

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of Crystal Crop Protection Limited will be held at a shorter notice on Wednesday, December 30, 2020 at 1:00 PM at the Corporate office of the Company at B-95, Wazirpur Industrial Area, Delhi - 110052, 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, 2020.
2. To appoint a director in place of Mr. Anil Jain (DIN: 02649494) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Mohit Kumar Goel (DIN: 03098959) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. Walker Chandiok & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration

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

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders of the Company be and is hereby accorded to appoint M/s Walker Chandiok & Co. LLP, Chartered Accountant [Firm Registration No.001076N/N500013], as Statutory Auditor of the Company for a period of five years beginning from the conclusion of this Annual General Meeting till the conclusion of 30th Annual General Meeting, to be held after this Annual General Meeting, on such remuneration as may be mutually agreed upon Board of Directors of the Company and the Auditor.”

II. Special Business:

5. Ratification of remuneration to M/s S. Chander & Associates, Cost Auditors of the Company for the financial year 2019-20

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 taxes 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

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, Fax: +91-11-49007290
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



Auditors of the Company for the cost audit of the FY 2020-21, be and is hereby ratified, confirmed and approved.

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.”

6. COMMISSION PAYMENT TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the Articles of Association, the Company be and is hereby authorised to pay to its Non-Executive Directors (other than the Managing Director and Whole Time Directors of the Company), from financial year 2020-21 to 2025-26, such sum by way of commission as the Board and/or a Committee thereof may determine from time to time, but not exceeding 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be specified under the Companies Act, 2013 from time to time and computed in the manner provided under Section 198 of the Companies Act, 2013.”

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



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

Date: December 23, 2020
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 Notice.
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 December 23, 2020.
6. The Letter seeking approval of shareholders to convene this Annual General Meeting at shorter Notice on Wednesday, 30th day of December, 2020 at 01:00 PM at Corporate Office: B-95, Wazirpur Industrial Area, Delhi-110052 is attached herewith and the Members are requested to duly sign and provide the same.
7. A Route Map along with prominent landmark for easy location to reach the venue of Extra-Ordinary General Meeting is annexed to the notice.
8. 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.
9. Members/Proxies/Authorized Representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.

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



Dinesh Kumar Gupta
Dinesh Kumar Gupta
VP – Corporate Affairs & Company Secretary
(ICSI Membership No.: F9191)

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

Date: December 23, 2020

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 DECEMBER 23, 2020

Item No. 5:

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 September 29, 2020, the Board considered and approved the appointment of M/s. S. Chander & Associates, as the cost auditor for the FY 2020-21 at a remuneration of Rs. 2,75,000 per annum plus applicable taxes and reimbursement of out-of-pocket expenses. The Board of Directors recommends the Ordinary Resolution as set out in Item No. 5 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. 5 for approval of the members as ordinary resolution.

Item No. 6:

The recent changes in the Corporate laws and judgements have enhanced the role of Independent Directors from maintaining oversight to Board's proceedings to the Corporate Governance requirements, particularly Board Governance and Management, which require higher degree of commitment.

Considering above changes and contribution made by the non-executive directors in company's strategic financial matters including corporate strategies and decision-making power of the Board, it is proposed to honor their services by paying a part of profit of the Company as commission to the non-executive directors of the Company, besides sitting fees.

The Board of Directors of the Company at its meeting held on December 23, 2020 approved the proposal of payment of remuneration by way of commission on profits to Non-Executive Directors of the Company, subject to approval of the members of the Company.



The aforesaid proposal, if approved, will be in accordance with the amended Appointment and Remuneration Policy and provisions of Section 197(1) of the Companies Act, 2013 and rules made therein and subject to the approval of the shareholders of the Company in the ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel and their relatives (except Non-Executive Directors), are concerned or interested (financially or otherwise) in this Resolution.



The Board recommends passing of the resolution(s) as set out under Item No. 5 for approval of the members as Special Resolution.

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



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

Date: December 23, 2020
Place: New Delhi

Annexure- A

Details of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting to be held on Wednesday, December 30, 2020, pursuant to the provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

A. Mr. Anil Jain

Name of Director	Mr. Anil Jain (DIN: 02649494)
Age (years)	65
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 2019-20, Mr. Anil Jain was paid remuneration of Rs. 13.14 Mn.
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-2019-20	Not applicable

B. Mr. Mohit Kumar Goel

Name of Director	Mr. Mohit Kumar Goel (DIN: 03098959)
Age (years)	42
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 bachelor's 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)	During the Financial Year 2019-20, Mr. Mohit Kumar Goel was paid remuneration of Rs. 2.74 Mn.
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 19-20	Not applicable



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; Telephone: 011-27006800; Website: www.crystalcropprotection.com
25th Annual General Meeting- Wednesday, December 30, 2020 at 1:00 PM

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: _____ E-mail id _____
Address: _____ Signature _____ or failing him/her;
- 2) Name: _____ E-mail id _____
Address: _____ Signature _____ or failing him/her;
- 3) Name: _____ E-mail id _____
Address: _____ 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 25th Annual General Meeting of the Company, to be held on Wednesday, December 30, 2020 at 1:00 PM at B-95, Wazirpur Industrial Area, Delhi - 110052 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, 2019		
2.	To appoint a director in place of Mr. Anil Jain (DIN: 02649494) who retires by rotation and being eligible offers himself for re-appointment.		
3.	To appoint a director in place of Mr. Mohit Kumar Goel (DIN: 03098959) who retires by rotation and being eligible offers himself for re-appointment.		
4.	To appoint M/s. Walker Chandiook & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration		
Special Business			
5.	Ratification of remuneration to M/s S. Chander & Associates, Cost Auditors of the Company for the financial year 2020-21		
6.	Commission payment to the Non-Executive Directors of the Company		

Signed thisday2020

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp of
Rs. 1

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 25th Annual General Meeting



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; **Telephone:** 011-27006800;
Website: www.crystalcropprotection.com

25th Annual General Meeting of Members of Crystal Crop Protection Limited dated Wednesday, December 30, 2020

***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 25th Annual General Meeting of the Company being held on Wednesday, December 30, 2020 at 01:00 PM at registered office, B-95, Wazirpur Industrial Area, Delhi – 110052.

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd 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.*



ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Venue: B-95, Wazirpur Industrial Area, Delhi – 110052

Landmark: near Royal Paper Banquet

