



Best Agrolife Limited

CIN : L74110DL1992PLC116773

September, 4 2024

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra - Kurla Complex
Bandra (E), Mumbai-400051

BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001

SCRIP CODE: 539660

SCRIP ID: BESTAGRO

Sub: Outcome of Board Meeting in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Dear Sir/ Madam,

Pursuant to Regulation 30 and other applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company in its meeting held today i.e. Wednesday, September 4, 2024 have inter-alia considered and approved the following:

1. Director's Report, Annual Report and other related annexures forming part thereof for the financial year ended on 31st March, 2024.
2. Notice to Convene the 33rd Annual General Meeting (AGM) of the Members of the Company. The 33rd Annual General Meeting shall be conducted through Video Conferencing ("VC") or other Audio-Visual means and will be held on Monday, 30th September, 2024 at 12:30 P.M. The Remote e-Voting shall commence at 9:00 a.m. (IST) on Friday, September 27, 2024 and end at 5:00 p.m. (IST) on Sunday, September 29, 2024.
3. Monday, September 23, 2024 fixed as the cut-off date for the purpose of remote e-voting for ascertaining the names of the shareholders, holding shares either in physical form or dematerialized form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted at the 33rd Annual General Meeting of the Company.
4. The Record date for the purpose of Final Dividend is Monday, September 23, 2024.
5. To take note of Secretarial Audit Report for the financial year ended on March 31, 2024.
6. Appointment of Ms. Rakhi Rani, Company secretaries as the Scrutinizer of the 33rd Annual General Meeting of the Company to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
7. Amendment in the Articles of Association of the Company, subject to the shareholders' approval.

 **Registered & Corporate Office** : B-4, Bhagwan Dass Nagar, East Punjabi Bagh, New Delhi-110026

 Phone: 011-45803300 |  Fax: 011-45093518 |  info@bestagrolife.com | www.bestagrolife.com



8. Employee stock option scheme namely 'Best Agrolife Employee Stock Option Scheme 2024' ("ESOS 2024"/ "Scheme") subject to the approval of the members of the Company at the ensuing 33rd Annual General Meeting ("AGM") of the Company.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated 9th September 2015 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 Annexure - A.

9. Issue of upto 31,25,000 (Thirty-One Lakhs Twenty Five Thousand) warrants convertible into equal number of equity shares on preferential basis to the person who comes under Promoters and Non-Promoter category subject to the approval of shareholders, in accordance with the Companies Act, 2013 read with the rules made there under and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") read with other applicable regulations, if any, at a price of ₹ 640/- (Rupees Six Hundred and Forty Only) per Equity Share, subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Annual General Meeting (AGM) and other regulatory authorities, as may be applicable.

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/ 4/2015 dated 9th September 2015 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 Annexure - B.

The meeting of the Board of directors commenced at 3.00 P.M and concluded at 7:40 P.M.

Submitted for your information and record.

Thanking You,

Yours Faithfully,

For Best Agrolife Limited

Astha Wahi
Astha Wahi
CS & Compliance Officer



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S. No.	Particulars	Details
1.	Brief details of options granted	On the recommendations of the Nomination and Remuneration Committee (NRC), the Board of Directors of the Company have approved the formulation of "Best Agrolife Employee Stock Option Scheme (ESOS)" with the authority to grant not exceeding 6,00,000 (Six Lakhs Only) employee stock options to such Eligible Employees of the Company working in India or out of India and Directors (whether Managing / Whole time Director or not) and its subsidiary (ies,) (present or future) (excluding promoters and employees belong to promoter Companies) and further excluding Independent Directors as may be determined by the NRC, in one or more tranches, from time to time, per annum which in aggregate shall be exercisable into not more than 6,00,000 (Six Lakhs Only) equity shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up, subject to approval of the shareholders at the ensuing 33 rd AGM of the Company and such other regulatory/statutory approvals as may be necessary.
2.	Whether the scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable)	Yes
3.	Total number of shares covered by these options	The total number of Options to be granted under the plan shall not exceed 6,00,000 (Six Lakhs only) Equity Shares of Rs. 10 each fully paid-up.
4.	Pricing Formula	The Exercise Price of any Option granted under the Plan shall be the price for Exercise of Options as determined by the NRC which shall not be less than the face value of the equity shares and not more than the closing market price as on the previous day of the date of Grant communicated to the Participating Employee vide the Option Grant Agreement or such other mode as the NRC may deem fit. In determining the Exercise Price, the Committee shall take into consideration relevant factors prevalent at the time of the Grant which, among other things, would include the trend in the market price of the Company's



		Equity Shares quoted on Stock Exchange. The exercise price may be face value of shares or at a discount to market price.
5.	Options Vested	Not Applicable at this stage
6.	Time within which options may be exercised	The exercise period for vested Options shall be a maximum of 5 (five) years commencing from the relevant date of vesting of Options, or such other shorter period as may be prescribed by the Compensation Committee at time of grant.
7.	Options exercised	Not Applicable at this stage
8.	Money realized by exercise of options	Not Applicable at this stage
9.	The total number of shares arising as a result of exercise of option	Not Applicable at this stage
10.	Options lapsed	Not Applicable at this stage
11.	Variation of terms of options	Not Applicable at this stage
12.	Brief details of significant terms	The aforesaid Options will have minimum vesting period of 1 (one year) and a maximum vesting period of 5 (five) years from the date of grant.
13.	Subsequent changes or cancellation or exercise of such options	Not Applicable at this stage
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	Not Applicable at this stage



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S. No.	Particulars	Details																								
15.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Issue of upto 31,25,000 warrants ("Warrants") which shall be converted into equal number of equity shares of ₹10/- each on Preferential basis to the person belonging to promoter and non-promoter category (Investors)																								
16.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue of warrants in accordance with the SEBI (ICDR) Regulation 2018 read with the Companies Act, 2013 and rules made there.																								
17.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue of upto 31,25,000 (Thirty One Lakhs Twenty Five Thousands) Warrants, each convertible into, or exchangeable for One fully paid-up equity share of the Company of face value of ₹10/- (Rupees Ten Only) each at a price of ₹ 640/- (Rupees Six Hundred and Forty Only) each payable in cash ("Warrant Issue Price"), aggregating up to ₹2,00,00,00,000/- (Rupees Two Hundred Crore Only).																								
18.	Additional Information in case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):																									
i.	Names of the Investors	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name of the Investors</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Vimal Kumar</td> </tr> <tr> <td>2.</td> <td>Sunshare E-Commerce Group Limited</td> </tr> <tr> <td>3.</td> <td>Sapphire Capital Partners</td> </tr> <tr> <td>4.</td> <td>Nova Global Opportunities Fund PCC-Touchstone</td> </tr> <tr> <td>5.</td> <td>Krone Finstock Private Limited</td> </tr> <tr> <td>6.</td> <td>Surbhi Investment and Trading Company Private Limited</td> </tr> <tr> <td>7.</td> <td>Visaria Family Trust</td> </tr> <tr> <td>8.</td> <td>Ushma Deven Mehta</td> </tr> <tr> <td>9.</td> <td>Eva Amar Vaidya</td> </tr> <tr> <td>10.</td> <td>Dinesh Oswal</td> </tr> <tr> <td>11.</td> <td>Nahar Capital and Financial Services Limited</td> </tr> </tbody> </table>	Sr. No.	Name of the Investors	1.	Vimal Kumar	2.	Sunshare E-Commerce Group Limited	3.	Sapphire Capital Partners	4.	Nova Global Opportunities Fund PCC-Touchstone	5.	Krone Finstock Private Limited	6.	Surbhi Investment and Trading Company Private Limited	7.	Visaria Family Trust	8.	Ushma Deven Mehta	9.	Eva Amar Vaidya	10.	Dinesh Oswal	11.	Nahar Capital and Financial Services Limited
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		19.	Suryadevara Bala Venkata Rama Prasad																																							
ii.	Post allotment of securities - outcome of the subscription	<p>The warrants convertible into equity shares are proposed to be allotted to promoter and non-promoters of the Company.</p> <p>Details of shareholding in the Company, prior to and after the proposed Preferential Issue, are as under:</p> <table border="1"> <thead> <tr> <th rowspan="2">Name of Investor</th> <th colspan="2">Pre-Preferential</th> <th colspan="2">Post Preferential #</th> </tr> <tr> <th>Shares</th> <th>%</th> <th>Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Vimal Kumar</td> <td>48,65,670</td> <td>20.58 %</td> <td>50,37,545</td> <td>18.82%</td> </tr> <tr> <td>Sun Share E-Commerce Group Limited</td> <td>1,10,000</td> <td>0.47 %</td> <td>9,69,375</td> <td>3.62%</td> </tr> <tr> <td>Sapphire Capital Partners</td> <td>-</td> <td>-</td> <td>1,25,000</td> <td>0.47%</td> </tr> <tr> <td>Nova Global Opportunities Fund PCC - Touchstone</td> <td>-</td> <td>-</td> <td>6,25,000</td> <td>2.33%</td> </tr> <tr> <td>Krone Finstock Private Limited</td> <td>-</td> <td>-</td> <td>3,12,500</td> <td>1.17%</td> </tr> <tr> <td>Surbhi Investment</td> <td>565</td> <td>-</td> <td>1,09,940</td> <td>0.41%</td> </tr> </tbody> </table>		Name of Investor	Pre-Preferential		Post Preferential #		Shares	%	Shares	%	Vimal Kumar	48,65,670	20.58 %	50,37,545	18.82%	Sun Share E-Commerce Group Limited	1,10,000	0.47 %	9,69,375	3.62%	Sapphire Capital Partners	-	-	1,25,000	0.47%	Nova Global Opportunities Fund PCC - Touchstone	-	-	6,25,000	2.33%	Krone Finstock Private Limited	-	-	3,12,500	1.17%	Surbhi Investment	565	-	1,09,940	0.41%
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						and Trading Company Private Limited				
						Visaria Family Trust	-	-	1,25,000	0.47%
						Ushma Deven Mehta	-	-	1,40,625	0.53%
						Eva Amar Vaidya	-	-	78,125	0.29%
						Dinesh Oswal	-	-	45,313	0.17%
						Nahar Capital and Financial Services Limited	7,000	0.03 %	52,313	0.20%
						BA Investment s	-	-	31,250	0.12%
						Vikas Sohanlal Jain	3,550	0.02 %	23,550	0.09%
						Surendra Sai Nallamalli	2,000	0.0%	22,000	0.08%
						Jyoti Jitendra Mehta	-	-	15,625	0.06%
						Unico Global Opportunit ies Fund Limited	-	-	62,500	0.23%
						Nagdevi Trading and Investment Company Limited	-	-	90,625	0.34%
						Excello Fin lea Limited	-	-	1,56,250	0.58%



		Suryadeva ra Bala Venkata Rama Prasad	-	-	91,249	0.34%
iii.	Issue price	₹640/- (Rupees Six Hundred and Forty Only)				
iv.	Number of investors	19 (Nineteen) Investors				
v.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each of the Warrant is exercisable into 1 Equity Share having face value of ₹10/- (Rupees Ten Only) each. The tenure of the Warrants is 18 months from the date of their allotment. The Warrants shall be convertible in one or more tranches.				
vi.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable				

The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares proposed to be made on fully diluted basis. The post issue paid-up capital of the Company is subject to alterations on account of conversion of actual number of Warrants into Equity Shares. Consequently, the post-issue shareholding percentage mentioned above may stand altered.

