

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of Crystal Crop Protection Limited will be held at shorter notice on Friday, July 21, 2023, at 3:30 PM 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, 2023**

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

“RESOLVED THAT the audited standalone and consolidated financial statements of the Company, comprising of balance sheet, statement of profit & loss account along with schedules, notes to accounts, cash flow statements, explanatory notes annexed to, or forming part of any document referred above for the year ended March 31, 2023, along with the Board's Report and Auditors' Report thereon, be and are hereby considered and adopted.”

- 2. To appoint Mr. Nand Kishore Aggarwal [DIN: 00074107], who retires by rotation as a Director**

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Nand Kishore Aggarwal [DIN: 00074107], who retires by rotation at this meeting, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. To appoint Mr. Ankur Aggarwal [DIN: 00074325], who retires by rotation as a Director**

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with relevant rules made thereunder (including any statutory modification(s) or re-

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: 091-11-49007200

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: U72100GJ1994PLC097033 • info@crystalcrop.com • www.crystalcropprotection.com



enactment(s) thereof for the time being in force), Mr. Ankur Aggarwal [DIN: 00074325], who retires by rotation at this meeting, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

II. SPECIAL BUSINESS:

4. Regularization of the appointment of Additional Director, Mr. Adam David Sack (DIN: 07673629), as Director of the company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment thereof) and in terms of provisions of the Articles of Association of the Company, Mr. Adam David Sack (DIN: 07673629), representative of IFC Emerging Asia Fund (“EAF”), who was appointed as an Additional Director (designated as Nominee Director) by the Board of Directors of the Company (herein referred to as “Board” which term shall be deemed to include Nomination and Remuneration Committee) on November 30, 2022, who holds office up to the date of this Annual General Meeting, be and is hereby appointed as the Director (designated as Nominee Director) of the Company.

RESOLVED FURTHER THAT Mr. Adam David Sack shall not be liable to retire by rotation and is not eligible to receive remuneration from the Company except reimbursements for expenses made for attending the Board/Committee meetings.

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

RESOLVED FURTHER THAT a certified true copy of this resolution be forwarded, wherever required, under the signatures of any Director or Company Secretary of the Company.”

5. To ratify the remuneration payable to M/s S. Chander & Associates, Cost Auditors of the Company for the financial year 2023-24.

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, 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.



3,00,000/- (Rupees Three Lakh only) per annum, in addition to the applicable taxes and out-of-pocket expenses, as approved by the Board of Directors of the Company (herein referred to as "Board" which term shall be deemed to include 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 financial year 2023-24, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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 be "Vikram Singh".

**Vikram Singh
Company Secretary**

**(ICSI Membership No.: F11620)
Add.: B-95, Wazirpur Industrial
Area, Delhi- 110052**

**Date: June 30, 2023
Place: Delhi**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES 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 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.**
2. Proxies submitted on behalf of the Company must be supported by an appropriate resolution/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided a member holding more than ten percent 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. Members / Proxies / Authorized representatives are requested to bring duly filled attendance slips enclosed herewith, to attend the meeting.
4. The notice of AGM is being sent to those members/beneficial owners whose names will appear in the register of members/list of beneficiaries received from the depositories as on the date of sending the notice.
5. The explanatory statement pursuant to sub-section (2) of Section 102 of the Companies Act, 2013 in respect of item no. 4 and item no. 5 is annexed to this notice. A brief profile of the Directors proposed to be re-appointment is also annexed to this Notice as required under the Secretarial Standard - 2 as Annexure A.
6. The documents, if any, referred to in the accompanied Notice and Explanatory Statement, the Register of Directors and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11:00 AM and 01:00 PM up to the date of Annual General Meeting and will also be available for inspection at the meeting.
7. In case of Corporate Members proposing to participate at the Annual General Meeting through their representatives, a duly certified copy of the board of directors/ governing bodies resolution/ Power of attorney authorizing their representatives to attend and vote at the Meeting, may please be forwarded to the Company.



8. The route map giving directions to the venue of the Annual General Meeting is annexed to the Notice.
9. The Letter seeking approval of shareholders to convene this Annual General Meeting at shorter notice and at a place other than Registered Office of the Company on Friday, July 21, 2023, at 3:30 PM at Corporate Office situated at B-95, Wazirpur Industrial Area, Delhi-110052, is attached herewith and Members are requested to duly sign and provide the same prior to the time fixed for the meeting.

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




Vikram Singh
Company Secretary
(ICSI Membership No.: F11620)
Add.: B-95, Wazirpur Industrial
Area, Delhi- 110052

Date: June 30, 2023
Place: Delhi

EXPLAINATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED JUNE 30, 2023

Item No. 4

The members are informed that the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013, read with rules made thereunder, appointed Mr. Adam David Sack (DIN: 07673629) as an Additional Director (representing IFC Emerging Asia Fund as a Nominee Director) of the Company, with effect from November 30, 2022, who shall hold his office till the conclusion of the 28th Annual General Meeting of the Company.

Mr. Adam David Sack has given his consent for his appointment as Director (designated as Nominee Director) of the Company in Form DIR-2. Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, in its meeting held May 30, 2023, proposed the appointment of Mr. Adam David Sack as Director (designated as Nominee Director) to the shareholders of the Company.

The Members are further informed that Mr. Adam David Sack shall not be liable to retire by rotation and is not eligible to receive remuneration from the Company except for the reimbursements of out of pocket expenses for attending the Board/Committee meetings.

Except Mr. Adam David Sack, none of the Directors / Key Managerial Personnel of the Company or their relatives are not concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of the resolution as set out under Item No. 4 for approval of the members as Ordinary Resolution.

Details of the Directors seeking appointment at the Annual General Meeting to be held on Friday, July 21, 2023, at 3:30 PM, 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. Adam David Sack (DIN: 7673629)
Age (years)	59
Relationship with other Directors inter-se and Key Managerial Personnel	Nil
Date of first Appointment on the Board	November 30, 2022
Expertise in specific functional areas	He has vast experience in management of private equity funds



Qualifications	He has completed MSc in development studies and BA in philosophy, politics and economics from Oxford University
Terms and conditions of appointment	As decided by the Board of Directors of the Company
No. of Equity Shares having face value of Rs. 10 each held in the Company	Nil
Remuneration last drawn (including sitting fees, if any)	Nil
List of other Indian companies in which Directorships are held	List of other Companies in which Directorship are held as below: Apollo Health And Lifestyle 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: Crystal Crop Protection Limited: Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee- Member
No. of Board Meetings attended during FY 2022-23	1 (One)

Item No. 5

Pursuant to Section 148(3) 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. The Board of Directors, on the recommendation of the Audit Committee at its meeting held on May 30, 2023, approved the appointment of M/s S. Chander & Associates, as the cost auditor for the financial year ending 2023-24, at a remuneration of Rs. 3,00,000/- (Rupees Three Lakh only) per annum in addition to applicable taxes and reimbursement of out of-pocket expenses.

None of the Director of the Company and their relatives are not concerned or interested, financially or otherwise, in this resolution.

The Board recommends the passing of the resolution as set out under Item No. 5 for approval of the members as Ordinary Resolution.

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



(Handwritten Signature)
Vikram Singh
Company Secretary

(ICSI Membership No.: F11620)
Add.: B-95, Wazirpur Industrial Area, Delhi- 110052

Date: June 30, 2023
Place: Delhi

Annexure- A

Details of the Director seeking appointment/re-appointment at Annual General Meeting to be held on July 21, 2023, pursuant to the provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

A. Mr. Nand Kishore Aggarwal

Name of Director	Mr. Nand Kishore Aggarwal (DIN: 00074107)
Age (years)	71
Relationship with other Directors inter-se and Key Managerial Personnel	Father of Mr. Ankur Aggarwal, Managing Director of the Company Except as stated above, Mr. Nand Kishore Aggarwal doesn't have relationship with other Directors inter-se and KPMs
Date of Appointment on Board	August 29, 2011
Expertise in specific functional areas	He has over 30 years of experience in serving the agriculture and crop protection industry
Qualifications	Science Graduate from University of Delhi
Terms and conditions of appointment	As approved by the members of the Company
No. of Equity Shares of Rs. 10 each held in the Company	65,99,577
Remuneration last drawn (including sitting fees, if any)	Rs. 5,92,92,396
List of other companies in which Directorships are held	List of other Companies in which Directorship are held as below: Krishi Anusandhan & Kisan Vikas Foundation Redson Retail and Reality Private Limited Nexus Crop Science Private Limited Crystal Crop Techno Solutions Private Limited PHD Chamber of Commerce and Industry
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: Crystal Crop Protection Limited Nomination and Remuneration Committee - Member Corporate and Social Responsibility Committee – Chairman Committee of Directors- Chairman
No. of Board Meetings attended during F.Y.2022-23	4 out of 4 meetings



B. Mr. Ankur Aggarwal

Name of Director	Mr. Ankur Aggarwal (DIN: 00074325)
Age (years)	40
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. Ankur Aggarwal doesn't have relationship with other Directors inter-se and KPMs
Date of Appointment	August 29, 2011
Expertise in specific functional areas	He has expertise in Operational Management
Qualifications	Business Graduate from Amity University and holds a degree of Master of Science in Strategic Marketing from De Montfort University
Terms and conditions of appointment	As approved by members of the Company
No. of Equity Shares of Rs. 10 each held in the Company	59,83,111
Remuneration last drawn (including sitting fees, if any)	Rs. 5,92,07,604
List of other companies in which Directorships are held	List of other Companies in which Directorship are held as below: Krishi Anusandhan & Kisan Vikas Foundation Redson Retail and Reality Private Limited Nexus Crop Science Private Limited Quay Intech Private Limited Saffire Crop Science Private Limited Aviral Crop Science Private Limited Crystal Crop Techno Solutions Private Limited Croplife India
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: Crystal Crop Protection Limited: Audit Committee -Member Corporate and Social Responsibility Committee - Member Committee of Directors- Member
No. of Board Meetings attended during F.Y. 2022-23	4 out of 4 meetings



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



**Vikram Singh
Company Secretary
(ICSI Membership No.: F11620)
Add.: B-95, Wazirpur Industrial
Area, Delhi- 110052**

**Date: June 30, 2023
Place: Delhi**

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: U72100GJ1994PLC097033; **Email Id:** investor@crystalcrop.com; **Telephone:** 011-4900 7100; **Website:** www.crystalcropprotection.com

28th Annual General Meeting of Members of Crystal Crop Protection Limited dated Friday, July 21, 2023

***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/we hereby record my/our presence at the 28th Annual General Meeting of the company being held on Friday, July 21, 2023 at 3:30 PM at B-95, Wazirpur Industrial Area, Delhi-110052.

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

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.



Form No. - MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

**CRYSTAL CROP PROTECTION LIMITED
(CIN U72100GJ1994PLC097033)**

Email: investor@crystalcrop.com; **Telephone:** 011-4900 7100;
Website: www.crystalcropprotection.com

28th Annual General Meeting- Friday, July 21, 2023

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: _____ Signature _____ or failing him/her;
- 2) Name: _____
Address: _____
E-mail: _____ 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 28th Annual General Meeting of the Company, to be held on Friday, July 21, 2023 at 3:30 PM at B-95, Wazirpur Industrial Area, New Delhi- 110052, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional*	
		For	Against
Ordinary Businesses			
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2023		
2.	To appoint Mr. Nand Kishore Aggarwal [DIN: 00074107], who retires by rotation as a Director		
3.	To appoint Mr. Ankur Aggarwal [DIN: 00074325], who retires by rotation as a Director		



Special Business			
4.	To regularize the appointment of Additional Director, Mr. Adam David Sack (DIN: 07673629), as Director of the company.		
5.	To ratify the remuneration to M/s S. Chander & Associates, Cost Auditors of the Company for the financial year 2023-24.		

Signed thisday2023

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 28th Annual General Meeting.



THE COMPANIES ACT, 2013
CONSENT BY SHAREHOLDER
[Pursuant to provisions of section 96 and 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

**Sub: Consent to conduct 28th Annual General Meeting (“AGM”) of the Company
at shorter notice and place other than its registered office**

Dear Sirs,

I/ We, _____, s/o / d/o _____, R/o _____, holding _____ equity shares of Rs. 10 each in the Company, hereby give my/our consent, pursuant to the provisions of Section 96 and Section 101(1) of the Companies Act, 2013, to hold the AGM of the Company on Friday, July 21, 2023, at 03:30 PM or any adjournment thereof, at shorter notice at its Corporate Office at B-95, Wazirpur Industrial Area, Delhi- 110052.

Kindly take the same on record.

Date:
Place:

DP ID:
Client ID:



ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

Venue of AGM: B-95, Wazirpur Industrial Area, Delhi-110052

Landmark: Near Royal Paper Banquet

