

**NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the Members of Crystal Crop Protection Limited will be held on Wednesday, June 20, 2018 at 1.00 p.m. at the registered office of the Company at 206, 2<sup>nd</sup> Floor, Span Trade Centre, Opp. Kochrab Gandhi Ashram, Near Paldi Char Rasta Ashram Road, Ellisbridge, Ahmedabad Gujarat- 380006 to transact the following business:

**I. Ordinary Business:**

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018
2. To appoint a director in place of Mr. Ankur Aggarwal (DIN: 00074325) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. BSR & Co. LLP, Chartered Accountants, Statutory Auditors of the Company and to fix their remuneration:

"RESOLVED THAT subject to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, and rules made thereunder and in accordance with resolution passed by members in Annual General Meeting held on September 30, 2015, the appointment of M/s BSR & Co. LLP, Chartered Accountants (Firm Registration Number 101248W/W-100022), valid till the conclusion of 25<sup>th</sup> Annual General Meeting to be held in financial year 2019-20, be and is hereby ratified by the members of the company.

RESOLVED FURTHER THAT the Board of Directors of the Company is authorized, to fix remuneration payable to the statutory auditors for the year ended March 31, 2019 as recommended by the Audit Committee and to do all other acts, deeds and things as may be required to give effect to this resolution."

**II. Special Business:**

4. Ratification of remuneration to M/s S. Chander & Associates, Cost Auditors of the Company for the financial year 2018-19

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 2,75,000/- (Rupees Two Lakhs Seventy Five Thousand only) per annum plus applicable service tax and out-of-pocket expenses as approved by the Board on the recommendation of the Audit Committee, to be paid to M/s S. Chander & Associates, (Firm's Registration No. 100105), Cost Auditors of the Company for the cost audit of the FY 2018-19, be and is hereby ratified, confirmed and approved.

**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



**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For **Crystal Crop Protection Limited**



A handwritten signature in blue ink, appearing to read "Dinesh Kumar Gupta". The signature is written in a cursive style and is positioned to the right of the company stamp.

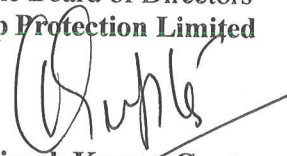
**Dinesh Kumar Gupta**  
**Company Secretary & Head- Legal**  
**(ICSI Membership No.: F9191)**  
**Address: B-95, Wazirpur Industrial Area,**  
**Delhi-110052**

**Date: May 29, 2018**  
**Place: New Delhi**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY / PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ENCLOSED WITH THIS NOTICE.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The attendance slip cum Proxy Form is placed at the end of this Annual Report.
4. The Explanatory Statement pursuant to sub-section (2) of Section 102 of the Companies Act, 2013 in respect of item No. 4 is annexed to this notice. Brief Profile of the Directors proposed to be appointed / re-appointed is also annexed to this Notice as required under the Secretarial Standard – 2 as an Annexure A.
5. The notice of AGM is being sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on May 25, 2018. The route map for the AGM Venue is provided at the end of this notice.
6. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours i.e. from 10:00 A.M. to 04:00 P.M. (except on Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

By Order of the Board of Directors  
For Crystal Crop Protection Limited

  
Dinesh Kumar Gupta  
Company Secretary & Head- Legal  
(ICSI Membership No.: F9191)  
Address: B-95, Wazirpur Industrial Area,  
Delhi-110052

Date: May 29, 2018

Place: New Delhi

## EXPLANATORY STATEMENT

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED MAY 29, 2018

#### Item No. 4:

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a cost auditor to audit the cost records of the Company. On the recommendation of the Audit Committee at its meeting held on May 29, 2018, the Board considered and approved the appointment of M/s. S. Chander & Associates, as the cost auditor for the FY 2018-19 at a remuneration of Rs. 2,75,000 per annum plus applicable service tax and reimbursement of out of-pocket expenses. The Board of Directors recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution(s) as set out under Item No. 4 for approval of the members as ordinary resolution.

By Order of the Board of Directors  
For Crystal Crop Protection Limited



*Dinesh Kumar Gupta*  
Dinesh Kumar Gupta  
Company Secretary & Head- Legal  
(ICSI Membership No.: F9191)

Address: B-95, Wazirpur Industrial Area,  
Delhi-110052

**Date: May 29, 2018**

**Place: New Delhi**

Annexure- A

Details of the Director seeking appointment/re-appointment and/or fixation of their remuneration including Managing Director or Executive Director at the ensuing Annual General Meeting to be held on Wednesday, June 20, 2018, pursuant to the provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Name of Director	Mr. Ankur Aggarwal (DIN: 00074325)
Age (years)	35
Relationship with other Directors inter-se and Key Managerial Personnel	Son of Mr. Nand Kishore Aggarwal, Executive Chairman of the Company  Except as stated above, Mr. Aggarwal 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 Operational Management.
Qualifications	Business Graduate from Amity University holds a degree of Master of Science in Strategic Marketing from De Montfort University
Terms and conditions of appointment	As mentioned in the Notice of AGM
No. of Equity Shares of Rs. 10 each held in the Company	45,37,600 Equity Shares
Remuneration last drawn (including sitting fees, if any)	Rs. 23.13 Mn
List of other companies in which Directorships are held	List of other Companies in which Directorship are held as below:  1. Krishi Anusandhan & Kisan Vikas Foundation 2. Redson Retail and Reality Private Limited 3. Nexus Crop Science Private Limited 4. Quay Intech Private Limited 5. Saffire Crop Science Private Limited 6. Toonz Retail India Private Limited 7. Lotus Global Pte Ltd
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 is as mentioned below:  <b>Crystal Crop Protection Limited:</b>  1. Audit Committee (Member) 2. Stakeholders' Relationship Committee (Member)
No. of Board Meetings attended during F.Y.17-18	6 out of 6 meetings

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.




## ATTENDANCE SLIP

**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

**CIN:** U01403GJ1994PLC097033; **Email:** [investor@crystalcrop.com](mailto:investor@crystalcrop.com); **Telephone:** 011-27006800; **Website:** [www.crystalcropprotection.com](http://www.crystalcropprotection.com)

23<sup>rd</sup> Annual General Meeting of Members of Crystal Crop Protection Limited dated June 20, 2018

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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/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the Company being held on Wednesday, June 20, 2018 at 01:00 P.M at 206, 2nd Floor, Span Trade Centre, Opp. Kochrab Gandhi Ashram, Near Paldi Char Rasta Ashram Road, Ellisbridge Ahmedabad Gujarat 380006

\_\_\_\_\_  
Signature of First holder/Proxy/Authorised Representative

Signature of 1<sup>st</sup> Joint holder

Signature of 2<sup>nd</sup> Joint holder

\*Applicable for member holding shares in electronic form

*Note(s):*

- 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.*
- 2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.*



**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014- Form No. MGT-11]

**CRYSTAL CROP PROTECTION LIMITED  
(CIN U01403GJ1994PLC097033)**

**Email:** [investor@crystalcrop.com](mailto:investor@crystalcrop.com); **Telephone:** 011-27006800; **Website:** [www.crystalcropprotection.com](http://www.crystalcropprotection.com)

23<sup>rd</sup> Annual General Meeting- Wednesday, June 20, 2018 at 1:00 P.M

Name of the member(s):	
Registered Address:	
Email Id:	
Folio No/ Client Id:	
DP ID:	

I/ We, being the member(s) of \_\_\_\_\_ shares of Crystal Crop Protection limited, hereby appoint:

1) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;

2) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;

3) Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her;

As my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday, June 20, 2018 at 1:00 P.M. at Registered Office, 206, 2nd Floor, Span Trade Centre, Opp. Kochrab Gandhi Ashram, Near Paldi Char Rasta Ashram Road, Ellisbridge Ahmedabad-380006, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2018		
2.	To appoint a director in place of Mr. Ankur Aggarwal (DIN: 00074325) who retires by rotation and being eligible offers himself for re-appointment.		

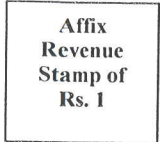


3.	To ratify the appointment of M/s. BSR & Co. LLP, Chartered Accountants, Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
4.	Ratification of remuneration to M/s S. Chander & Associates, Cost Auditors of the Company for the financial year 2018-19.		

Signed this .....day .....2018

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) \*It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (3) Please complete all details including details of member(s) in above box before submission.
- (4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 23<sup>rd</sup> Annual General Meeting.





**ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING**

