointed NSDL for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:
 - a. The login-id and password for joining the meeting has been separately provided along with this Notice;

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

- b. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. **12.15 P.M.** and 15 minutes after the expiry of the said schedule of conclusion time of the meeting;
 - c. Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. and members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the Meeting;
 - d. Participation of single member shall only be allowed at a time;
 - e. Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to info@bestagrolife.com and info@skylinerta.com at least Five days in advance of the meeting so that the answers may be made readily available at the meeting;
 - f. Members are requested to e-mail at info@skylinerta.com or evoting@nsdl.co.in call at **+91-22-2499 4360** in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;
- 14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
 - 15. In view of the MCA Circulars, no proxy shall be appointed by the members. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
 - 16. During the year under review, the Company has not transferred any amount in investor Education and Protection Fund.
 - 17. SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The Company and its Registrar and Share Transfer Agent are required to seek relevant bank details of members from depositories/ investors for making payment of dividends in electronic mode. Further, pursuant to MCA General Circular 20/2020 dated 5th May, 2020, companies are directed to credit the dividend of the members directly to the bank accounts of the members using Electronic Clearing Service. Accordingly, members are requested to provide or update (as the case may be) their bank details with the respective depository participants for the shares held in dematerialized form and with the Registrar & Share Transfer Agent in respect of shares held in physical form. In case of non-availability or non-updation of bank account details of the shareholders, the Company shall ensure payment of

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

dividend to such member post normalization of postal services in the Country vide dispatch of dividend warrant/ cheque, as the case may be.

18. The Register of Members and Share Transfer Books shall remain closed from **22nd September, 2020 to 28th September, 2020** (Both days inclusive) for the Annual General Meeting of the Company and dividend declaration.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC which can be accessed at www.bestagrolife.com.
20. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing Meeting which can be accessed at www.bestagrolife.com.
21. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2019-20 shall also be available on the Company's website www.bestagrolife.com.
22. The Company has appointed **Ms. Teena Rani from MSTR & Associates, Company Secretaries**, Delhi as Scrutinizer to scrutinize the remote e-voting process and e- voting system provide in the Meeting in a fair and transparent manner and they have communicated their consent to act as scrutinizer.
23. The results of remote e-voting and e- voting system provided in the Meeting shall be aggregated and declared on or after of the Conclusion of the Meeting of the Company by the Chairman or by any other person duly authorised in this regard.
24. The results declared along with the report of the scrutinizer shall be placed on the Company's website i.e. www.bestagrolife.com and on the website of NSDL immediately after the result is declared by the Chairman and simultaneously communicated to the Stock Exchanges.
25. Members are requested to contact the Company's Registrar & Share Transfer Agent, i.e. M/s Skyline Services Private Limited for reply to their queries/ redressal of complaints, if any, or contact to the Company (Phone: **9811876512** Email: info@bestagrolife.com).
26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , Website: www.bestagrolife.com

Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA or the Company.

27. SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 & Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018 amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which provides that from 1st April, 2019 transfer of securities would not be processed unless the securities are held in the dematerialized form with a depository. In view of the same, now the shares cannot be transferred in the physical mode. Members holding shares in physical form are therefore requested to dematerialize their holdings immediately. However, members can continue to make request for transmission or transposition of securities held in physical form.
28. Non-Resident Indian Members are requested to inform RTA, immediately on:
 - i. Change in their residential status on return to India for permanent settlement;
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
29. In terms of Section 152 of the Companies Act, 2013, Mr. Vishesh Gupta, Non-Executive Director retires by rotation at this Meeting and being eligible, he has offered himself for re-appointment. The Board of Directors of the Company recommend his re-appointment.
30. Members of the Company holding shares as on the cut-off date **21st September, 2020** will eligible to receive the notice of 29th Annual General Meeting of the Company and Dividend for the Financial Year.
31. The dividend on Equity Shares, if declared, at the **29th Annual General Meeting**, will be credited/paid between **29th September, 2020 to 28th October, 2020** to those members whose names appear on the Company's Register of Members on **21st September, 2020**; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
32. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, M/s. Skyline Financial Services Pvt. Ltd., D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, quoting the Registered Folio Number: (a) details of their Bank Account/change in Bank Account, if any, to enable the Company to print these details on the Dividend Warrants; and (b) change in their address, if any, with the Pin Code Number.

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

Members holding shares in electronic form shall address communication to their respective Depository Participants only.

33. Please send your unpaid dividend warrants/instruments for revalidation/reissue, if already not encashed.
34. Members who are holding shares in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
35. Members are requested to promptly notify to the Company any change in their addresses.
36. Information and other instructions relating to e-voting are as under:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the **29th Annual General Meeting** (AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- B. The voting period commences on **Thursday, 24th September, 2020 (09.00 a.m.) and ends on Sunday, 27th September, 2020 (05.00 p.m.)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **21st September, 2020**, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after **27th September, 2020 (05.00 p.m.)**. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- C. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- D. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Best Agrolife Limited
Corporate Identity Number (CIN): L74110DL1992PLC116773
Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026
Tel: 011-45803300
Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

Details on Step 1 are given below:

1. Visit the e-Voting website of NSDL <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

- i. 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'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

1. 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.
2. 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.
3. Select "EVEN" for "**Best Agrolife Limited**"
4. Now you are ready for e-voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Best Agrolife Limited
Corporate Identity Number (CIN): L74110DL1992PLC116773
Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026
Tel: 011-45803300
Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akpoplico@gmail.com with a copy marked to evoting@nsdl.co.in.
2. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **21st September, 2020**.
3. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and is holding shares as on the cut-off date i.e. **21st September, 2020**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or viren@skylinerta.com or info@bestagrolife.com.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com to reset the password.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
6. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.bestagrolife.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges.

Best Agrolife Limited
Corporate Identity Number (CIN): L74110DL1992PLC116773
Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026
Tel: 011-45803300
Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

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

Item No. 4

Appointment of Statutory Auditors to fill the vacancy

M/s. Samarath M Surana & Co., Chartered Accountants (Firm Registration No. 010295N) have tendered their resignation from the position of Statutory Auditors due to their pre-occupation in other assignments to act as Statutory Auditor of Best Agrolife Limited, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on 3rd September 2020, that M/s. Walker Chandiok & Co LLP , Chartered Accountants (Registration No. 001076N/N500013, Address: L 41, Connaught Circus, New Delhi 110001) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused.

M/s. Walker Chandiok & Co LLP , Chartered Accountants (Registration No. 001076N/N500013), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The resolution is accordingly recommended for approval of the Members by way of an ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any.

Item No. 5

Approval for amendment in Object Clause of the Memorandum of Association

The members of the Company are well aware that very recently honourable National Company Law Tribunal (NCLT) has approved, vide its order dated 5th May 2020, the scheme of amalgamation of Best Agrochem Private Limited, one among the India's top 20 agrochemical company, with your Company and consequently, agrochemical business become the key business activity of the Company. Considering this development, it is considered necessary to amend the Main objects of the Company in order to align the same with the present core business activities.

And accordingly, the Board of Directors of your Company in its meeting held on 3rd September, 2020 decided, subject to the approval of members, to amend the Object Clause of the Memorandum of Association of the Company by inserting certain specified objects as detailed

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

in the resolution set out at item No. 5. The proposed amendment of the Objects Clause will not affect any of the rights of the Company or any shareholder(s) and/or other stakeholder(s) of the Company.

In terms of Section 13 of the Companies Act, 2013, the consent of the Members by way of passing a Special Resolution is required for amendment in objects clause of the Memorandum of Association of the Company.

The resolution is accordingly recommended for approval of the Members by way of Special resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, except to the extent of their shareholding, if any.

Item No. 6

Approval of appointment and fixation of Remuneration of Mr. Vimal Kumar (DIN: 01260082)

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on 14th August, 2020, appointed Mr. Vimal Kumar as Managing Director of the Company, not liable to retire by rotation, for a period of five years effective from 14th August 2020 itself, subject to approval of the Shareholders.

The Board, while appointing Mr. Vimal Kumar as Managing Director of the Company, considered his background, experience and contributions towards the growth of the Company. Mr. Vimal Kumar has around 2 decades experience in diverse agro-chemical, basic chemical and industrial chemical industry segments. He has in depth knowledge and vast experience in various areas of operations, manufacturing, planning, business strategies, implementation, international trade, marketing and management. He has been the driving force for propelling the growth engine and yielding profitable results of Best Agrochem Private Limited, an entity promoted and managed by him till its amalgamation to Best Agrolife Limited very recently.

The main terms and conditions relating to the appointment and remuneration of Mr. Vimal Kumar as Managing Director of the Company are as follows:

(1) Period:

For a period of 5 years i.e., from 14th August, 2020 to 13th August, 2025

(2) Nature of Duties:

The Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

(3) A. Remuneration

a) Basic Salary :

Current basic salary of Rs. 200,000/- per month up to a maximum of 4,00,000/- per month. Further, his annual increment which will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

b) Benefits, perquisites and allowances Details of benefits, perquisites and allowances are as follows:

(i) Hospitalization and major medical expenses for self, spouse and dependent parents and; children subject to ceiling of one month's salary in a year or Five month's salary over a period of 5 years

(ii) Car, with driver provided, maintained by the Company for official and personal use;

(iii) Telecommunication facilities including broadband, internet and fax.

(iv) Monthly supplementary allowances/personal accident insurance/club membership fees

(v) Leave travel concession/allowance, Medical allowance as per the company policy

c) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund, as per the Rules of the Company.

d) Bonus : as per the Company policy, presently it is **8.33% of the salary**

e) Performance Linked Incentive/Commission: Mr. Vimal Kumar shall be entitled to Performance Linked Incentive, Long-Term Incentive and/or Commission based on certain performance criteria laid down by the Board and/or Committee thereof, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 and related Rules. The specific amount of Performance Linked Incentive, Long-Term Incentive and/or Commission payable to Mr. Vimal Kumar, if any, would be based on performance as evaluated by the Board or a Committee thereof, duly authorized in this behalf.

B. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Vimal Kumar, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

(4) Other Terms of Appointment :

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

- a. The Managing Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Managing Director and/or this Agreement 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 Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- c. 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 Managing Director unless specifically provided otherwise.
- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice, if he is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Managing Director.

- e. The terms and conditions of appointment of Managing Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

The profile and specific areas of expertise of Mr. Vimal Kumar are provided as annexure to this Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Mr. Vimal Kumar as Managing Director as set out above. The Board recommends the Resolution set forth in Item No. 6 for the approval of Members.

Best Agrolife Limited
Corporate Identity Number (CIN): L74110DL1992PLC116773
Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026
Tel: 011-45803300
Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Vimal Kumar, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice, except to the extent of their shareholding, if any.

Item No. 7

Appointment of Ms. Isha Luthra (DIN : 07283137) as Wholetime Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company in its meeting held on 11th November, 2019, appointed Ms. Isha Luthra as Additional Director of the Company, not liable to retire by rotation, in accordance with Section 161 of the Act. She holds office up to the date of this Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

The Board of Directors recommends appointment of Ms. Isha Luthra as Whole Time Director of the Company, not liable to retire by rotation. Ms. Isha Luthra has given his consent to act as Whole Time Director of the Company. Brief profile and other details of Ms. Isha Luthra as Whole Time Director is provided as part of this notice as **Annexure A**.

The main terms and conditions relating to the appointment and remuneration of Ms. Isha Luthra as Whole Time Director of the Company are as follows:

(5) Period:

For a period of 5 years i.e., from 11th November 2019 until 10th November 2024

(6) Nature of Duties:

The Whole Time Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

(7) A. Remuneration

a) Basic Salary :

Current basic salary of Rs. Rs. 45,500/- per month up to a maximum of Rs. 58000/- per month. Further, her annual increment which will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance.

b) Benefits, perquisites and allowances Details of benefits, perquisites and allowances are as follows:

(vi) Hospitalization and major medical expenses for self, spouse and dependent parents and; children as per the company policy

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

- (vii) Car, with driver provided, maintained by the Company for official and personal use;
- (viii) Telecommunication facilities including broadband, internet and fax.
- (ix) Monthly supplementary allowances/personal accident insurance/club membership fees
- (x) Leave travel concession/allowance, Medical allowance as per the company policy
- c) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund, as per the Rules of the Company.
- d) Bonus : as per the Company policy, presently it is **8.33% of the salary**
- e) Performance Linked Incentive/Commission: Ms. Isha Luthra shall be entitled to Performance Linked Incentive, Long-Term Incentive and/or Commission based on certain performance criteria laid down by the Board and/or Committee thereof, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013 and related Rules. The specific amount of Performance Linked Incentive, Long-Term Incentive and/or Commission payable to Ms. Isha Luthra, if any, would be based on performance as evaluated by the Board or a Committee thereof, duly authorized in this behalf.

B. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Ms. Isha Luthra, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus etc. as approved by the Board.

(8) Other Terms of Appointment :

- a. The Whole Time Director, so long as he functions as such, undertakes not to become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- b. The terms and conditions of the appointment of the Whole Time Director and/or this Agreement 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 Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Whole Time Director, subject to such approvals as may be required.
- c. 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 Whole Time Director unless specifically provided otherwise.

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

- d. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board), in lieu of such notice.

Further, the employment of the Whole Time Director may be terminated by the Company without notice or payment in lieu of notice, if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by him of any of the stipulations, instructions of the Board or in the event the Board expresses its loss of confidence in the Whole Time Director.

- e. The terms and conditions of appointment of Whole Time Director also include clauses pertaining to adherence to the Company's Code of Conduct, protection and use of intellectual property, non-competition, non-solicitation post termination of agreement and maintenance of confidentiality etc.

The profile and specific areas of expertise of Ms. Isha Luthra are provided as annexure to this Notice.

In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V to the Act as amended, and based on the recommendation of the Board and the Nomination and Remuneration Committee, approval of the Members is sought for the appointment and remuneration of Ms. Isha Luthra as Whole Time Director as set out above. The Board recommends the Resolution set forth in Item No. 7 for the approval of Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Isha Luthra, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any.

Item No. 8

Appointment of Mr. Shuvendu Kumar Satpathy (DIN: 07552741) as Non- executive Director

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed **Mr. Shuvendu Kumar Satpathy (DIN: 07552741)** as Additional Director of the Company with effect from 27th May 2020 in accordance with Section 161 of the Act. He holds office up to the date of this Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

The Board of Directors recommends appointment of Mr.Shuvendu Kumar Satpathyas Non-executive Director of the Company. Mr.Shuvendu Kumar Satpathy has given his consent to act as director. Brief profile and other details of Mr. Shuvendu Kumar Satpathy is provided as part of this notice as **Annexure A**.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Mr.Shuvendu Kumar Satpathy, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice, except to the extent of their shareholding, if any.

Item No. 9

Appointment of Ms. Shweta Grover (DIN: 08755094) as an Independent Director

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed **Ms. Sweta Grover (DIN 08755094)** as Additional Director of the Company with effect from 11th June 2020 in accordance with Section 161 of the Act. She holds office up to the date of the Annual General Meeting of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Non-executive Independent Director.

The Board of Directors recommends appointment of Ms. Shweta Grover as Non-executive Independent Director of the Company. Ms. Shweta Grover has given her consent and has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations. In term of Section 149 of the Companies Act, 2013, Ms. Shweta Grover's tenure as an Independent Non-Executive Director of the Company shall be for a consecutive period of 5 years w.e.f from 11th June 2020. Brief profile and other details of Ms. Shweta Grover is provided as part of this notice as **Annexure A**.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives except Ms. Shweta Grover, to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice, except to the extent of their shareholding, if any.

Item No. 10 & 11

Section 180 (1) (c) and Section 180 (1) (a) of the Companies Act, 2013

The business of your Company is growing year on year and as such to support its business operations, the company requires additional funds. These additional funds could be raised from various Banks and/or Financial Institutions and/or any other lending institutions and/or foreign lender and/or any other body corporate/entity/entities and/or authority/authorities and/or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from of official agencies and/or by way of

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits upto Rs.150 crores (Rupees One Hundred Fifty Crores only).

In term of section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company obtained by mean of passing a special resolution in a general meeting.

Further, to secure the borrowing made by the Company, the company is generally asked to create charge on certain assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 empowers the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

Hence, it proposed to seek necessary members approval to borrow money from any bank, financial institutions, bodies corporate or business associates or through permitted channel in excess of paid up capital and free reserves of the company by a sum not exceeding Rs. 150 crores and creation of security through mortgage or pledge or hypothecation or otherwise or through combination for securing the limits as may be sanctioned by the lenders, for the loans to be sanctioned by any one or more company's bankers and /or by any one or more persons, firms, bodies corporate, or financial institutions or banks, the Company would be required to secure all or any of the Current assets, moveable properties of the Company present and future. The resolution as set out at item No. 10 & 11 of the notice is placed for your approval of the aforesaid limits of borrowing by the board up to an amount not exceeding Rs. 150 crores.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 & 11 of the Notice, except to the extent of their shareholding, if any.

Item No. 12

Authorization to make loan and investment exceeding the ceiling prescribed under Section 186 of the Companies, Act, 2013

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

And accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 150 crores (Rupees One Hundred and Fifty Crores) over and above the limits specified in Section 186(2) of the 'Act' at any point of time.

The resolution is accordingly recommended for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice, except to the extent of their shareholding, if any.

Item No. 13

Approval for giving loan and guarantee or providing security in connection with loan availed by any specified person under Section 185 of the Companies, Act, 2013

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, business advance, advance for securing supplies of services/goods on a future date to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person.

However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The management is of the view that the Company may be required to invest surplus funds, if

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

available, make business advances or otherwise, give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its associate or wholly owned subsidiary or to any other body corporate(s) in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders pursuant to the amended provisions of Section 185 of the Act to advance any loan, including any loan represented by book debt, to its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested or to give guarantee or provide any security in connection with any loans/ debentures / bonds etc. raised by its subsidiary company(ies) (Indian or overseas) or other body corporate(s) in whom any of the Directors of the Company is interested up to an aggregate amount of approved by the shareholder of the Company under Section 186 of the Company Act, 2013 over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice, except to the extent of their shareholding, if any.

Item No. 14

Approval for Related Party Transactions under section 188 of the Companies Act, 2013

To ensure uninterrupted operation, approval of the shareholders is being sought, to enter into related party transaction(s) with Best Crop Science LLP to purchase and sale of goods and material for an amount of Rs. 350 crore during Financial Year 2020-21.

Background and Details of the Transaction:

Cost effective and assured supply of agro pesticides, of desired quality, is a key requirement for the Company. The Company intends to procure material from Best Crop Science LLP to have consistent control over quality of the supplies. This transaction will not only help the Company to ensure wholesale and retail trading of business operations smoothly but also ensure consistent flow of desired quality and quantity of pesticides available for uninterrupted operations and business activities.

Benefits of procuring from Best Crop Science LLP

The strategic advantages for the Company in procuring from Best Crop Science LLP are:

- i. The quantity to be purchased from Best Crop Science LLP will be based on actual market price of agro pesticides, thereby reducing the exposure to the volatility of flexible price.
- ii. Bulk procurement from Best Crop Science LLP ensures consistency in obtaining bulk raw materials for wholesale and retail trading of business operations smoothly with established supply chain which is essential for uninterrupted operations of the Company.

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

Approval being sought for Financial Year 2020-21 As per the requirements of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), all material related party transactions shall require the approval of Members through a Resolution. Further, the explanation to Regulation 23(1) of the SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Best Crop Science LLP is a related party in terms of Regulation 2(1)(zb) of the SEBI Listing Regulations. The estimated value of transaction with Best Crop Science LLP for Financial Year 2020-21 will be Rs. 350 crore, which would breach the materiality threshold of 10% of the annual turnover of the Company i.e. Rs. 69,06,581,000 as per last audited financial statements of FY 2019-20. Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders' approval for the related party contracts/ arrangements to be entered into with Best Crop Science LLP during Financial Year 2020-21, as mentioned in item no. 14 of the Notice.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions are as follows:

S.No.	Particulars	Remarks
1.	Name of the Related Party	Best Crop Science LLP
2.	Name of the Director or KMP who is related	Mr. Vimal Kumar
3.	Nature of Relationship	Mr. Vimal Kumar is a Designated Partner of Best Crop Science LLP
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	The transaction involves purchase and sale of goods and material on a continuous basis for an aggregate amount of Rs. 350 Crore during financial year 2020-21.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.

Detail(s) about Arm's Length Pricing/ Ordinary Course of Business

The related party contract/transaction mentioned in this proposal meets the arm's length testing criteria and also qualifies as contract under ordinary course of business.

The said transactions have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members. None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in anyway,

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

except as mentioned above, is concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 14 of the Notice.

The Board recommends the Ordinary Resolution set forth at Item No. 14 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice, except to the extent of their shareholding, if any. Mr. Vimal Kumar, being Director of the Company, who is also the Designated Partner of Best Crop Science LLP and his/ his relatives interest or concern, if any, is limited to the extent of him holding directorship position in both, Best Agrolife Limited and Best Crop Science LLP .

Item 15:

Approval for payment of remuneration to Non-Executive Directors

Pursuant to Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and applicable rules made thereunder, any payment of remuneration to Non-Executive Directors in excess of 1% of net profits calculated in terms of Section 198 of the Companies Act 2013, requires members approval by way of passing special resolution.

Accordingly, approval of members is being sought for payment of remuneration by way of monthly payments or otherwise to Non- Executive Directors of the Company, during a financial year shall not exceeds Rs. 12,00,000/- (Rupees Twelve Lakh only) or 1% of the net profits of the Company whichever is lower. The Nomination and Remuneration Committee has recommended and the Board has approved, subject to member's approval, the above remuneration to Non-Executive Directors of the Company.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 15 of the Notice, except to the extent of their shareholding, if any.

**By order of the Board
For Best Agrolife Limited**

**Place: New Delhi
Date: 03.09.2020**

**Himanshi Negi
Company Secretary and Compliance Officer
M. No. 48333**

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

Annexure A

Information of Director seeking appointment/re-appointment under item no. 6 of the Notice convening Annual General Meeting of the Company in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings.

Name of Director	Mr. Vimal Kumar
Age	42 years
Qualifications	Graduation
Date of Appointment	16.08.2019
Expertise	Agrochemical market
Year of Experience	20 years
Brief Profile	He has around 2 decades experience in diverse agro-chemical, basic chemical and industrial chemical industry segments. He has in depth knowledge and vast experience in various areas of operations, manufacturing, planning, business strategies, implementation, international trade, marketing and management. He has been the driving force for propelling the growth engine and yielding profitable results of Best Agrochem Private Limited, an entity promoted and managed by him till its amalgamation to Best Agrolife Limited very recently.
Inter-se Relation	None
Directorships	Pavas Chemicals Private Ltd. Seedlings Solutions Private Limited Best Crop Science LLP
Committee Membership(s) & Chairmanship(s)	None
Shareholding in the Company	1090250 (4.95%) shares
Remuneration	2000000-4000000 p.m

Information of Director seeking appointment/re-appointment under item no. 7 of the Notice convening Annual General Meeting of the Company in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings.

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , Website: www.bestagrolife.com

Name of Director	Ms. Isha Luthra
Age	30 years
Qualifications	Graduation
Date of Appointment	11.11.2019
Expertise	Information Technology
Year of Experience	10 years
Brief Profile	She has an overall experience of 10 years particularly 3 years in IT Industry and 7 years in pesticides product registration and license work. She is young, enthusiastic, and highly motivated. She is specialized in registration, work and her expertise ranges from registration, license work to day to day administration.
Inter-se Relation	None
Directorships	None
Committee Membership(s) & Chairmanship(s)	None
Shareholding in the Company	None
Remuneration	Rs. 45,500/- 58000/- per month

Information of Director seeking appointment/re-appointment under item no. 8 of the Notice convening Annual General Meeting of the Company in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings.

Name of Director	Mr. Shuvendu Kumar Satpathy
Age	58 years
Qualifications	professional degree on B.Sc. Agriculture (Tech) from Odisha University of Agriculture & Technology along with another certificate CAIIB (banking and Finance) under Indian Bankers Association, Mumbai
Date of Appointment	27.05.2020
Expertise	Finance and Banking
Year of Experience	32 years
Brief Profile	He has extensive experience of 32 years in Finance and Banking including working experience of more than 22 years of service in Punjab National Bank under various capacities and around 10 years in Renowned pesticides, fertilizer and other Industries. He is specialized in looking after day to day administration of banking operations of the companies including company finance portfolio, CMA data, projections, finalising of balance sheet, stock audits and liaising with banking and other officials.

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , Website: www.bestagrolife.com

Inter-se Relation	None
Directorships	None
Committee Membership(s) & Chairmanship(s)	Member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee and also the Chairman of the Stakeholders Relationship Committee
Shareholding in the Company	None
Remuneration	-

Information of Director seeking appointment/re-appointment under item no. 9 of the Notice convening Annual General Meeting of the Company in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings.

Name of Director	Ms. Shweta Grover
Age	28 years
Qualifications	Chartered Accountant
Date of Appointment	11.06.2020
Expertise	Risk assessments, internal auditing and internal financial control testing
Year of Experience	5 years
Brief Profile	She has an experience of 5 years in risk assessments, internal auditing and internal financial control testing. Detail-oriented with exceptional organization and communication skills with the drive to exceed expectations on every assignment. In the current role, delivered improvements in product management, Sales processes & operational efficiency as an Internal auditor of the leading non-banking financial organization. She has an experience in Performing risk assessment procedures including testing of controls, testing of details, data analysis to detect deficient controls, duplicated effort, extravagance or noncompliance with laws, regulations, and management policies. Preparation of detailed reports on audit findings. Report to management about audit results and recommending process improvements. She Gained experience in various other accounting fields such as taxation, statutory audits, tax audits, tax filings and corporate law filings.
Inter-se Relation	None
Directorships	None
Committee Membership(s) & Chairmanship(s)	Member of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee and also the Chairman of the Stakeholders Relationship Committee

Best Agrolife Limited

Corporate Identity Number (CIN): L74110DL1992PLC116773

Regd. Office: S-1A, Bhagwan Dass Nagar, East Punjabi Bagh, Delhi-110026

Tel: 011-45803300

Email: info@bestagrolife.com , **Website:** www.bestagrolife.com

Shareholding in the Company	None
Remuneration	-