

NOTICE

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

DAY : Tuesday
DATE : April 23, 2019
TIME : 4:00 P.M
**VENUE : CORPORATE OFFICE: B-95, WAZIRPUR INDUSTRIAL AREA,
WAZIRPUR, DELHI-110052**

to transact the following business:

SPECIAL BUSINESS

1. Alteration in Article of Association 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 Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the consent of the Shareholders of the Company, be and is hereby accorded to replace the existing set of Articles of Association of the Company with the new set of Articles of Association of the Company after exclusion of Part B from the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Anil Jain, Executive Director – Strategy & Operations (DIN – 02649494) and Mr. Dinesh Kumar Gupta, Company Secretary & Head – Legal of the Company be and are hereby severally authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution.”

By order of the Board
For Crystal Crop Protection Limited
(Formerly Known as Crystal Crop Protection Private Limited)

Date: April 23, 2019
Place: Delhi




Dinesh Kumar Gupta
Company Secretary & Head-Legal
Membership No: 9191
Address: B-95, Wazirpur Industrial Area
Wazirpur, Delhi-110052

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: +91-11-49007200
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

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.
2. 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.
3. 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.
4. The Register of Directors and Key Managerial Personnel 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, Article of Association of the Company and all other relevant documents referred in the accompanying Notice and in the Explanatory Statement can be inspected by the members of the Company at its Registered Office of the company on all working days (Monday to Friday) between 09:00 a.m. and 06:00 p.m. upto the date of Extra Ordinary General Meeting and will also be available for inspection at the meeting
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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.
7. Members/Proxies/Authorized Representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
8. The Letter seeking approval of shareholders to convene this Extra Ordinary General Meeting at shorter Notice on Tuesday, 23rd day of April, 2019 at 04:00 P.M. at Corporate Office: B-95, Wazirpur Industrial Area, Wazirpur, Delhi-110052 is attached herewith and the Members are requested to duly sign and provide the same.



EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED APRIL 23, 2019

Item No. 1

This is to inform the Company that pursuant to Shareholders Agreement Executed among the Company, Everstone Capital Partners II LLC ("**Everstone**") i.e. the Investor and the Promoters of the Company ("Management Shareholders") in December 2011, Everstone has certain rights and obligations as mentioned in part - B of the Articles of Association of the Company.

In accordance with the Share Sale and Purchase Agreement ("SSPA") executed on April 23, 2019 among the Company, Everstone and Management Shareholders namely Mr. Nand Kishore Aggarwal, Mr. Ankur Aggarwal, Mrs. Kanak Aggarwal and Mrs. Komal Aggarwal, Everstone had transferred 24,03,569 equity shares out of 49,97,773 equity shares to the Management Shareholders, as a result its shareholding reduced to 25,94,204 equity shares (1.82% of Equity capital). It may be noted that this transfer has triggered termination of Shareholders Agreement, in its entirety, as shareholding of Everstone in the Company falls below 3% of the capital, thus rights and obligations set out in Part - B of the Articles of Association do not stand good.

The Board of Directors has accorded their consent for alteration of the Articles of Association by deleting Part - B, resolution passed vide circulation on April 23, 2019.

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval.

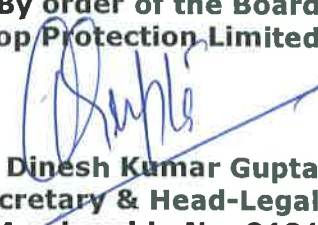
None of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the resolution(s) as set out under Item No. 1 for approval of the members as Special resolution.

Date: April 23, 2019
Place: Delhi



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


Dinesh Kumar Gupta
Company Secretary & Head-Legal
Membership No: 9191
Address: B-95, Wazirpur Industrial Area
Wazirpur, Delhi-110052

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
Telephone: 011-27006800
Email: investor@crystalcrop.com
Website: www.crystalcropprotection.com

Extra Ordinary General Meeting of Members of Crystal Crop Protection Limited dated April 23, 2019

***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 Extra Ordinary General Meeting (01/2019-2020) of Members of the Company being held on Tuesday, April 23, 2019 at 04:00 P.M. at Corporate Office: B-95, Wazirpur Industrial Area, Wazirpur, 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.*



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)**

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

Email:investor@crystalcrop.com; **Telephone:** 011-27006800;

Website:www.crystalcropprotection.com

Extra Ordinary General Meeting- Tuesday, April 23, 2019 at 4:00 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 Extra Ordinary General Meeting (01/2019-2020) of Members of the Company, to be held on Tuesday, April 23, 2019 at 4:00 P.M. at Corporate Office: B-95, Wazirpur Industrial Area, Wazirpur, Delhi-110052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional*	
		For	Against
Special Business			

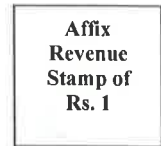


1.	Approval for alteration of Articles of Association		
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Signed thisday2019

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 Extra Ordinary General Meeting (01/2019).



THE COMPANIES ACT, 2013
CONSENT BY SHAREHOLDER FOR SHORTER NOTICE
[Pursuant to section 101(1)]

To,
The Board of Directors
Crystal Crop Protection Limited
206, 2nd Floor, Span Trade Centre,
Opp. Kochrab Gandhi Ashram,
Near Paldi Char Rasta Ashram Road,
Ellisbridge, Ahmedabad,
Gujarat – 380006

I, _____, S/o/ D/o/ W/o of _____, R/o _____, holding _____ equity shares of Rs. 10 each in the Company, hereby give my consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extraordinary General Meeting of the Company on Tuesday, April 23, 2019 at 04:00 P.M or any adjournment thereof, at a shorter notice.

Date: April 23, 2019
Place: New Delhi

(Name)
DP ID:
Client ID:



ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

