# **Notice**

## NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING ("AGM") OF RIDDHI SIDDHI GLUCO BIOLS LIMITED ("COMPANY") IS SCHEDULED TO BE HELD ON WEDNESDAY, 25<sup>TH</sup> DAY OF SEPTEMBER, 2024, AT 04:30 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

#### **ORDINARY BUSINESS:**

- 1. (a) To receive, consider, approve and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2024 and the Reports of the Board of Directors' and Auditors' thereon.
  - (b) To receive, consider, approve and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2024 and the Report of the Auditors thereon.
- 2. To appoint a Director in place of Mr. Siddharth Chowdhary (DIN: 01798350), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- 3. To declare Dividend on Equity Shares for the Financial Year ended March 31, 2024.

#### **SPECIAL BUSINESS:**

4. Material Modification of Material Related Party Transaction with Bluecraft Agro Private Limited.

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

"RESOLVED THAT in supersession of earlier resolution(s) passed and pursuant to the provisions of Section 188(1) (a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and in pursuance to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and any other provisions of applicable law(s), including any amendment(s) or statutory modification(s) or re-enactment(s) thereof, for the time being in force (hereinafter collectively referred to as "Applicable Laws"), and in accordance with Company's policy on related party transactions, as may be applicable from time to time, the consent, sanction, permission or approval as the case may be of the members of the Company be and is hereby accorded to the Board of Directors of the Company or any duly authorized committee of Directors constituted /empowered by the Board, from time to time, to enter, carry out or continue to enter any contract or arrangements or transactions, whether by way of renewal(s) or extension(s) or modification(s) of earlier contracts/ arrangements / transactions or otherwise of purchase or supply of any goods or materials as mentioned in Section 188(1)(a) for an amount aggregating the limit upto Rs. 300 Crores (Rupees Three Hundred Crores Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years from the financial year 2024-25 with related party Bluecraft Agro Private Limited ("BAPL"), a Company falling within the definition of 'Related Party' under Regulation 2(1)(zb) of the Listing Regulations on such material terms and conditions as may be mutually agreed between the Company and BAPL, provided that the said contract(s)/ arrangement(s)/ agreement(s)/transaction(s) shall be carried out in the ordinary course of business of the Company and at an arm's length basis.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or Finance Committee be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statuary, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects".

## 5. To advance any loan/give guarantee/provide security or guarantee u/s 185 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 in supersession of earlier resolution(s) passed and pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") and in pursuance to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and any other provisions of applicable law(s), including any amendment(s) or statutory modification(s) or re-enactment(s) thereof, for the time being in force (hereinafter collectively referred to as "Applicable Laws") and subject to such approvals, consents, sanctions and permissions as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), to give any loan, including any loan represented by book debt or give guarantee or provide any security in connection with any loans/guarantees/securities to Bluecraft Agro Private Limited ("BAPL"), in whom the Director of the Company, either directly or indirectly, are interested, for an aggregate amount not exceeding Rs. 750 crore (Rupees Seven Hundred and Fifty Crores only) (outstanding on net basis at any point of time), for a period of 5 years from the financial year 2024-25, provided that such loan to be utilized by BAPL for its principal business activities only and such other details as mentioned in the explanatory statement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/Committee of Directors of the Company be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

Date: August 14, 2024 Place: Ahmedabad

**Registered Office:** 

10, Abhishree Corporate Park Nr. Swagat Bunglow BRTS Bus Stand, Ambli – Bopal Road, Ahmedabad Gujarat -380058 By Order of the Board of Directors
For Riddhi Siddhi Gluco Biols Limited

**Sharad Jain** 

Company Secretary Mem. No. F13058

#### Notes:

- 1. The Ministry of Corporate Affairs ("MCA") vide General Circular No. 20/2020 dated May 05, 2020, General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April, 13, 2020 and General Circular No. 09/2023 dated September 25, 2023 and other applicable circulars issued by Securities and Exchange Board of India (SEBI) including circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circulars") allowed conducting Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispended the personal presence of the members at the meeting. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM without being physically present at a common venue.
- 2. In accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be deemed venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the Venue of the Meeting is not annexed in this Notice.
- 3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
  - Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser at e-mail ID kinjal@ravics.com with a copy marked to evoting@nsdl.co.in and to the Company at ahmd@riddhisiddhi. co.in , authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.
- 4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 5. 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 Companies Act, 2013.
- 6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
  - In line with the MCA and SEBI Circulars, the Notice of the AGM along with Annual Report for Financial Year 2023-24 is being sent only through electronic mode to those members whose email ids are registered with Company/Depository Participants. Members may note that the Notice of AGM and Annual Report for the Financial Year 2023-24 will be uploaded on the website of the company at www.riddhisiddhi.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and National Securities Depository Limited (NSDL)(agency providing Remote e-voting facility) at www.nsdl.co.in.
- 7. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
- 8. Members can raise questions during the meeting or in advance registering themselves at ahmd@riddhisiddhi. co.in before three working days from the date of annual general meeting of the Company. Relevancy of questions and order of speakers at the meeting will be decided by the Chairman.
- 9. In terms of Section 152 of the Companies Act, 2013, Mr. Siddharth Chowdhary (DIN: 01798350), Director retires by rotation at the ensuing 33<sup>rd</sup> Annual General Meeting and being eligible, offers himself for re-appointment. The details of Director seeking appointment/re-appointment as required by Regulation 36(3) of SEBI (Listing

- Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs is annexed hereto.
- 10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
- Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 19<sup>th</sup> September, 2024 to Wednesday 25<sup>th</sup> September, 2024 (both days inclusive).
- 12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
- 13. The dividend, as recommended by the Board of Directors, if approved at the AGM, would be paid subject to deduction of tax at source, as may be applicable, after 5 days from AGM, to those persons or their mandates:
  - a. whose names appear as Beneficial Owners as at the end of the business hours on Cut-Off date i.e. Wednesday, 18<sup>th</sup> September, 2024 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
  - b. whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Cut-Off date i.e. Wednesday, 18<sup>th</sup> September, 2024 after giving effect to valid request(s) received for transmission/ transposition of shares.
- 14. Pursuant to the requirement of the Income Tax Act, 1961, the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders. The TDS / withholding tax rate would vary depending on the residential status of the shareholder and documents submitted by shareholder with the Company / RTA / Depository Participant. To enable compliance with TDS requirements, Members are requested to complete and/or update their Residential status, PAN, Category with their depository participants ('DPs') or in case shares are held in physical form, with the Company/Registrars and Transfer Agents.
- 15. Updation of mandate for receiving dividend directly in bank account through Electronic Clearing System or any other means in a timely manner:

**Shares held in physical form:** Members are requested to send the following details/documents to the Company's Registrars and Transfer Agent ('RTA') i.e.. Link Intime India Private Limited, 5<sup>th</sup> Floor, 506 To 508, Amarnath Business Centre–1 (ABC-1) Beside Gala Business Centre, Nr St. Xavier's College Corner, Off C G Road, Ellisbridge, Ahmedabad – 380006:

Form ISR-1 along with supporting documents. The said form is available on the website of the Company at www. riddhisiddhi.co.in and on the website of the RTA at https://web.linkintime.co.in/KYC-downloads.html

Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:

- i) Cancelled cheque in original
- ii) Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch
- a) Self-attested copy of the PAN Card of all the holders; and.
- b) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.
  - Further, Members are requested to refer to process detailed on https://tcplindia.co.in/home-KYC.html and proceed accordingly.

**Shares held in electronic form:** Members may please note that their bank details as furnished by the respective DPs to the Company will be considered for remittance of dividend as per the applicable regulations of the DPs and the Company will not be able to accept to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their Electronic Bank Mandate is updated with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank account through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the Warrant/ Bankers' Cheque/Demand Draft to such Members.

16. Pursuant to Section 124 & 125 of the Companies Act, 2013 (Corresponding Section 205A(5) and 205C of the Companies Act, 1956), the amount of dividend not enchased or claimed within 7 (seven) years from the date of its transfer to unpaid dividend account, will be transferred to Investor Education and Protection Fund (IEPF), established by the Government. Accordingly, the Company has transferred unpaid/unclaimed dividend upto F.Y. 2015-16 to the IEPF fund during the year.

Financial year wise list unpaid/unclaimed dividend is uploaded on the website of the Company. Unclaimed/unpaid dividend for the F.Y. 2016-17 is due for transfer to IEPF fund in the month of October, 2024. Members are requested to claim it before due date. In terms of provision of Section 124 of the Companies Act, 2013 (corresponding Section 205C of the Companies Act, 1956), no claim shall lie against the Company or IEPF after the said transfer.

Following are the information related to financial year wise unpaid/unclaimed dividends:

Financial Year	Date of declaration of dividend	Due date for transfer to IEPF fund		
2016-2017	25.09.2017	30.10.2024		
2017-2018	No Divid	No Dividend declared		
2018-2019	16.09.2019	21.10.2026		
2019-2020	No Divid	No Dividend declared		
2020-2021	No Divid	No Dividend declared		
2021-2022	24.09.2022	31.10.2029		
2022-2023	26.09.2023	01.11.2030		

Adhering to the requirements of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the F.Y.2023-24, transferred shares in respect to which dividend remained unpaid/unclaimed for 7(seven) years to IEPF Authority. Details of shares transferred to IEPF authority are available on website of the Company. The same is also been uploaded on IEPF Authority website: www.iepf.gov.in

The members, whose dividend and/or have been transferred to IEPF, may claim the same by making an application to IEPF Authority in Form IEPF-5, the form is available on the website www.iepf.gov.in . Members are required to send Form IEPF-5 to the Company in physical along with the requisite documents enumerated in the form. Members can file only one consolidated claim in a financial year as per the IEPF rules.

Further Investor Education and Protection Fund Authority has launched a special facility for senior citizens of age 75 years & above, whose claims shall be auto prioritized by MCA System after receipt of e-verification report of the Company. For facilitation of these claimants, a dedicated telephone number 011-23441727 and email id seniorcitizen.iepfa@mca.gov.in has also been established. The Company supports the aforesaid initiative and will facilitate all such claimants in filing IEPF-5 as well as their e-verification report on priority in MCA.

- 17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN), KYC details viz. Contact Details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN and KYC details to their Depository Participant. Members holding shares in physical form are requested to submit their PAN and KYC details to the Company or Registrar & Transfer Agent, M/s. Link Intime India Private Limited.
- 18. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI Circulars, the Company is pleased to provide members facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by National Securities Depository Limited (NSDL).
- 19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Wednesday, 18<sup>th</sup> September, 2024 only shall be entitled to vote electronically irrespective of their shareholding either electronic or physical. Those members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting

and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- 20. The remote e-voting period will commence at 9.00 a.m. (IST) on Saturday, 21st September, 2024 and will end at 5.00 p.m. (IST) on Tuesday, 24th September, 2024.
- 21. The Board of Directors of the Company has appointed Mr. Kinjal Shah, a Practicing Company Secretary, (Membership No. 7417), Ahmedabad as Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- 22. The members, who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- 23. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of demat shareholding) as on the cut-off date i.e. Wednesday, 18<sup>th</sup> September, 2024.
- 24. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than two (2) working days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company who shall countersign the same and declare the result of the voting forthwith.
- 25. The Results shall be declared after the receipt of the Scrutinizer's Report from conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.riddhisiddhi.co.in. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
  - Members will be able to attend/participate the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at evoting@nsdl.co.in by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
- 26. Members who need assistance before or during the AGM can contact NSDL on toll free no.: 1800 1020 990 and 1800 22 44.

# THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Saturday, 21st September, 2024- at 9:00 A.M. and ends on Tuesday, 24th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 18th September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 18th September, 2024.

## How do I vote electronically using NSDL e-Voting system?

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

## Step 1: Access to NSDL e-Voting system

# A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

# Type of shareholders **Login Method** Individual Shareholders holding Existing IDeAS user can visit the e-Services website of NSDL Viz. https:// securities in demat mode with eservices.nsdl.com either on a Personal Computer or on a mobile. On the NSDL. e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/">https://eservices.nsdl.com/SecureWeb/</a> <u>IdeasDirectReg.jsp</u> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL** Mobile App is available on Google Play App Store Individual Shareholders holding Users who have opted for CDSL Easi / Easiest facility, can login through their securities in demat mode with existing user id and password. Option will be made available to reach e-Voting **CDSL** page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &

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	voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on login & New System Myeasi Tab and then click on registration option
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800225533.

# B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl. com/ either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen
  - Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

## Your User ID details 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***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can user your existing password to login and cast your a)
  - 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'?
    - 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting. b) nsdl.com.
  - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@ nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. 7.
- 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.
  - Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.
  - How to cast your vote electronically and join General Meeting on NSDL e-Voting system?
- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed. 5.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page. 6.
- 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
  - General Guidelines for shareholders
- 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 kinjal@ravics.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 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.
- 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.: 022 -4886 7000 and 022 - 2499 7000 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in.
  - Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ahmd@riddhisiddhi.co.in.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ahmd@riddhisiddhi.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- 1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2. Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance 3. during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ahmd@riddhisiddhi. co.in. The same will be replied by the company suitably.

By Order of the Board of Directors For Riddhi Siddhi Gluco Biols Limited

**Sharad Jain** 

**Company Secretary** Mem. No. F13058

Date: August 14, 2024 Place: Ahmedabad

## **Registered Office:**

10, Abhishree Corporate Park Nr. Swagat Bunglow BRTS Bus Stand, Ambli – Bopal Road, Ahmedabad Gujarat -380058

# **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013** ITEM NO. 4

Pursuant to provisions of Section 188 of the Companies Act, 2013 read with rules made thereunder and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 consent of the members by way of an ordinary resolution is required for modification of material related party transactions proposed to be entered in to by the Company with its related party being Bluecraft Agro Private Limited ("BAPL").

The members of the Company vide ordinary resolution dated 25.07.2020 have approved material related party transactions to be entered with BAPL for purchase or sale or supply of any goods or materials as mentioned in Section 188(1)(a) for an amount aggregating the limit up to Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only). The said transaction is likely to continue further for which modification is required as per Section 188 of the Act for an amount aggregating up to the limit of Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from Financial year 2024-25.

The said Related Party Transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023 are provided in the table appended below for the perusal of the members:

Sr. No.	Particulars	Information
1	Type, material terms and particulars of the proposed transaction	Arrangement for purchase/sale/supply of materials/goods as matters mentioned in Section 188(1) (a) will be entered with related party from time to time in one or more tranches for an amount not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crore Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from Financial Year 2024-25 with related party being Bluecraft Agro Private Limited.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Siddharth Chowdhary, Executive Director of the Company is also
3	Tenure of the proposed transaction (particular tenure shall be specified);	Matters mentioned in Section 188(1)(a) will be entered with related party from time to time in one or more tranches for an amount not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crore Only) per annum that the Company may enter from time to time in one or more tranches for a period of 5 years commencing from Financial Year 2024-25.
4	Value of proposed transaction	Not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crore Only) per annum
5		
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary;	

7	Justification as to why the RPT is in the interest of the Company;	As members are aware that the Company is in business of trading of agricultural and metal commodities. In order to facilitate the sale and purchase of agricultural and metal commodities, this is the interest of the company to enter into this related party transaction.
8	Copy of the valuation or other external party report, if any such report has been relied upon	
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	
10	Any other information relevant or important for the members to take a decision on the proposed transaction.	
11	Any advance paid or received for the contract or arrangement, if any	Nil
12	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	
13	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.	

The Audit Committee and Board of the Company have approved the said transactions with the related party on 14.08.2024.

None of the Directors and their relatives except Mr. Ganpatraj Chowdhary, Managing Director and Mr. Siddharth Chowdhary, Executive Director and their relatives and none of the KMP of the Company and their relatives is deemed to be concerned or interested in the resolution as set out at item no. 4 of this Notice.

The Board of Directors recommend the resolution set forth in Item no. 4 of the notice for your approval as an Ordinary Resolution.

Further, as per Regulation 23(4) of Listing Regulations, no related party shall vote to approve the resolution as set out at item no. 4 of this Notice.

### ITEM NO. 5

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity said entity(ies) covered under the category of a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to give loan(s)/continue to give loan including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by Bluecraft Agro Private Limited ("BAPL"), an entity in which Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act.

Therefore consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) and in terms of provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by BAPL of an aggregate outstanding amount not exceeding Rs. 750,00,00,000 (Rupees Seven Hundred Fifty Crores only) on the terms mentioned in the resolution set out at item no.5 and necessary delegation of authority to the Board / Committee for this purpose. This resolution is also being passed under section 188 of the Companies Act 2013 as loan to promoter group entity may be covered under clause 2(1)(ZC) of SEBI (LODR) Regulations, 2015 as being transfer of resources.

Members are hereby informed that pursuant to provisions of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no member of the Company who is a part of promoter and promoter group shall vote on above special resolution to approve material transaction of providing loan / guarantee / security.

The said Related Party Transactions shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11.07.2023 are provided in the table appended below for the perusal of the members:

Sr.	Particulars	Information
No. 1		Providing Inter corporate loans, including any loan represented by
	proposed transaction	book debt or give guarantee or provide any security in connection
		with any loans/guarantees/securities to Bluecraft Agro Private
		Limited ("BAPL"), in whom the Director of the Company, either
		directly or indirectly, are interested, for an aggregate amount not exceeding Rs. 750 crores (Rupees Seven Hundred Fifty crores only)
		outstanding on net basis at any point time for a period of 5 years
		from the financial year 2024-25
2	Name of the related party and its	
		Mr. Siddharth Chowdhary, Executive Director of the Company is also
	subsidiary, including nature of its concern	a Director and shareholder of BAPL.
	or interest (financial or otherwise);	
3		aggregate amount not exceeding Rs. 750 crores (Rupees Seven
	(particular tenure shall be specified);	Hundred Fifty crores only) outstanding on net basis at any point
4	Value of proposed transaction	time for a period of 5 years from the financial year 2024-25 aggregate amount not exceeding Rs. 750 crores (Rupees Seven
4	value of proposed transaction	Hundred Fifty crores only) outstanding on net basis at any point
		time for a period of 5 years from the financial year 2024-25
5	The percentage of the listed entity's	This material related party transaction would represent 279.87 % of
		Annual Consolidated Turnover of the company.
	immediately preceding financial year,	
	that is represented by the value of the	
	proposed transaction (and for a RPT	
	involving a subsidiary, such percentage	
	calculated on the basis of the subsidiary's	
	annual turnover on a standalone basis	
6	shall be additionally provided);	Voc
0	If the transaction relates to any loans, inter-corporate deposits, advances or	ies
	investments made or given by the listed	
	entity or its subsidiary;	
	1	Accumulated Internal Accruals, Current year Internal Accruals and
	connection with the proposed transaction	
	ii. where any financial indebtedness	No
	is incurred to make or give loans,	
	interoperate deposits, advances or	
	investments	
	iii. applicable terms, including covenants,	The Loan will be unsecured at Interest rate as agreed by the parties
		mutually and the same is repayable on demand.
	schedule, whether secured or unsecured;	
	if secured, the nature of security;	
	iv. the purpose for which the funds will	BAPL will use funds in meeting its working capital requirements and
	be utilized by the ultimate beneficiary of	Expansion Project.
	such funds pursuant to the RPT.	

7	interest of the Company;	BAPL's principal business activities consist of manufacturing of starch and its allied products. Since BAPL is in process of expanding its operations, it would require funds for its business operations. It is proposed that going forward the funding requirements of BAPL shall be met through funds infused by the Riddhi Siddhi Gluco Biols Limited ("RSGBL") by way of inter corporate loans, which will be unsecured at Interest rate as agreed by the parties mutually and the same is repayable on demand
8	Copy of the valuation or other external party report, if any such report has been relied upon	
9	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	
10	Any other information relevant or important for the members to take a decision on the proposed transaction.	Nil
11	Any advance paid or received for the contract or arrangement, if any	Nil
12	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	
13	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.	

The Board of Directors recommend the resolution set forth in Item no. 5 of the notice for your approval as a Special Resolution.

None of the Directors and their relatives except Mr. Ganpatraj Chowdhary, Managing Director and Mr. Siddharth Chowdhary, Executive Director and their relatives and none of the KMP of the Company and their relatives is deemed to be concerned or interested in the resolution as set out at item no. 5 of this Notice

> By Order of the Board of Directors For Riddhi Siddhi Gluco Biols Limited

**Sharad Jain** 

**Company Secretary** Mem. No. F13058

Date: August 14, 2024 Place: Ahmedabad

## **Registered Office:**

10, Abhishree Corporate Park Nr. Swagat Bunglow BRTS Bus Stand, Ambli – Bopal Road, Ahmedabad Gujarat -380058

## **Annexure to the Notice**

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below:

Name of Director	Mr. Siddharth Chowdhary
DIN	01798350
Date of Birth	30.08.1984
Age of Director	40 Years
Date of Appointment/Re-appointment	01.10.2022
Qualification	B.Com, MBA in International Accounts & Business Finance
Experience	More than 15 years
Functional expertise	Finance and Marketing
Terms and Conditions of Appointment	Reappointment as Director liable to retire by rotation
Remuneration Paid	Rs. 1,50,00,000/- p.a. (Indian Rupees One Crores Fifty Lakhs Only)
Designation	Whole Time Director (Executive Director)
Disclosure of relationship of Directors with Manager and KMP of the Company	Son of Mr. Ganpatraj L. Chowdhary, Managing Director of the Company.
Names of other listed entities in which person holds Directorship and the membership of the committees of the Board	·
Chairman/ Director of other Company	Safari Biotech Private Limited     Bluecraft Agro Private Limited
Number of shares held in the Company	20,120 Equity Shares
No. of Board Meetings attended during the year	4
Justification for appointment of Independent Director	N.A.
Names of companies along with listed entities in which person has resigned in the past three years.	N.A.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of the Company is of the opinion that Mr. Siddharth Chowdhary is a person of integrity and skills. Considering his extensive knowledge and rich experience in the industry, his appointment as Executive Director is in the interest of the Company.

Date: August 14, 2024 Place: Ahmedabad

## **Registered Office:**

10, Abhishree Corporate Park Nr. Swagat Bunglow BRTS Bus Stand, Ambli - Bopal Road, Ahmedabad Gujarat -380058

By Order of the Board of Directors For Riddhi Siddhi Gluco Biols Limited

## **Sharad Jain**

**Company Secretary** Mem. No. F13058