

## NOTICE

**SHORTER NOTICE** is hereby given that an Extraordinary General Meeting of members of Crystal Crop Protection Limited will be held as under:

**DAY : FRIDAY**

**DATE : FEBRUARY 16, 2018**

**TIME : 4:30 P.M**

**VENUE : CORPORATE OFFICE: B-95, WAZIRPUR INDUSTRIAL AREA, WAZIRPUR, DELHI-110052**

to transact the following business:

### SPECIAL BUSINESS

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Articles of Association of the Company, Mr. Chetan Desai [holding Director Identification Number: 03595319] who has been appointed as an Additional Director of the Company effective from February 16, 2018 and who holds office until the date of the next annual general Meeting, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) years with effect from February 16, 2018 to February 15, 2023 and shall not be liable to retire by rotation.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Articles of Association of the Company, Mr. Rajesh Narain Gupta [holding Director Identification Number: 00229040] who has been appointed as an Additional Director of the Company effective from February 16, 2018 and who holds office until the date of the next annual general Meeting, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) years with effect from February 16, 2018 to February 15, 2023 and shall not be liable to retire by rotation.”



**Crystal Crop Protection Limited**

(Formerly known as Crystal Crop Protection Pvt Ltd.)

**Corporate Address:** B-95, Wazirpur Industrial Area, Wazirpur, Delhi - 110052, India • Tel: +91-11-49007100, +91-11-27006800 • Fax: +91-11-49007200,  
**Registered Address:** 206, Second Floor, Span Trade Centre, Opp. Kochrab Gandhi Ashram, Near Paldi Char Raasta Ashram Road, Ellisbridge, Ahmedabad - 380006, Gujarat • Tel & Fax: +91-79-26578923  
**CIN :** U01403GJ1994PLC097033 • info@crystalcrop.com • www.crystalcropprotection.com



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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Articles of Association of the Company, Ms. Sangeeta Kapiljit Singh [holding Director Identification Number: 06920906] who has been appointed as an Additional Director of the Company effective from February 16, 2018 and who holds office until the date of the next annual general Meeting, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) years with effect from February 16, 2018 to February 15, 2023 and shall not be liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Articles of Association of the Company, Mr. Sartaj Sewa Singh [holding Director Identification Number: 01820913] who has been appointed as an Additional Director of the Company effective from February 16, 2018 and who holds office until the date of the next annual general Meeting, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) years with effect from February 16, 2018 to February 15, 2023 and shall not be liable to retire by rotation."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the Appointment and Remuneration Policy of the Company, Mr. Anil Jain [holding Director Identification Number: 02649494] who was appointed as an Additional Director of the Company effective from February 16, 2018 and who holds office until the date of the next annual general Meeting, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation."

6. To consider and, if thought fit, to pass the following resolution as an **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, and Schedule V of the Companies Act, 2013 (hereinafter referred to as 'Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee, with reference to the Appointment and Remuneration Policy of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include Nomination and Remuneration Committee), approval of the members be and is hereby accorded to the appointment of Mr.



Anil Jain [holding Director Identification Number: 02649494] as Whole-time Director of the Company to be designated as "Executive Director- Strategy & Operations" ('ED') for a period of five years effective from February 16, 2018 to February 15, 2023, on the following terms and conditions including remuneration:

**I. Salary, Allowances, Perquisites and Retiral Benefits**

- A. Basic Salary:** In the range of Rs. 80 to Rs.100 Lac per annum
- B. House Rent Allowance (HRA):** He will be paid HRA @ 50% of the basic salary
- C. Special & Other Allowances:** He will be paid special allowance upto Rs. 20 Lac per annum
- D. Annual Variable Pay:** Performance linked Variable Pay of Rs. 60 Lac shall be paid at 100% of performance achievement. Payout of the Performance Pay would be determined based on performance parameters laid out in the Company's Variable Pay Plan.

**E. Perquisites:**

Following perquisites shall be allowed in addition to the salary:

**a. Company Car:**

- i. He will be provided suitable company car.
- ii. Payment of car expenses on actuals as per the rules of the Company.

**b. Telephone:**

Reimbursement of Telephone expenses at residence and a mobile connection, used for official purposes.

**F. Retrials:**

Provident Fund, National Pension Scheme, Gratuity, etc. as per the rules of the Company.

**G. Other Benefits and Amenities:**

- a) Leave Travel Allowance as per the rules of the Company.
- b) Other amenities and benefits like medical reimbursement, Leave encashment etc. as per the rules of the Company.
- c) Personal Accident Insurance, Group Term Insurance and Mediclaim Insurance as per the rules of the Company.
- d) Club membership fee upto maximum one club.
- e) Any other benefits, allowances and perquisites as per the policies of the Company, from time to time.

**II. Others**

- a. The above remuneration payable to ED shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act.
- b. The appointment may be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying Basic Salary in lieu of notice period.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the scope of appointment and remuneration payable to ED during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end





and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to ED under applicable law without obtaining requisite approvals.

**RESOLVED FURTHER THAT** Mr. Anil Jain shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.”

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, ED shall be paid the above salary and perquisites (including any revision thereof) subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the Central Government, if required.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the Appointment and Remuneration Policy of the Company, Mr. Mohit Kumar Goel [holding Director Identification Number: 03098959] who was appointed as an Additional Director of the Company effective from February 16, 2018 and who holds office until the date of the next annual general Meeting, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.”

8. To consider and, if thought fit, to pass the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, and Schedule V of the Companies Act, 2013 (hereinafter referred to as ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee, with reference to the Appointment and Remuneration Policy of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination & Remuneration Committee), approval of the members be and is hereby accorded to the appointment of Mr. Mohit Kumar Goel [holding Director Identification Number: 03098959] as Whole-time Director of the Company (‘WTD’) for a period of five years effective from February 16, 2018 to February 15, 2023, on the following terms and conditions including remuneration:

**I. Salary, Allowances, Perquisites and Retiral Benefits**

**A. Basic Salary:** In the range of Rs. 13 to Rs.15 Lac per annum

**B. House Rent Allowance (HRA):** He will be paid HRA @50% of the Basic salary





C. **Special & Other Allowances:** He will be paid special allowance upto Rs. 1.2 Lac per annum

D. **Annual Variable Pay:** Performance linked Variable Pay of Rs.10 Lac shall be paid at 100% of performance achievement. Payout of the Performance Pay would be determined based on performance parameters laid out in the Company's Variable Pay Plan.

E. **Perquisites:**

Following perquisites shall be allowed in addition to the salary:

a. **Company Car:**

- i. He will be provided suitable company car.
- ii. Payment of car expenses on actuals as per Rules of the Company.

b. **Telephone:**

Reimbursement of mobile expenses, used for official purposes.

F. **Retrials:**

- f) Provident Fund, National Pension Scheme, Gratuity, etc. as per the rules of the Company.

G. **Other Benefits and Amenities:**

- g) Leave Travel Allowance as per the rules of the Company.
- h) Other amenities and benefits like medical reimbursement, Leave encashment etc. as per the rules of the Company.
- i) Personal Accident Insurance, Group Term Insurance and Mediclaim Insurance as per the rules of the Company.
- j) Club membership fee upto maximum one club.
- k) Any other benefits, allowances and perquisites as per the policies of the Company, from time to time.

II. **Others**

- a. The above remuneration payable to WTD shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act.
- b. The appointment may be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying Basic Salary in lieu of notice period.

**RESOLVED FURTHER THAT** Mr. Mohit Kumar Goel shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the scope of appointment and remuneration payable to WTD during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to WTD under applicable law without obtaining requisite approvals.



**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, WTD shall be paid the above salary and perquisites (including any revision thereof) subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the Central Government, if required.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.”

9. To consider and, if thought fit, to pass the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, and Schedule V of the Companies Act, 2013 (hereinafter referred to as ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee, with reference to the Appointment and Remuneration Policy of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination & Remuneration Committee), approval of the members be and is hereby accorded to revise the terms of appointment including remuneration for the tenure of Mr. Nand Kishore Aggarwal [holding Director Identification Number: 00074107] Whole-time Director of the Company with effect from January 3, 2018 for the remaining period of his tenure, i.e. March 28, 2022, in the following manner:

**I. Salary, Allowances, Perquisites and Retiral Benefits**

- A. Basic Salary:** In the range of Rs. 200 to Rs. 210 Lac per annum
- B. House Rent Allowance (HRA):** He will be paid HRA @50% of the Basic salary
- C. Special & Other Allowances:** He will be paid special allowance upto Rs. 2.5 Lac per annum
- D. Annual Variable Pay:** Performance linked Variable Pay of Rs. 120 Lac shall be paid at 100% of performance achievement. Payout of the Performance Pay would be determined based on performance parameters laid out in the Company’s Variable Pay Plan.

**E. Perquisites:**

Following perquisites shall be allowed in addition to the salary:

**a. Company Car:**

- i. He will be provided suitable company car.
- ii. Payment of car expenses on actuals as per rules of the Company.

**b. Telephone:**

Telephone at residence and mobile phone shall be provided.

**F. Retrials:**





Provident Fund, National Pension Scheme, Gratuity, etc. as per the rules of the Company

**G. Other Benefits and Amenities:**

- a) Leave Travel Allowance as per the rules of the Company.
- b) Other amenities and benefits like medical reimbursement, Leave encashment etc. as per the rules of the Company.
- c) Personal Accident Insurance, Group Term Insurance and Mediclaim Insurance as per the rules of the Company.
- d) Club membership fees upto maximum two clubs.
- e) Any other benefits, allowances and perquisites as per the policies of the Company, from time to time

**II. Others**

- a. The above remuneration payable to Chairman shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act.
- b. The appointment may be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying Basic Salary in lieu of notice period.

**RESOLVED FURTHER THAT** the other terms and conditions of the appointment shall remain unchanged.

**RESOLVED FURTHER THAT** pursuant to section 196(3) read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of members of the Company be and is hereby accorded for continuation of holding of office of Executive Chairman (whole-time Director) by Mr. Nand Kishore Aggarwal (DIN: 00074107) upon attaining the age of 70 (seventy) years on October 31, 2021 upto the expiry of his present term of office, on the terms and conditions as mentioned above.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the scope of his appointment and remuneration payable to Chairman during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to Chairman under applicable law without obtaining requisite approvals.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, Chairman shall be paid the above salary and perquisites (including any revision thereof) subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the Central Government, if required.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give



effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.”

10. To consider and, if thought fit, to pass the following resolution as an **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, and Schedule V of the Companies Act, 2013 (hereinafter referred to as ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee, with reference to the Appointment and Remuneration Policy of the Company and subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include Nomination and Remuneration Committee), approval of the members be and is hereby accorded to revise the terms of appointment including remuneration for the tenure of Mr. Ankur Aggarwal [holding Director Identification Number: 00074325] Managing Director of the Company, (‘MD’), with effect from January 3, 2018 for the remaining period of his tenure, i.e. September 30, 2021, in the following manner:

**III. Salary, Allowances, Perquisites and Retiral Benefits**

- A. Basic Salary:** In the range of Rs. 180 to Rs. 200 Lac per annum
- B. House Rent Allowance (HRA):** He will be paid HRA @50% of the Basic salary
- C. Special & Other Allowances:** He will be paid special allowance upto Rs.18 Lac per annum
- D. Annual Variable Pay:** Performance linked Variable Pay of Rs.120 Lac shall be paid at 100% of performance achievement. Payout of the Performance Pay would be determined based on performance parameters laid out in the Company’s Variable Pay Plan.

**E. Perquisites:**

Following perquisites shall be allowed in addition to the salary:

**a. Company Car:**

- i. He will be provided suitable company car.
- ii. Payment of car expenses on actuals as per rules of the Company.

**b. Telephone:**

Telephone at residence and mobile phone shall be provided.

**F. Retrials:**

Provident Fund, National Pension Scheme, Gratuity, etc. as per the rules of the Company

**G. Other Benefits and Amenities:**

- a) Leave Travel Allowance as per the rules of the Company.
- b) Other amenities and benefits like medical reimbursement, Leave encashment etc. as per the rules of the Company.
- c) Personal Accident Insurance, Group Term Insurance and Mediclaim Insurance as per the rules of the Company.





- d) Club membership fees upto maximum two clubs.
- e) Any other benefits, allowances and perquisites as per the policies of the Company, from time to time

**IV. Others**

- a. The above remuneration payable to MD shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act.
- b. The appointment may be terminated by either party by giving prior written notice of three months to the other party of such termination or by paying Basic Salary in lieu of notice period.

**RESOLVED FURTHER THAT** the other terms and conditions of the appointment shall remain unchanged.

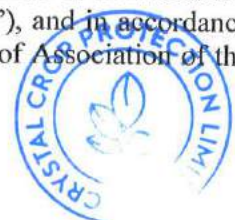
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to vary, alter, enhance or widen (collectively referred to as 'Variation') the scope of appointment and remuneration payable to MD during his tenure to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to MD under applicable law without obtaining requisite approvals.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, MD shall be paid the above salary and perquisites (including any revision thereof) subject to the limits and conditions specified under Section 197 read with Schedule V and other applicable provisions, if any of the Act or as may be approved by the Central Government, if required.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to the extent notified, and the rules and regulations made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), together with the applicable subsisting provisions of the Companies Act, 1956, if any, (collectively referred to as the "**Companies Act**"), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and any other applicable rules, regulations, guidelines, ordinances, policies, directions, orders, clarifications, circulars and notifications issued by SEBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the "**Applicable Laws**"), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the





Company and the equity listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed ("the Stock Exchanges"), and subject to any approvals from the Government of India ("GoI"), the Registrar of Companies, Gujarat situated at Ahmedabad ("RoC"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and all other appropriate statutory authorities and departments (the "Regulatory Authorities"), and such other approvals, consents, permissions and sanctions as may be required from the Regulatory Authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders be and is hereby accorded to create, issue, offer and allot in the Fresh Issue such number of Equity Shares, for cash either at par or premium such that the amount being raised pursuant to the Fresh Issue aggregates up to Rs. 5,450. 00 million (with an option to the Company to retain an over-subscription to the extent of 10% of the net Offer to public, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment) including the issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI Regulations and an offer for sale of Equity Shares by existing and eligible shareholders who can intimate their intention to the Board, at a price to be determined, by the Company through the book building process in terms of the SEBI Regulations and in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the Global Coordinators and Book Running Lead Managers (the "GCBRLMs") and the Co-Book Running Lead Manager (the "Co-BRLM") in accordance with the SEBI Regulations, to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholders of the Company as the Board in consultation with the GCBRLMs and the Co-BRLM may decide, including anchor investors, if any, one or more of the members of the Company, employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof, and/or any other category of investors as may be permitted to invest under Applicable Laws by way of an Offer in consultation with the GCBRLMs and the Co-BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the GCBRLMs and the Co-BRLM through an offer document, prospectus and/or an offering memorandum, as required, and that the Board in consultation with the GCBRLMs and the Co-BRLM may finalise all matters incidental thereto as it may in its absolute discretion thinks fit.

**RESOLVED FURTHER THAT** the Board is hereby authorized that it may invite the existing and eligible shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI Regulations, as the Board may determine in



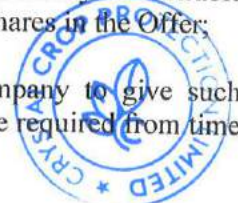
consultation with the GCBRLMs and the Co-BRLM, subject to the consent of SEBI, GoI, RBI, RoC, the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board under applicable provisions of the SEBI Regulations and other Applicable Laws, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium or discount per equity share as may be fixed and determined by the Company in consultation with the GCBRLMs and the Co-BRLM, to such category of persons as may be permitted or in accordance with the SEBI Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the GCBRLMs and the Co-BRLM and/or underwriters and/or the stabilizing agent and/or other advisors or such persons appointed for the Offer.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, eligible employees (the "Reservation") or to provide a discount to the issue price to retail individual bidders or eligible employees (the "Discount"); and the allotment/ transfer of Equity Shares to the stabilizing agent pursuant to a green shoe option, if any, in accordance with Applicable Laws (the "Green Shoe Option") and to take any and all actions in connection with any Reservation, Discount or Green Shoe Option as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.

**RESOLVED FURTHER THAT** the Equity Shares issued pursuant to the Offer shall be listed at one or more recognized stock exchanges in India.

**RESOLVED FURTHER THAT** the Board either by itself or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as the Board or such sub-committee in its absolute discretion deems necessary or desirable in connection with the Offer, including, without limitation, the following:

- (i) constituting a committee for the purposes of any issue, transfer, offer and allotment of Equity Shares, and other matters in connection with or incidental to the Offer, including determining the anchor investor portion and allocating such number of Equity Shares to anchor investors as may be decided by the Company in consultation with the GCBRLMs and the Co-BRLM and in accordance with the SEBI Regulations and to constitute such other committees of the Board, as may be required under Applicable Laws, including the SEBI Listing Regulations and the listing agreement to be entered into by the Company with the Stock Exchanges;
- (ii) authorizing any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, to do such acts, deeds and things as such authorized person in his/her/its absolute discretion may deem necessary or desirable in connection with any issue, transfer, offer and allotment of Equity Shares in the Offer;
- (iii) giving or authorizing any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time;





- (iv) appointing the GCBRLMs and the Co-BRLM in accordance with the provisions of the SEBI Regulations and other Applicable Laws;
- (v) seeking, if required, any approval, consent or waiver from the Company's lenders, and/or the lenders of the subsidiary of the Company, industry data providers and/or parties with whom the Company has entered into various commercial and other agreements, and/or any/all government and regulatory authorities in India, and/or any other approvals, consents or waivers that may be required in connection with any issue, transfer, offer and allotment of Equity Shares and taking such actions or give such directions as may be necessary or desirable and to obtain such approvals, permissions, consents, sanctions, as it may deem fit;
- (vi) settling any question, doubt or difficulty that may arise with regard to or in relation to raising of funds in the Fresh Issue;
- (vii) deciding in consultation with the GCBRLMs and the Co-BRLM, the pricing and terms of the Equity Shares, the Offer Price, the price band (including offer price for anchor investors), the size and all other terms and conditions of the Offer including the number of Equity Shares to be offered and transferred in the Offer, the bid / offer opening and bid/offer closing date (including bid opening and bid closing dates for anchor investors) Discount (if any), Reservation and all other related matters, including the determination of the minimum subscription for the Offer, in accordance with Applicable Laws;
- (viii) taking on record the approval of the Selling Shareholders for offering their Equity Shares in the Offer for Sale;
- (ix) approving of the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP") and the prospectus ("Prospectus") and the preliminary and final international wrap (including amending, varying, supplementing or modifying the same, or providing any notices, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient) in relation to the Offer as finalized by the Company, in consultation with the GCBRLMs and the Co-BRLM, in accordance with Applicable Laws;
- (x) deciding in consultation with the GCBRLMs and the Co-BRLM, the withdrawal of the DRHP or the RHP or any decision not to proceed with the Offer at any stage in accordance with Applicable Laws;
- (xi) seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- (xii) appointing, in consultation with the GCBRLMs and the Co-BRLM, the registrar and other intermediaries to the Offer, in accordance with the provisions of the SEBI Regulations and other Applicable Laws including legal counsels, banks or agencies concerned and entering into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;
- (xiii) finalizing or arrangement of the submission of the DRHP to be submitted to the SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus to be filed with the RoC, and any corrigendum, amendments supplements thereto;
- (xiv) authorizing of the maintenance of a register of holders of the Equity Shares;





- (xv) finalizing the basis of allotment of the Equity Shares;
- (xvi) accepting and appropriating the proceeds of the Fresh Issue in accordance with Applicable Laws;
- (xvii) delegating its powers as may be deemed necessary and to the extent allowed under Applicable Laws to the committees of the Board or the officials of the Company; and
- (xviii) doing any other act and/or deed, negotiating and executing any document(s), application(s), agreement(s), undertaking(s), deed(s), affidavits, declarations and certificates, and/or giving such direction, including any direction to settle all questions, removing any difficulties or doubts that may arise from time to time in relation to the Offer or allotment of the Equity Shares in the Offer and utilizing the Offer proceeds, in such manner as the Board may deem fit, and giving such directions and/or instructions as it may from time to time decide and accepting and giving effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, and taking such actions or giving such directions as may be necessary or desirable and as it deems fit or as may be necessary or desirable with regard to the Offer.

**RESOLVED FURTHER THAT** the Equity Shares so allotted under the Fresh Issue (including any reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend, provided that the investors who are allotted or transferred Equity Shares pursuant to the Offer shall be entitled to participate in dividends, if any, declared by the Company after the allotments and transfer of Equity Shares pursuant to the Offer, in compliance with the Applicable Laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the GCBRLMs and the Co-BRLM, be and is hereby authorized to give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, the offering, transfer and allotment of the Equity Shares, and utilization of the Fresh Issue proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Offer, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such Committee thereof as the Board may constitute in its behalf.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, including but not limited to papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.





**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or Company Secretary of the Company, be forwarded to concerned authorities for necessary actions.”

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

**“RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2000 as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2017, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or de-notified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, the consent of the members of the Company be and is hereby accorded to increase the limit of investment by foreign portfolio investors in the equity shares of the Company, either through direct purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased upto an aggregate limit of 49% (Forty Nine percent) of the paid-up equity share capital of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee to which the Board may have delegated all or any of its powers) be and is hereby authorized to take all such actions/steps as may be necessary, desirable or expedient, including, if required, to accept such conditions and modifications, stipulated by any relevant authorities, as the Board may consider necessary, and to resolve and settle all questions and difficulties that may arise, and, to do all acts, deeds, matters and things which are incidental and consequential, as the Board may at its absolute discretion deem necessary or desirable for such purposes and, to execute such documents or writings as the Board may consider necessary or proper or incidental to give effect to this resolution.”

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

**“RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a person Resident outside India) Regulations, 2000 as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2017, the Companies Act, 2013 as amended, Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or de-notified, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions, the consent of the members of the Company be and is hereby accorded to increase the limit of investment by non – resident Indians, on a repatriation basis, in the equity shares of the Company, either through direct





purchase or acquisition from the open market under the Portfolio Investment Scheme under FEMA, is increased upto an aggregate limit of 24% (Twenty Four percent) of the paid-up equity share capital of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee to which the Board may have delegated all or any of its powers) be and is hereby authorized to take all such actions/steps as may be necessary, desirable or expedient, including, if required, to accept such conditions and modifications, stipulated by any relevant authorities, as the Board may consider necessary, and to resolve and settle all questions and difficulties that may arise, and, to do all acts, deeds, matters and things which are incidental and consequential, as the Board may at its absolute discretion deem necessary or desirable for such purposes and, to execute such documents or writings as the Board may consider necessary or proper or incidental to give effect to this resolution."

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the SEBI (Share Based Employee Benefits) Regulations 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), the Memorandum and Articles of Association of the Company and any other law for the time being in force and subject to the approvals, consents, permissions and sanctions as may be required in this regard, and in partial suppression of the Special Resolutions passed by the members of the Company in their general meetings held on November 22, 2011 and December 17, 2014, the consent of members of the Company be and is hereby accorded to amend the "Crystal Crop Protection Private Limited Employee Stock Option Plan 2011 (Plan 2011)" in the following manner:

- i) The name of the Company be substituted to "Crystal Crop Protection Limited" from "Crystal Crop Protection Private Limited" wherever applicable throughout the Plan 2011.
- ii) The reference of the Registered office of the Company be removed wherever applicable throughout the Plan 2011.
- iii) Clause 4.4, shall be omitted.
- iv) The Clause 4.6 shall be substituted as below:

"Board" means the Board of Directors of the Company including the Nomination and Remuneration Committee of the Board as constituted or reconstituted from time to time under Section 178 or any other relevant provisions of the Companies Act, with a view to administer and supervise the employee stock option plans of the Company including the Plan.
- v) Clause 4.11, shall be omitted.
- vi) The Clause 4.13 shall be substituted as below:

"Employee" means (i) a permanent employee of the Company who has been working in India or outside India; or (ii) a director of the Company, whether a whole time director or not but excluding an Independent Director; or (iii) an employee as defined in sub-clause (i) and (ii) above of a Subsidiary Company, in India or outside India or of a Holding Company of the Company but does not include:

- (a) an employee who is a Promoter or a person belonging to the Promoter Group; or
  - (b) a director who either himself or through his Relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.
- vii) For Clause 4.41, the following clause shall be substituted, namely:

"Trust Deed" means the deed of Crystal Crop Protection Employees Welfare Trust for the welfare of the Employees with one of the objectives of subscription/acquisition of Shares of the Company for holding and transfer of Shares to Eligible Employees in the manner specified in the Trust Deed and the Plan.

**RESOLVED FURTHER THAT** all other terms and conditions as specified in the Plan 2011 shall remain unchanged.

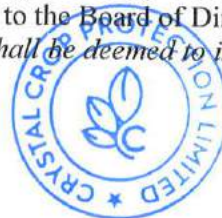
**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.

**RESOLVED FURTHER THAT** Board be and is hereby authorised to delegate all or any of the powers herein conferred to the Nomination and Remuneration Committee of Directors.

**RESOLVED FURTHER THAT** the Board and/ or Nomination and Remuneration Committee of the Company be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Plan 2011 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan 2011 and do all other things incidental and ancillary thereof."

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b), and other applicable provisions, if any, of the Companies Act 2013 ("the Act"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval and consent of the members of the Company be and is hereby accorded respectively to the **'Crystal Crop Protection Limited - Employee Stock Option Plan 2018' ("ESOP 2018")** and to the Board of Directors of the Company (*hereinafter referred to as "the Board" which term shall be deemed to include*





any Committee including Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution), to create, offer, and grant up to, 70,26,270 (Seventy Lacs twenty six thousand two hundred seventy only) employee stock options to the eligible employees of the Company, determined in terms of ESOP 2018, from time to time, in one or more tranches, exercisable in aggregate into not more than 70,26,270 (Seventy Lacs twenty six thousand two hundred seventy only) equity shares of the Company, with each such option would be exercisable for one equity share of a face value of Rs. 10/- each fully paid-up to be transferred to the option grantee by the Crystal Crop Protection Employee Welfare Trust ("Trust") out of Trust's existing shareholding on payment of the requisite exercise price, on such terms and conditions as may be determined by the Board in accordance with the provisions of the applicable laws and the provisions of ESOP 2018.

**RESOLVED FURTHER THAT** the equity shares to be transferred by the Trust as mentioned hereinbefore shall rank pari passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the Options granted earlier including issue of any additional equity shares by the Company to the Trust or option grantees and the ceiling of 70,26,270 of options/ equity shares shall be deemed to increase to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be transferred and the price of acquisition payable by the option grantees under the plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOP 2018 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum of Association and Articles of Association of the Company and relevant regulations of the Securities and Exchange Board of India as applicable and without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2018 and do all other things incidental and ancillary thereof.

**RESOLVED FURTHER THAT** Board be and is hereby authorised to delegate all or any of the power herein conferred to the Nomination and Remuneration Committee of Directors.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee constituted for the implementation of the scheme be and is hereby authorized to inter alia, formulate the detailed terms and conditions of the scheme including the provisions as specified by Board in this regard.





**RESOLVED FURTHER THAT** The Nomination and Remuneration Committee be and is hereby authorized to delegate the administration of the scheme to a trust.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Share Based Employee Benefits) Regulations 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the regulations of the Securities and Exchange Board of India as applicable, the Memorandum of Association and Articles of Association, and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (*hereinafter referred to as "the Board" which term shall be deemed to include any authorize Committee including Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution*) to create, offer and grant such number of employee stock options to the eligible employees of the Subsidiary Companies (existing and in future) of the Company, determined in terms of the ‘Crystal Crop Protection Limited – Employee Stock Option Plan 2018’ (“ESOP 2018”), from time to time, in one or more tranches, exercisable into equity shares of face value of Rs.10/- each fully paid up, to be transferred to the option grantees by the Crystal Crop Protection Employee Welfare Trust (“Trust”) out of Trust’s existing shareholding within the limit of Employee Stock options/ equity shares reserved under the ESOP 2018 on payment of the requisite exercise price, on such terms and conditions as may be determined by the Board in accordance with the provisions of the applicable laws and the provisions of ESOP 2018.”

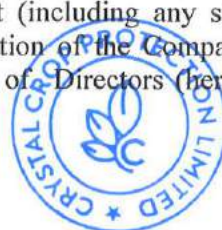
17. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), each as amended, and other applicable provisions, if any, approval of the Members of the Company be and is hereby given to substitute existing Articles of Association of the Company, as placed before the members with the new Articles of Association as placed before the members and the same be approved and adopted as the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (*hereinafter*





referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including fund based and non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 1,000 crores (Rupees One Thousand crores only) and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

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

**"RESOLVED THAT** in suppression of special resolution passed at the Extra ordinary General Meeting of the Company held on June 23, 2015 on the matter and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully / partly Convertible Debentures and / or Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all terms and conditions in relation to such creation of charge, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

Date: February 16, 2018

Place: Delhi

By order of the Board  
For Crystal Crop Protection Limited

  
Dinesh Kumar Gupta  
Company Secretary & Head Legal



#### NOTES:

1. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
2. Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
3. The details such as nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under applicable regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards-2 on General Meetings, for the directors proposed to be appointed / re-appointed/ variation in terms of appointment is annexed herewith as Annexure A of this notice.
4. The relevant documents referred to in the accompanying Notice and in the Explanatory Statement can be inspected by the members of the Company at its Registered Office.
5. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.
6. A Route Map along with prominent landmark for easy location to reach the venue of Extra-Ordinary General Meeting is annexed to the notice.





## **I. EXPLANATORY STATEMENT**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED FEBRUARY 16, 2018**

#### **Item No. 1 to 4**

In terms of the Appointment and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Chetan Desai, Mr. Rajesh Narain Gupta, Ms. Sangeeta Kapiljit Singh and Mr. Sartaj Sewa Singh as Additional Directors of the Company in the category of Independent Directors, effective from February 16, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Chetan Desai, Mr. Rajesh Narain Gupta, Ms. Sangeeta Kapiljit Singh and Mr. Sartaj Sewa Singh hold office upto the date of ensuing General Meeting and are eligible for appointment as Directors of the Company. As per Section 149 of the Act, an Independent Director shall hold office for a term upto five consecutive years on the Board of a company and shall not be liable to retire by rotation.

Mr. Chetan Desai, Mr. Rajesh Narain Gupta, Ms. Sangeeta Kapiljit Singh and Mr. Sartaj Sewa Singh, all have given their consent to act as Directors of the Company in Form DIR 2 of the Companies Act, 2013. They are not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Company has also received declarations from these Directors that they meet the criteria of independence as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), if applicable.

In the opinion of the Board of Directors, all Directors fulfil the conditions specified in the Act and the Rules made thereunder read with the Listing Regulations for their appointment as Independent Directors of the Company and they are independent of the management of the Company.

The disclosures as required under the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable regulations are provided in Annexure-A of the Notice.

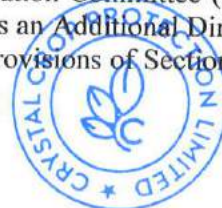
Mr. Chetan Desai, Mr. Rajesh Narain Gupta, Ms. Sangeeta Kapiljit Singh and Mr. Sartaj Sewa Singh, the proposed appointees, may be deemed to be concerned or interested in their respective resolutions for appointment.

None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 1 to 4 of the Notice.

The Board of Directors recommends the resolutions set out at Item No. 1 to 4 of the Notice for approval of the members by way of Ordinary Resolutions.

#### **Item No. 5 & 6**

In terms of the Appointment and Remuneration Policy of the Company (the 'Policy') and pursuant to the recommendation of the Nomination and Remuneration Committee (the 'NR Committee'), the Board of Directors has appointed Mr. Anil Jain as an Additional Director of the Company, effective from February 16, 2018. Pursuant to the provisions of Section 161 of



the Companies Act, 2013 (the 'Act'), Mr. Anil Jain holds office until the date of next annual General Meeting of the Company and is eligible for appointment as Director of the Company.

Mr. Anil Jain has given his consent to act as Director of the Company in Form DIR 2 of the Companies Act, 2013. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would be liable to retire by rotation.

Further, in terms of the Policy and pursuant to the recommendation of the NR Committee, the Board has approved the appointment of Mr. Anil Jain as Whole-time Director designated as Executive Director- Strategy & Operations ('ED') of the Company for a period of Five years effective from February 16, 2018 on the terms and conditions including remuneration set out in the Notice. This is subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Mr. Anil Jain has over 4 decades of experience and has been associated with the Company for more than 2 years. Prior to his appointment as ED, he was responsible for providing business direction to all verticals and leading the registration and R&D functions of our Company. He will continue to discharge the above responsibilities as Executive Director- Strategy & Operations.

Considering his association with the Company and rich experience in agricultural Industry, the appointment of Mr. Anil Jain as ED of the Company on the terms and conditions mentioned in the Notice would be beneficial to the Company.

The remuneration payable to ED shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, out of abundant caution and in view of the relevant extant provisions of the Act relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act which, *inter alia*, prescribe that in case of no profits or inadequate profits, remuneration can be paid to a managerial personnel in accordance with the provisions of Section II, subject to the condition that a Special Resolution has been passed for payment of remuneration to a managerial personnel. Relevant information and disclosures prescribed for the same in Schedule V to the Act are given below:

I. General Information		
1.	Nature of Industry	Crystal Crop Protection engages in the technical manufacturing, formulation and marketing of agrochemical products – Insecticides, Fungicides, Herbicides, Plant Growth Regulators / Micro Nutrients.
2.	Date of Commencement of Commercial Production	2005-06
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable





4.	Financial Performance based on given indicators	As per Standalone Audited Financials (Rs. in Million)																
		<table><tr><th>Particulars</th><th>FY 2016-17</th></tr><tr><td>Paid up Capital</td><td>1515.75</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>6206.76</td></tr><tr><td>Total Revenue</td><td>13087.45</td></tr><tr><td>Total Expenses</td><td>11921.46</td></tr><tr><td>Profit before Tax</td><td>1165.99</td></tr><tr><td>Tax Expenses</td><td>316.35</td></tr><tr><td>Profit after Tax</td><td>849.64</td></tr></table>	Particulars	FY 2016-17	Paid up Capital	1515.75	Reserves excluding Revaluation Reserves	6206.76	Total Revenue	13087.45	Total Expenses	11921.46	Profit before Tax	1165.99	Tax Expenses	316.35	Profit after Tax	849.64
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Total Expenses	11921.46																	
Profit before Tax	1165.99																	
Tax Expenses	316.35																	
Profit after Tax	849.64																	
5.	Foreign investments or collaborators, if any	<p>The company has made a foreign investment of Rs. 10.67 Mn in the financial year 2016-17 in their foreign subsidiaries.</p> <p>Foreign investors, mainly comprising PEs, are investors in the Company on account of past issuance of securities of the shares of the Company.</p>																
II. Information about the Appointee																		
1.	Background details	<p>Mr. Anil Jain, 62 years, holds a Bachelor's degree of Science in agricultural from the Haryana Agricultural university and a Post graduate Diploma in management (Agriculture) from IIM Ahmedabad.</p> <p>Mr. Anil Jain has over 4 decades of experience and has been associated With the Company for more than 2 years. Prior to his appointment as Executive Director- Strategy &amp; Operations, he was responsible for providing business direction to all verticals and leading the registration and R&amp;D functions of our Company.</p>																
2.	Past remuneration	During the Financial Year 2016-17, Mr. Anil Jain was paid remuneration of Rs. 11 Mn.																
3.	Recognition or awards	The Company has received various awards and recognition during his tenure with the Company.																
4.	Job profile and his suitability	<p>Mr. Anil Jain devotes his full time and attention to the business of the Company, subject to the superintendence, control and directions of the Board.</p> <p>Mr. Anil Jain has over 4 decades of experience and has been associated with the Company for more than 2 years which is compatible with the organisational requirements. It is felt that the Company would benefit under his leadership and guidance and expertise.</p>																
5.	Remuneration proposed	As mentioned in the resolution.																
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Whole-time Director designated as Executive Director-strategy & Operations and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry. Mr. Anil Jain devotes his full time and attention to the business of the Company, subject to the superintendence, control and directions of the Board.																
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Mr. Anil Jain does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company.																



III.	Other Information	
1.	Reasons of loss or inadequate profits	<p>The Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Anil Jain.</p> <p>However, the Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.</p>
2.	Steps taken or proposed to be taken for Improvement	<p>The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company</p>
3.	Expected increase in productivity and profits in measurable terms	<p>The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future</p>

The disclosures as required under the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable regulations are provided in Annexure-A of the Notice.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Anil Jain, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 5 and 6 of the Notice.

The Board of Directors recommends the resolutions set out at Item No. 5 and 6 of the Notice for approval of the members by way of Ordinary and Special Resolution, respectively.

#### Item No. 7 & 8

In terms of the Appointment and Remuneration Policy of the Company (the 'Policy') and pursuant to the recommendation of the Nomination and Remuneration Committee (the 'NR Committee'), the Board of Directors has appointed Mr. Mohit Kumar Goel as an Additional Director of the Company, effective from February 16, 2018. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Mohit Kumar Goel holds office upto the date of ensuing General Meeting and is eligible for appointment as Director of the Company.

Mr. Mohit Kumar Goel has given his consent to act as Director of the Company in Form DIR 2 of the Companies Act, 2013. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Once appointed, he would be liable to retire by rotation.

Further, in terms of the Policy and pursuant to the recommendation of the NR Committee, the Board has approved the appointment of Mr. Mohit Kumar Goel as Whole-time Director ('WTD') of the Company for a period of Five years effective from February 16, 2018 on the terms and conditions including remuneration set out in the Notice. This is subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

Mr. Mohit Kumar Goel has over a decade of experience and has been associated with the Company for almost 10 years, as he was serving our M/s Modern Papers (Partnership firm) as General Manager Operation (Plant Head). He will be responsible for all our manufacturing facilities as occupier and for corporate liaisoning and will also discharge the functions of WTD.





Considering his long association with the Company and rich experience in various fields, the appointment of Mr. Mohit Kumar Goel as WTD of the Company on the terms and conditions mentioned in the Notice would be beneficial to the Company.

The remuneration payable to WTD shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, out of abundant caution and in view of the relevant extant provisions of the Act relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act which, *inter alia*, prescribe that in case of no profits or inadequate profits, remuneration can be paid to a managerial personnel in accordance with the provisions of Section II, subject to the condition that a Special Resolution has been passed for payment of remuneration to a managerial personnel. Relevant information and disclosures prescribed for the same in Schedule V to the Act are given below:

I. General Information																		
1.	Nature of Industry	Crystal Crop Protection engages in the technical manufacturing, formulation and marketing of agrochemical products – Insecticides, Fungicides, Herbicides, Plant Growth Regulators / Micro Nutrients.																
2.	Date of Commencement of Commercial Production	2005-06																
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																
4.	Financial Performance based on given indicators	<div>As per Standalone Audited Financials</div> <div>(Rs. in Million)</div> <table><tr><th>Particulars</th><th>FY 2016-17</th></tr><tr><td>Paid up Capital</td><td>1515.75</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>6206.76</td></tr><tr><td>Total Revenue</td><td>13087.45</td></tr><tr><td>Total Expenses</td><td>11921.46</td></tr><tr><td>Profit before Tax</td><td>1165.99</td></tr><tr><td>Tax Expenses</td><td>316.35</td></tr><tr><td>Profit after Tax</td><td>849.64</td></tr></table>	Particulars	FY 2016-17	Paid up Capital	1515.75	Reserves excluding Revaluation Reserves	6206.76	Total Revenue	13087.45	Total Expenses	11921.46	Profit before Tax	1165.99	Tax Expenses	316.35	Profit after Tax	849.64
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Total Expenses	11921.46																	
Profit before Tax	1165.99																	
Tax Expenses	316.35																	
Profit after Tax	849.64																	
5.	Foreign investments or collaborators, if any	<div>The company has made a foreign investment of Rs. 10.67 Mn in the financial year 2016-17 in their foreign subsidiaries.</div> <div>Foreign investors, mainly comprising PEs, are investors in the Company on account of past issuance of securities of the shares of the Company.</div>																
II. Information about the Appointee																		
1.	Background details	<div>Mr. Mohit Kumar Goel, 39 years, holds a Bachelor's degree in Commerce M.J.P. Rohilkhand University, Bareilly in 1997 and a Masters in Commerce from M.J.P. Rohilkhand University, Bareilly in 1997.</div> <div>Mr. Mohit Kumar Goel has over 10 decades of experience and has been associated with the Company for more than 10 years, as he was serving our M/s Modern Papers (Partnership firm) as General Manager Operation (Plant Head).</div>																

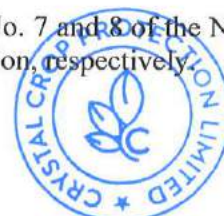


2.	Past remuneration	Not applicable
3.	Recognition or awards	The Company has received various awards and recognition during his tenure with the Company.
4.	Job profile and his suitability	Mr. Mohit Kumar Goel devotes his full time and attention to the business of the Company, subject to the superintendence, control and directions of the Board.  Mr. Mohit Kumar Goel has over 10 decades of experience and he is compatible with the organisational requirements. It is felt that the Company would benefit under his guidance.
5.	Remuneration proposed	As mentioned in the resolution.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Whole-time Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry. Mr. Mohit Kumar Goel devotes his full time and attention to the business of the Company, subject to the superintendence, control and directions of the Board.
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Mohit Kumar Goel does not have any pecuniary relationship with the Company. Further, he is not related to any managerial personnel of the Company.
<b>III. Other Information</b>		
1.	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Mohit Kumar Goel.  However, the Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.
2.	Steps taken or proposed to be taken for improvement	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future

The disclosures as required under the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable regulations are provided in Annexure-A of the Notice

None of the Directors or Key Managerial Personnel or their relatives except Mr. Mohit Kumar Goel, the proposed appointee, is concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 7 and 8 of the Notice.

The Board of Directors recommends the resolutions set out at Item No. 7 and 8 of the Notice for approval of the members by way of Ordinary and Special Resolution, respectively.





#### Item No. 9

The Board of Directors in their meeting held on March 29, 2017 had reappointed Mr. Nand Kishore Aggarwal as a Whole time Director designated as Executive Director of the Company for a term of 5 years effective from March 29, 2017 on a remuneration of Rs. 22.5 million per annum subject to annual revisions by Board of Directors.

Consequent upon change in the status of the Company from "Private Limited" to "Public Limited", the approval of the members is required for variation in the terms of appointment of Mr. Aggarwal.

Further, as Mr. Aggarwal will attain the age of 70 years before the completion of his current term, the approval of members is requested in terms of Section 196(3) of the Companies Act, 2013 by way of special resolution, for continuation of his holding of existing office after attaining the age of 70 years, as the contribution, expertise and guidance provided by Mr. Aggarwal is unmatched, invaluable and indispensable for the growth of the Company.

Also, in terms of the Policy and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board has approved his continuation beyond 70 years and the remuneration of Mr. Nand Kishore Aggarwal in their meeting held on February 16, 2018. This is subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

The remuneration payable to Mr. Aggarwal shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, out of abundant caution and in view of the relevant extant provisions of the Act relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act which, *inter alia*, prescribe that in case of no profits or inadequate profits, remuneration can be paid to a managerial personnel in accordance with the provisions of Section II, subject to the condition that a Special Resolution has been passed for payment of remuneration to a managerial personnel. Relevant information and disclosures prescribed for the same in Schedule V to the Act are given below:

I. General Information		
1.	Nature of Industry	Crystal Crop Protection engages in the technical manufacturing, formulation and marketing of agrochemical products – Insecticides, Fungicides, Herbicides, Plant Growth Regulators / Micro Nutrients.
2.	Date of Commencement of Commercial Production	2005-06
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial Performance based on given indicators	As per Standalone Audited Financials
		(Rs. in Million)
		<b>Particulars</b>
		<b>FK 2016-17</b>
		Paid up Capital 1515.75



		Reserves excluding Revaluation Reserves	6206.76
		Total Revenue	13087.45
		Total Expenses	11921.46
		Profit before Tax	1165.99
		Tax Expenses	316.35
		Profit after Tax	849.64
5.	Foreign investments or collaborators, if any	The company has made a foreign investment of Rs. 10.67 Mn in the financial year 2016-17 in their foreign subsidiaries.  Foreign investors, mainly comprising PEs, are investors in the Company on account of past issuance of securities of the shares of the Company.	
II.	Information about the Appointee		
1.	Background details	Mr. Nand Kishore Aggarwal, 66 years, holds a Bachelor's degree in Science from University of Delhi.  Mr. Nand Kishore Aggarwal has over 4 decades of experience and he is in Board of the Company since August 2011.	
2.	Past remuneration	During the Financial Year 2016-17, Mr. Nand Kishore Aggarwal was paid remuneration of Rs. 23.44 Mn.	
3.	Recognition or awards	The Company has received various awards and recognition during his tenure with the Company.	
4.	Job profile and his suitability	Mr. Nand Kishore Aggarwal devotes his full time and attention to the business of the Company, and he had been involved in the Company since 2011 and under his guidance the Company has showed faster growth.  The Company would benefit under his leadership and guidance and expertise.	
5.	Remuneration proposed	As mentioned in the resolution.	
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Executive Chairman and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry. Mr. Nand Kishore Aggarwal devotes his full time and attention to the business of the Company.	
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Nand Kishore Aggarwal does not have any pecuniary relationship with the Company.  Further, he is father of Mr. Ankur Aggarwal, Managing Director of the Company, except for this he is not related to any managerial personnel of the Company.	
III.	Other Information		
1.	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Nand Kishore Aggarwal.  However, the Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.	
2.	Steps taken or proposed to be taken for Improvement	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company	





3.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future
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None of the Directors or Key Managerial Personnel or their relatives except Mr. Nand Kishore Aggarwal, Mr. Ankur Aggarwal, the proposed appointee and Managing Director respectively of the Company, is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 9 of the Notice.

The Board of Directors recommends the resolutions set out at Item No. 9 of the Notice for approval of the members by way of Special Resolution.

#### Item No. 10

The Board of Directors in their meeting held on March 29, 2017 had reappointed Mr. Ankur Aggarwal as a Managing Director of the Company for a term of 5 years effective from October 01, 2016 on a remuneration of Rs. 22.5 million per annum subject to annual revisions by Board of Directors.

The Board was further informed that consequent upon change in the status of the Company from "Private Limited" to "Public Limited", the approval of the members is required for variation in the terms of appointment of Mr. Aggarwal.

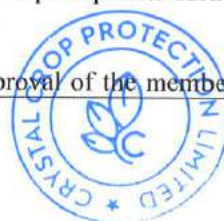
Further, in terms of the Policy and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board has approved the remuneration of Mr. Ankur Aggarwal in their meeting held on February 16, 2018. This is subject to the applicable provisions of the Act, the Rules made thereunder and approval of the members.

The remuneration payable to Mr. Aggarwal shall be within the limits prescribed under Section 197 read with Schedule V and other applicable provisions, if any, of the Act. However, out of abundant caution and in view of the relevant extant provisions of the Act relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V to the Act which, *inter alia*, prescribe that in case of no profits or inadequate profits, remuneration can be paid to a managerial personnel in accordance with the provisions of Section II, subject to the condition that a Special Resolution has been passed for payment of remuneration to a managerial personnel.. Relevant information and disclosures prescribed for the same in Schedule V to the Act are given below:

I. General Information		
1.	Nature of Industry	Crystal Crop Protection engages in the technical manufacturing, formulation and marketing of agrochemical products – Insecticides, Fungicides, Herbicides, Plant Growth Regulators / Micro Nutrients.
2.	Date of Commencement of Commercial Production	2005-06
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the	Not applicable



	prospectus																	
4.	Financial Performance based on given Indicators	As per Standalone Audited Financials																
		(Rs. in Million)																
		<table><tr><th>Particulars</th><th>FY 2016-17</th></tr><tr><td>Paid up Capital</td><td>1515.75</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>6206.76</td></tr><tr><td>Total Revenue</td><td>13087.45</td></tr><tr><td>Total Expenses</td><td>11921.46</td></tr><tr><td>Profit before Tax</td><td>1165.99</td></tr><tr><td>Tax Expenses</td><td>316.35</td></tr><tr><td>Profit after Tax</td><td>849.64</td></tr></table>	Particulars	FY 2016-17	Paid up Capital	1515.75	Reserves excluding Revaluation Reserves	6206.76	Total Revenue	13087.45	Total Expenses	11921.46	Profit before Tax	1165.99	Tax Expenses	316.35	Profit after Tax	849.64
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5.	Foreign investments or collaborators, if any	<p>The company has made a foreign investment of Rs. 10.67 Mn in the financial year 2016-17 in their foreign subsidiaries.</p> <p>Foreign investors, mainly comprising PEs, are investors in the Company on account of past issuance of securities of the shares of the Company.</p>																
II.	<b>Information about the Appointee</b>																	
1.	Background details	<p>Mr. Ankur Aggarwal, 34 years, is a Business Graduate from Amity University and holds a degree of Master of Science in Strategic Marketing from De Montfort University.</p> <p>Mr. Ankur Aggarwal has over a decade of experience and has is in Board of the Company since August 2011.</p>																
2.	Past remuneration	During the Financial Year 2016-17, Mr. Ankur Aggarwal was paid remuneration of Rs. 23.44 Mn.																
3.	Recognition or awards	The Company has received various awards and recognition during his tenure with the Company.																
4.	Job profile and his suitability	<p>Mr. Ankur Aggarwal devotes his full time and attention to the business of the Company, and he had been involved in the Company since 2011 and under his guidance the Company has showed faster growth.</p> <p>The Company would benefit under his leadership and guidance and expertise.</p>																
5.	Remuneration proposed	As mentioned in the resolution.																
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Keeping in view the profile and the position of Managing Director and rich knowledge and experience of the appointee, the remuneration is fully justifiable and comparable to that prevailing in the industry. Mr. Ankur Aggarwal devotes his full time and attention to the business of the Company.																
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any	<p>Besides the remuneration proposed, Mr. Ankur Aggarwal does not have any pecuniary relationship with the Company.</p> <p>Further, he is son of Mr. Nand Kishore Aggarwal, Whole-time Director of the Company, except for this he is not related to any managerial personnel of the Company.</p>																
III.	<b>Other Information</b>																	
1.	Reasons of loss or inadequate profits	<p>The Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Ankur Aggarwal.</p> <p>However, the Company proposes to obtain approval of the members by</p>																





		way of Special Resolution as an abundant caution in case profits are inadequate, to enable the Company to pay the managerial remuneration as stated in the resolution.
2.	Steps taken or proposed to be taken for Improvement	The Company takes various steps on a regular basis such as better product mix, cost control, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future

None of the Directors or Key Managerial Personnel or their relatives except Mr. Ankur Aggarwal, Mr. Nand Kishore Aggarwal, the proposed appointee and Chairman respectively of the Company, is concerned or interested, financially or otherwise, in the resolutions set out at Item No. 10 of the Notice.

The Board of Directors recommends the resolutions set out at Item No. 10 of the Notice for approval of the members by way of Special Resolution.

#### Item No. 11

The Company intends to undertake an initial public offering of the equity shares of the Company (the "Offer") by way of fresh issue of Equity Shares and certain existing shareholder(s) ("Selling Shareholders") may offer certain of their respective Equity Shares in the offer for sale portion of the Offer. The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers and other advisors in relation to the Offer and subject to applicable regulatory approvals.

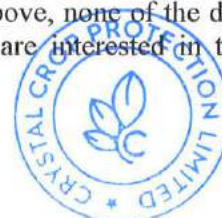
In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required by way of special resolution.

The Company proposes to create, issue and allot such number of Equity Shares in the Offer aggregating up to Rs. 5,450 million on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company (the "Board"), or a duly authorised committee thereof, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the SEBI Regulations. The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing equity shares of the Company.

The proceeds from the Offer will be utilised for the purpose of prepayment/repayment of certain loans/working capital facilities availed by the Company, funding acquisitions and other strategic initiatives which will be identified by the Board and for meeting requirements of funds for general corporate purposes of the Company.

The Company will not make an offer of Equity Shares to any of the promoters, or members of, the promoter group of the Company in the Offer. However, the directors (except who are promoters or part of the promoter group or are independent directors) or the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI Regulations.

Other than through their participation in the Offer as mentioned above, none of the directors or key managerial personnel of the Company or their relatives are interested in the said resolution.





No change in control of the Company or the management of its business is intended or expected pursuant to the Offer.

The Board recommends the resolutions in Item No.11 of the Notice for your approval as a Special Resolution. Accordingly, approval of the members of the Company is sought to create and issue Equity Shares under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules and regulations made thereunder, each, as amended.

#### **Item No. 12 & 13**

In accordance with the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 read with Schedule 2 thereof (regarding purchase/sale of shares/convertible debentures of an Indian Company under Portfolio Investment Scheme, the ceiling for investments by Foreign Portfolio Investors (FPIs) has been prescribed at an aggregate limit of upto 24% of the paid-up equity share capital which can be further increased to sectoral cap/ statutory ceiling through approval of the Board of Directors followed by a special resolution by the members to that effect.

Similarly, the ceiling for investments by non – resident Indians (NRIs), on a repatriation basis, under the Portfolio Investment Scheme has been prescribed at an aggregate limit of upto 10% of the paid-up equity share capital which can be further increased to 24% of the paid-up equity share capital through approval of the Board of Directors followed by a special resolution by the members to that effect.

In relation to the proposed Offer, the Company proposes to increase the limit of investment by FPIs in the Company upto an aggregate limit of 49% of the paid-up equity share capital and investment by NRIs upto an aggregate limit of 24% of the paid-up equity share capital. This would allow FPIs/ NRIs to a greater extent to participate in the proposed Offer and also allow effective post-listing trading in the Equity Shares by FPIs/ NRIs.

The Board of Directors had by a resolution passed on February 16, 2018 approved the said proposals to seek approval of the members to increase the above limits.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of their respective shareholding in the Company, if any.

The Board commends these resolutions as set out in the Notice for your approval as Special Resolutions.

#### **Item No. 14**

The Company has an existing plan termed as the Crystal Crop Protection Limited (formerly Crystal Crop Protection Private Limited) Employee Stock Option Plan 2011 ("Plan"). The Plan has been approved by a special resolution passed on November 22, 2011 and subsequently amended on December 17, 2014. Pursuant to the Plan 2011, Crystal Crop Protection Employees Welfare Trust (Trust) was set up to acquire shares of the Company for transferring these to employees upon Exercise of Options.

To align with the institutional changes in the Company and amendment in SEBI (Share Based Employee Benefits) Regulations, 2014 (the "Regulation") dated September 18, 2015, the Board commends this resolution as set out in the Notice for your approval as Special Resolution.





None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolutions except to the extent of the stock options that were granted them under ESOP 2011.

#### **Item No. 15 & 16**

The Company appreciates the critical role people play in the organizational growth. It strongly feels that the value created by its people should be shared with them. To promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize critical talents, the Company is intending to issue employee stock options under an employee stock option plan namely 'Crystal Crop Protection Limited - Employee Stock Option Plan 2018' ("ESOP 2018") to the employees and Directors of the Company and its Subsidiary Company(ies) as determined from time to time.

The equity shares required for the implementation of the proposed plan shall be sourced from existing shareholding of Crystal Crop Protection Employee Welfare Trust ("Trust") which was set-up by the Company prior to implementation of this plan. There is no contemplation of issuance of any fresh shares for the purpose of this plan; thus, implementation of ESOP 2018 shall not result in any additional dilution in your equity shareholding.

As per prevailing rules, approval of the members is required for implementation of the ESOP 2018.

#### **Particulars as required under S.62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 are given below:**

##### **a) Brief description of the ESOP 2018:**

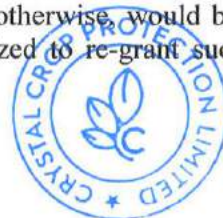
ESOP 2018 contemplates grant of employee stock options to the eligible employees and Directors of the Company and its subsidiaries, as may be determined in due compliance of extant law and provisions of ESOP 2018. After vesting of Options, the option grantee earns a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee ("Committee") of the Company shall supervise ESOP 2018 and whereas the Trust shall administer ESOP 2018. All questions of interpretation of the ESOP 2018 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the ESOP 2018.

##### **b) Total number of options to be granted:**

A total of 70,26,270 options would be available for being granted to eligible employees of the Company and its subsidiary(ies) (hereinafter jointly and severally referred to as "Companies"/ "Company" as the context requires) under ESOP 2018. Each option when exercised would be converted into one equity share of Rs.10/- each fully paid-up.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees/ Directors or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per ESOP 2018.



In case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of options/ equity shares stated above shall be deemed to increase to the extent of such additional equity shares issued.

**c) Identification of classes of employees entitled to participate in the ESOP 2018:**

All permanent employees and Directors (hereinafter referred to as "employees") of the Company including that of its subsidiary shall be eligible subject to determination or selection by the Board. Following classes of employees/ Directors are eligible being:

- i. a permanent employee of the Company who has been working in India or outside India;
- ii. a director of the Company, whether a whole time director or not but excluding an independent director or
- iii. an employee as defined in clause (i) or (ii) of a subsidiary, in India or outside India.

but does not include—

- (a) an employee who is a promoter or a person belonging to the promoter group; or
- (b) a director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company.

It is clarified that in case, it is intended to grant Options under ESOP 2018 to the permanent employees or Directors of the Company's holding company, the Company shall seek members' approval by way of a special resolution prior to such grant.

**d) Appraisal Process for determining the eligibility of the employees to employee stock options:**

The options shall be granted to the employees as per performance appraisal system of the Company. The process for determining the eligibility of the employees will be specified by the Committee and will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time.

**e) Requirements of vesting and period of vesting:**

The options granted shall vest so long as the employee continues to be in the employment of the Company, as the case may be. The Board may, at its discretion, lay down certain performance metrics on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified below).

The vesting period of options granted shall vest in not earlier than **1 (one) year** and not more than **5 (five) years** from the date of grant of such options. The exact proportion in which and the exact period over which the options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of options.

**f) The maximum period within which the options shall be vested:**

The options granted shall vest not later than **5 (five) years** from the date of grant of such options.





**g) Exercise price or pricing formula:**

For any grant prior to listing of shares of the Company, the exercise price per option shall be at a discount of 50% (fifty percent) from the offer price per share offered in the course of initial public offering of the Company.

For any grant after listing of shares of the Company, the exercise price per option shall be such as may be determined by the Committee as per applicable laws prevailing at that time.

**h) Exercise Period and the process of exercise:**

In case of continuation of employment, exercise period in respect of an option shall commence after vesting of such option subject to a maximum period of **5 (five)** years.

In case of cessation of employment due any reason, shorter exercise periods have been respectively prescribed in the ESOP 2018.

The options will be exercisable by the employees by a written application to the Trust or Company as may be prescribed to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Board from time to time. The options will lapse if not exercised within the specified exercise period.

**i) Lock-in period:**

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions particularly after listing of shares of the Company as may be prescribed under applicable laws including that under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, and code of conduct framed, if any, by the Company after listing under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

**j) Maximum number of options to be issued per employee and in aggregate:**

Number of options that may be granted to an employee under the ESOP 2018 shall not exceed 70,26,270 in aggregate per employee under ESOP 2018 or any such ceiling number of options as may be determined by the Committee within such limit with respect to an individual employee.

**k) Method of option valuation:**

The Company shall adopt fair value method for valuation of options as prescribed under Guidance Note or under any relevant accounting standard notified by appropriate authorities from time to time.

**l) The conditions under which option vested in employees may lapse:**

The vested options shall lapse in case of termination of employment due to misconduct or due to breach of Company policies or the terms of employment. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

**m) The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:**

In case of termination of employment as specified above, all the vested options shall lapse and cannot be exercised.

In case of resignation/ termination (other than due to misconduct), the vested options can be

exercised by the employee within 90 days from the last working day of the concerned employee.

**n) Route of administration of ESOP 2018 :**

The Company shall administer the ESOP 2018 through the Trust route.

**o) Source of acquisition of shares under the ESOP 2018:**

ESOP 2018 contemplates use of shares from the existing shareholding of the Trust.

**p) Amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc:**

No fresh loan shall be provided to the Trust for this purpose.

**q) Maximum percentage of secondary acquisition:**

There is no contemplation of acquisition of secondary shares for the purpose of ESOP 2018.

**r) Disclosure and Accounting Policies:**

The Company shall comply with the disclosure and the accounting policies prescribed as per prevailing Accounting guidelines and upon listing of securities of the Company, the Company shall comply with the accounting policies and disclosure requirements as prescribed under Regulation 15 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

As the ESOP 2018 provides for issue of shares to be offered to persons other than existing shareholders of the Company, consent of the members is being sought pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 by way of a special resolution.

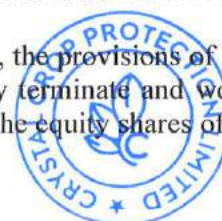
None of the Directors, or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested in these resolution, except to the extent of the securities that may be offered to them under the ESOP 2018.

Accordingly, your Board recommends passing of the resolutions as set out in the accompanying notice.

**Item No. 17**

The Board of Directors, in their meeting held on February 16, 2018 had approved the Articles of Association such that it would be in two parts of which, the first part shall confirm to the requirements and directions provided by SEBI and the stock exchanges and contain such other articles as required by a public limited company under applicable laws (including the Companies Act, 2013) and shall exclude all investor rights which were contained in the extant Articles of Association of the Company (hereinafter referred to as "Part A") and the second part shall contain the extant articles of association of the Company which shall comprise of all investor rights (hereinafter referred to as "Part B").

Further, in the event of any inconsistency between Part A and Part B, the provisions of Part B would prevail over Part A. However, Part B would automatically terminate and would cease to have any force and effect on and from the date of listing of the equity shares of the





Company in the Offer without any further action by the Company or by the shareholders. Part A would continue to be in effect from the date of listing of shares of the Company on the stock exchanges in India.

Draft of the amended Articles of Association shall be placed before the members at their meeting for their consideration.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of their respective shareholding in the Company.

The Board commends this resolution as set out in the Notice for your approval as Special Resolution.

#### **Item No. 18 & 19**

In terms of the provisions of Section 180(1)(c) of the Companies Act, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose).

Considering the Company's future growth plans, both organic & inorganic, it is proposed to increase the existing borrowing limits from Rs. 600 crores (Rupees Six Hundred crores only) to an amount, not exceeding at any time, of Rs. 1,000 crores (Rupees One Thousand crores only).

The borrowings by the Company, if required, is to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company with a power to the charge holders to take over the management of the business of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The resolutions contained in item no. 18 & 19 of the accompanying Notice, accordingly, seek members approval for increasing the borrowing limits and disposal of the Company's undertaking(s) by creation of mortgage / charge etc. thereon and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with the increase in the borrowing limits and creating charge on Company's properties, respectively.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolutions.

The Board commends these resolutions as set out in the Notice for your approval as Special Resolutions.



## Annexure- A

**Details of the Director seeking appointment and/or fixation of their remuneration including Managing Director or Executive Director at the ensuing Extraordinary General Meeting to be held on Friday, February 16, 2018, pursuant to the provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.**

<b>Name of Director</b>	<b>Mr. Chetan Desai (DIN: 03595319)</b>
<b>Age (years)</b>	67
<b>Relationship with other Directors inter-se and Key Managerial Personnel</b>	Nil
<b>Date of First Appointment</b>	February 16, 2018
<b>Expertise in specific functional areas</b>	He has wide knowledge and exposure in the fields of accounting, auditing, Companies Act and related areas, corporate governance, compliance etc.
<b>Qualifications</b>	He is a Chartered Accountant registered with ICAI
<b>Terms and conditions of appointment</b>	As mentioned in the Notice of EGM
<b>No. of Equity Shares of Rs. 10 each held in the Company</b>	Nil
<b>Remuneration last drawn (including sitting fees, if any)</b>	Not applicable
<b>List of other Indian companies in which Directorships are held</b>	List of other Indian companies in which Directorships are held are as below:  1. Delta Corp Limited
<b>List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held*#</b>	List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held are as below:  <b>Delta Corp Limited</b>  1. Audit Committee (Member)
<b>No. of Board Meetings attended during FY-17</b>	Not applicable

As per latest disclosure received from the Director. \*Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee have been considered.

<b>Name of Director</b>	<b>Mr. Rajesh Narain Gupta (DIN: 00229040)</b>
<b>Age (years)</b>	53
<b>Relationship with other Directors inter-se and Key Managerial Personnel</b>	Nil
<b>Date of First Appointment</b>	February 16, 2018
<b>Expertise in specific functional areas</b>	He is the managing partner at SNG & Partners, Advocates & Notaries.  He has several years of experience in corporate and transactional matters including litigation and his area of specialization includes Banking Laws and Practices, Commercial Laws, Real Estate and Private Client practice.





Qualifications	He holds Bachelor's degree in law from Maharishi Dayanand University
Terms and conditions of appointment	As mentioned in the Notice of EGM
No. of Equity Shares of Rs. 10 each held in the Company	Nil
Remuneration last drawn (including sitting fees, if any)	Not applicable
List of other Indian companies in which Directorships are held	List of other Indian companies in which Directorships are held are as below:  1. Orbis Financial Corporation Limited 2. Orbis Capital Limited 3. GRUH Finance Limited 4. L&T Mutual Fund Trustee Limited
List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held*#	List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held are as below:  <b>Orbis Capital Limited</b>  1. Audit Committee (Member)  <b>L&amp;T Mutual Fund Trustee Limited</b>  1. Audit Committee (Member)  <b>GRUH finance Limited</b>  1. Audit Committee (Member) 2. Stakeholders' Relationship Committee (Member)
No. of Board Meetings attended during FY-17	Not applicable

As per latest disclosure received from the Director. \*Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee have been considered.

Name of Director	Ms. Sangeeta Kapiljit Singh (DIN: 06920906)
Age (years)	58
Relationship with other Directors inter-se and Key Managerial Personnel	Nil
Date of First Appointment	February 16, 2018
Expertise in specific functional areas	She has more than 35 years of experience in human resources, employer branding, corporate communications and operations.
Qualifications	Master's degree in behavioural psychology from the Mumbai University and certification in strategic human resource management from the Harvard Business School, Harvard University, U.S.A
Terms and conditions of appointment	As mentioned in the notice of EGM
No. of Equity Shares of Rs. 10 each held in the Company	Nil
Remuneration last drawn	Not applicable



(Including sitting fees, if any)	
List of other Indian companies in which Directorships are held	<p>List of other Indian companies in which Directorships are held are as below:</p> <ol style="list-style-type: none"> <li>1. Alkem Laboratories Limited</li> <li>2. Accelya Kale Solutions Limited</li> <li>3. S H Kelkar And Company Limited</li> <li>4. Laxmi Organic Industries Limited</li> <li>5. Tata Securities Limited</li> <li>6. Keva Fragrances Private Limited</li> <li>7. Valuemoves Computing Private Limited</li> </ol>
List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held*#	<p>List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held are as below:</p> <p><b>Accelya Kale Solutions Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> <li>2. Stakeholder Relationship Committee (Member)</li> </ol> <p><b>S H Kelkar And Company Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> </ol> <p><b>Tata Securities Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> </ol> <p><b>Alkem Laboratories Limited</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> </ol> <p><b>Keva Fragrances Pvt Ltd</b></p> <ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> </ol>
No. of Board Meetings attended during FY-17	Not applicable

As per latest disclosure received from the Director. \*Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee have been considered.

Name of Director	Mr. Sartaj Sewa Singh (DIN: 01820913)
Age (years)	60
Relationship with other Directors inter-se and Key Managerial Personnel	Nil
Date of First Appointment	February 16, 2018
Expertise in specific functional areas	He has more than 35 years of experience in Specialty Chemicals & Fertilizers businesses. He functional expertise is Operational & Marketing Management
Qualifications	Bachelor's degree in economics from St. Stephens College, University of Delhi and a master's degree in business administration from Indian Institute of Management, Ahmedabad
Terms and conditions of appointment	As mentioned in the notice of EGM
No. of Equity Shares of Rs. 10	Nil



each held in the Company	
Remuneration last drawn (including sitting fees, if any)	Not applicable
List of other Indian companies in which Directorships are held	Nil
List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held*#	Nil
No. of Board Meetings attended during FY-17	Not applicable

As per latest disclosure received from the Director. \*Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee have been considered.

<b>Name of Director</b>	<b>Mr. Anil Jain (DIN: 02649494)</b>
Age (years)	62
Relationship with other Directors inter-se and Key Managerial Personnel	Nil
Date of Appointment	February 16, 2018
Expertise in specific functional areas	He has 4 decades experience in Crop Protection Industry
Qualifications	He holds a Bachelor's degree of Science in agricultural from the Haryana Agricultural university and a Post graduate Diploma in management (Agriculture) from IIM Ahmedabad.
Terms and conditions of appointment	As mentioned in the Notice of EGM
No. of Equity Shares of Rs. 10 each held in the Company	Nil
Remuneration last drawn (including sitting fees, if any)	During the Financial Year 2016-17, Mr. Anil Jain was paid remuneration of Rs. 11 Mn. He was serving the Company and was responsible for providing business direction to all verticals and leading the registration and R&D functions of our Company
List of other Indian companies in which Directorships are held	Nil
List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held*#	Nil
No. of Board Meetings attended during FY-17	Not applicable

As per latest disclosure received from the Director. \*Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee have been considered.

<b>Name of Director</b>	<b>Mr. Mohit Kumar Goel (DIN: 03098959)</b>
Age (years)	39
Relationship with other Directors inter-se and Key Managerial Personnel	Nil
Date of First Appointment	February 16, 2018
Expertise in specific functional areas	His functional expertise in operational management.



Qualifications	He has completed his bachelors in commerce from M.J.P. Rohilkhand University, Bareilly in 1997 and Masters in commerce from M.J.P. Rohilkhand University, Bareilly in 1999.
Terms and conditions of appointment	As mentioned in the Notice of EGM
No. of Equity Shares of Rs. 10 each held in the Company	Nil
Remuneration last drawn (including sitting fees, if any)	Not applicable
List of other Indian companies in which Directorships are held	Nil
List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held*#	Nil
No. of Board Meetings attended during FY-17	Not applicable

As per latest disclosure received from the Director. \*Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee have been considered.

<b>Name of Director</b>	<b>Mr. Nand Kishore Aggarwal (DIN: 00074107)</b>
Age (years)	66
Relationship with other Directors inter-se and Key Managerial Personnel	Father of Mr. Ankur Aggarwal, Managing Director of the Company.  Except as stated above, he doesn't have relationship with other Directors inter-se and KPMs
Date of First Appointment	August 29, 2011
Expertise in specific functional areas	He has expertise in general management
Qualifications	He holds a Bachelor's degree in Science from University of Delhi
Terms and conditions of appointment	As mentioned in the Notice of EGM
No. of Equity Shares of Rs. 10 each held in the Company	69,56,800
Remuneration last drawn (including sitting fees, if any)	Rs. 23.44 Mn
List of other Indian companies in which Directorships are held	List of other Indian companies in which Directorship are held are mentioned below:  1. Krishi Anusandhan & Kisan Vikas Foundation 2. Redson Retail and Reality Private Limited 3. Nexus Crop Science Private Limited
List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held*#	Nil
No. of Board Meetings attended during FY-17	4

As per latest disclosure received from the Director. \*Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee have been considered.





<b>Name of Director</b>	<b>Mr. Ankur Aggarwal (DIN: 00074325)</b>
<b>Age (years)</b>	35
<b>Relationship with other Directors inter-se and Key Managerial Personnel</b>	Son of Mr. Nand Kishore Aggarwal, Chairman of the Company  Except as stated above, he doesn't have relationship with other Directors inter-se and KPMs
<b>Date of First Appointment</b>	August 29, 2011
<b>Expertise in specific functional areas</b>	He has expertise in Operational Management.
<b>Qualifications</b>	Business Graduate from Amity University holds a degree of Master of Science in Strategic Marketing from De Montfort University
<b>Terms and conditions of appointment</b>	As mentioned in the Notice of EGM
<b>No. of Equity Shares of Rs. 10 each held in the Company</b>	45,37,600
<b>Remuneration last drawn (including sitting fees, if any)</b>	Rs. 23.44 Mn
<b>List of other companies in which Directorships are held</b>	List of other Companies in which Directorship are held as below:  <ol style="list-style-type: none"> <li>1. Krishi Anusandhan &amp; Kisan Vikas Foundation</li> <li>2. Redson Retail and Reality Private Limited</li> <li>3. Nexus Crop Science Private Limited</li> <li>4. Quay Intech Private Limited</li> <li>5. Saffire Crop Science Private Limited</li> <li>6. Toonz Retail India Private Limited</li> <li>7. Lotus Global Pte Ltd</li> </ol>
<b>List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held*#</b>	List of the Committees of Board of Directors (across all Indian companies) in which Chairmanship/ Membership is held is as mentioned below:  <b>Crystal Crop Protection Limited:</b> <ol style="list-style-type: none"> <li>1. Audit Committee (Member)</li> <li>2. Stakeholders' Relationship Committee (Member)</li> </ol>
<b>No. of Board Meetings attended during FY-17</b>	6

As per latest disclosure received from the Director. \*Pursuant to SEBI Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship/ Shareholders'/ Investors' Grievance Committee have been considered

**Date: February 16, 2018**  
**Place: Delhi**

**By order of the Board**  
**For Crystal Crop Protection Limited**

**Dinesh Kumar Gupta**  
**Company Secretary & Head-Legal**

## ATTENDANCE SLIP

**CIN: U01403GJ1994PLC097033**

**Name of the Company: Crystal Crop Protection Limited**

**Registered Office: 206, 2nd Floor, Span Trade Centre, Opp. Kochrab Gandhi Ashram, Near  
Paldi Char Rasta Ashram Road, Ellisbridge Ahmedabad Gujarat  
380006**

Members attending the Meeting in person or by Proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

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**\*DP ID Client ID No. /Folio No:**

**No of Share(s) held.**

**Name of the Member/Proxy:**

**Address of the Member/Proxy :**

I hereby record my presence at the Extraordinary General Meeting of the Company held on Friday, February 16, 2018 at 04:30 P.M at B-95, Wazirpur Industrial Area, 110052.

Full name of the Member /Proxy (in block letters)

Signature

\*Applicable for member holding shares in electronic form