

NOTICE



Notice is hereby given that the 3rd Extra-ordinary General Meeting (“Meeting”) for the FY 2022-23 of the Members of **Crystal Crop Protection Limited** will be held on Friday, March 24, 2023, at 04:00 PM at B-95, Wazirpur Industrial Area, Delhi-110052, to transact the following business:

I. Special Businesses:

1. To re-appoint Mr. Anil Jain (DIN: 02649494) as Whole Time Director of the Company

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

“**RESOLVED THAT** in pursuance to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) and 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 authority as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authority 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), the approvals of members of the Company be and is hereby accorded for re-appointment of Mr. Anil Jain (DIN: 02649494) as the Whole-time Director of the Company, designated as Executive Director- Strategy & Operations, for a term of five years effective from February 16, 2023, to February 15, 2028, at the remuneration given as under:

I. Salary, Allowances, Perquisites and Retiral Benefits:

- A. Basic Salary:** In the range of Rs. 4 million - Rs. 8 million per annum.
- B. Special & Other Allowances, including House Rent Allowance (HRA):** He will be paid special allowance in the range of Rs. 5 million – Rs. 8 million per annum, apart from HRA (i.e., upto 50% of Basic Salary)
- C. Annual Variable Pay:** Performance-linked Variable Pay of upto Rs. 6 million per annum 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.
- D. 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:**

Telephone at residence and mobile phone shall be provided.
 - c. House accommodation**
- E. Retirals:**

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

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



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 Mr. Anil Jain 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 remuneration payable to Mr. Anil Jain 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 Mr. Anil Jain 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, Mr. Anil Jain 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 and Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company."

2. To re-appoint Mr. Mohit Kumar Goel (DIN: 03098959) as Whole Time Director of the Company

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

"RESOLVED THAT in pursuance to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (the "Act") and 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 authority as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authority 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), the approvals of members of the Company be and is hereby accorded for re-appointment of Mr. Mohit Kumar Goel (DIN: 03098959), as the Whole-time Director of the Company, for a term of five years effective from February 16, 2023, to February 15, 2028, at the remuneration given as under:

I. Salary, Allowances, Perquisites and Retiral Benefits:

A. Basic Salary: In the range of Rs. 1.3 million - Rs.1.6 million 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 million - Rs. 1.5 million per annum
- D. **Annual Variable Pay:** Performance linked Variable Pay of Rs. 1 million - Rs.1.2 million 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 mobile expenses, 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 Mr. Mohit Kumar Goel 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 remuneration payable to Mr. Mohit Kumar Goel 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 Mr. Mohit Kumar Goel under applicable law without obtaining requisite approvals.

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 in the event of absence or inadequacy of profits in any financial year, Mr. Mohit Kumar Goel 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 and Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, to give effect to the foregoing resolution or otherwise as considered by the Board



to be in the best interest of the Company.”

3. To re-appoint Mr. Nand Kishore Aggarwal (DIN: 00074107) as Whole Time Director of the Company

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

“**RESOLVED THAT** in pursuance to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) and 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 authority as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authority 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), the approvals of members of the Company be and is hereby accorded for re-appointment of Mr. Nand Kishore Aggarwal, Executive Chairman (DIN: 00074107), as the Whole-time Director of the Company, who has attained the age 71 years, for a term of five years effective from February 16, 2023, to February 15, 2028, at the remuneration given as under:

I. Salary, Allowances, Perquisites and Retiral Benefits

- A. Basic Salary:** In the range of Rs. 23 million - Rs. 26 million 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.4 million per annum
- D. Annual Variable Pay:** Performance linked Variable Pay of Rs.18 million 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:**
- Leave Travel Allowance as per the rules of the Company.
 - Other amenities and benefits like medical reimbursement, Leave encashment etc. as per the rules of the Company.
 - Personal Accident Insurance, Group Term Insurance and Mediclaim Insurance as per the rules of the Company.
 - Club membership fees upto maximum four clubs.
 - 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 Mr. Nand Kishore Aggarwal 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 remuneration payable to c 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 Mr. Nand Kishore Aggarwal under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT Mr. Nand Kishore Aggarwal shall be liable to retire by rotation in pursuance of Section 152 and any other applicable provisions, if any of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Nand Kishore Aggarwal 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.

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

4. To re-appoint Mr. Chetan Rameshchandra Desai (DIN: 03595319) as an Independent Director 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 149, 150, 152 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, on the recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors in their meeting held on February 15, 2023, the approval of members of the Company be and is hereby accorded for re-appointment of Mr. Chetan Rameshchandra Desai (DIN – 03595319) as an Independent Director of the Company, who shall hold office for a term of five years commencing on February 16, 2023 to February 15, 2028, and shall not be liable to retire by rotation.

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

5. To re-appoint Mr. Sartaj Sewa Singh (DIN: 01820913) as an Independent Director 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 149, 150, 152 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, on the recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors in their meeting held on February 15, 2023, the approval of members of the Company be and is hereby accorded for re-appointment of Mr. Sartaj Sewa Singh (DIN – 01820913) as an Independent Director of the Company, who shall hold office for a term of five years



commencing on February 16, 2023 to February 15, 2028, and shall not be liable to retire by rotation.

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

6. To re-appoint Mr. Sangeeta Kapiljit Singh (DIN: 06920906) as an Independent Director 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 149, 150, 152 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, on the recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors in their meeting held on February 15, 2023, the approval of members of the Company be and is hereby accorded for re-appointment of Ms. Sangeeta Kapiljit Singh (DIN – 06920906) as an Independent Director of the Company, who shall hold office for a term of five years commencing on February 16, 2023 to February 15, 2028, and shall not be liable to retire by rotation.

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

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



**Vikram Singh
Company Secretary
(Membership No: F11620)**

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

**Date: February 22, 2023
Place: Delhi**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING. The duly completed and signed instrument appointing a proxy, must be deposited with the Company at its registered office, not less than 48 hours before the time of commencement of the Meeting.
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 annexed at the end of this Notice. The Members /Proxies /Authorized Representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
4. The Explanatory Statement pursuant to sub-section (2) of Section 102 of the Companies Act, 2013 setting out the material facts relating to the businesses to be transacted at this meeting is annexed hereto.
5. The notice of the Meeting 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 the date of sending this notice.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under section 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 between 09:00 AM and 06:00 PM upto the date of Extra Ordinary General Meeting and will also be available for inspection at the meeting
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. A Route Map along with prominent landmark for easy location to reach the venue of Extra-Ordinary General Meeting is annexed to the notice.
9. The Letter seeking approval of shareholders to convene this Extra-ordinary General Meeting at its Corporate Office situated at B-95, Wazirpur Industrial Area, Delhi-110052, on Friday, March 24, 2023, at 04:00 PM is attached herewith and the Members are requested to duly sign and provide the same prior to the time fixed for the meeting.



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013,
ANNEXURE TO AND FORMING PART OF THE NOTICE DATED MARCH 24, 2023**

Special Item No. 1

To re-appoint Mr. Anil Jain (DIN: 02649494) as Whole Time Director of the Company

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 at their meeting held on February 15, 2023, subject to the approval of Members, has re-appointed Mr. Anil Jain (DIN: 02649494) as the Whole-time Director of the Company, designated as Executive Director- Strategy & Operations, liable to retire by rotation, with effect from February 16, 2023, to February 15, 2028, at a remuneration set out in the Notice.

Mr. Anil Jain has over 4 decades of experience and has been associated with the Company for more than 7 years. Prior to his appointment, 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.

The Board considering his association with the Company and rich experience in agricultural Industry, recommends the re-appointment of Mr. Anil Jain as a Whole-time Director of the Company on the terms and conditions mentioned in the Notice, to the members of the Company for according their approval as a Special Resolution.

Mr. Anil Jain has given his consent for his re-appointment as a Whole-time Director of the Company in Form DIR 2. Further, he is not disqualified from being re-appointed as a Whole-time Director in terms of Section 164 of the Companies Act, 2013 (the "Act").

The remuneration payable to Mr. Anil Jain 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 and the Secretarial Standard no. 2 of the Institute of Company Secretaries of India 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)
	Particulars	FY 2021-22
	Paid up Capital	1339.19



		Reserves excluding Revaluation Reserves	11078.84
		Total Revenue	22078.91
		Total Expenses	19395.37
		Profit before Tax	2661.28
		Tax Expenses	626.7
		Profit after Tax	2034.58
5.	Foreign investments or collaborators, if any	The company has made a foreign investment of Rs. 8.2 million (approx.) in its foreign subsidiaries as mentioned below: a) Crystal Crop Protection (Australia) Pty. Ltd. b) Crystal Crop Protection South Africa (Pty) Ltd.	
II. Information about the Appointee			
1.	Background details	Mr. Anil Jain, 67 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. Mr. Anil Jain has over 4 decades of experience and has been associated With the Company for more than 7 years.	
2.	Past remuneration	During the Financial Year 2021-22, Mr. Anil Jain was paid remuneration of Rs. 14.88 million.	
3.	Recognition or awards	-	
4.	Job profile and his suitability	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. His experience and guidance would be beneficial for the Company.	
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. 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	The Company does not envisage any loss or inadequate profits during the tenure of appointment of Mr. Anil Jain. However, the Company proposes to obtain approval of the members by way of Special Resolution as an abundant caution in case profits are inadequate in future, 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	



4.	No. meetings attended during the previous financial year	4 Board Meetings		
5.	Other directorships/ membership in Committees	S. No.	Name of Other Entity	Nature of interest or concern/ change in interest or concern
		1	Access to Seeds Foundation- Netherlands	Supervisory Board Member
6.	Date of original/first appointment	February 16, 2018		

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 No. 1 of the Notice.

Special Item No. 2

To re-appoint Mr. Mohit Kumar Goel (DIN: 03098959) as Whole Time Director of the Company

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 at their meeting held on February 15, 2023, subject to the approval of Members, has re-appointed Mr. Mohit Kumar Goel (DIN: 03098959), as the Whole-time Director of the Company, liable to retire by rotation, with effect from February 16, 2023, to February 15, 2028, at a remuneration set out in the Notice.

Mr. Mohit Kumar Goel has over a decade of experience and has been associated with the Company for almost 15 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 Whole Time Director.

The Board considering his long association with the Company and rich experience in various field, recommends the re-appointment of Mr. Mohit Kumar Goel, as a Whole-time Director of the Company on the terms and conditions mentioned in the Notice, to the members of the Company for according their approval as a Special Resolution.

Mr. Mohit Kumar Goel has given his consent for his re-appointment as a Whole-time Director of the Company in Form DIR 2. Further, he is not disqualified from being re-appointed as a Whole-time Director in terms of Section 164 of the Companies Act, 2013 (the "Act").

The remuneration payable to Mr. Mohit Kumar Goel 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 and the Secretarial Standard no. 2 of the Institute of Company Secretaries of India 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 border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2021-22</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>1339.19</td> </tr> <tr> <td>Reserves excluding Revaluation Reserves</td> <td>11078.84</td> </tr> <tr> <td>Total Revenue</td> <td>22078.91</td> </tr> <tr> <td>Total Expenses</td> <td>19395.37</td> </tr> <tr> <td>Profit before Tax</td> <td>2661.28</td> </tr> <tr> <td>Tax Expenses</td> <td>626.7</td> </tr> <tr> <td>Profit after Tax</td> <td>2034.58</td> </tr> </tbody> </table>	Particulars	FY 2021-22	Paid up Capital	1339.19	Reserves excluding Revaluation Reserves	11078.84	Total Revenue	22078.91	Total Expenses	19395.37	Profit before Tax	2661.28	Tax Expenses	626.7	Profit after Tax	2034.58
Particulars	FY 2021-22																	
Paid up Capital	1339.19																	
Reserves excluding Revaluation Reserves	11078.84																	
Total Revenue	22078.91																	
Total Expenses	19395.37																	
Profit before Tax	2661.28																	
Tax Expenses	626.7																	
Profit after Tax	2034.58																	
5.	Foreign investments or collaborators, if any	The company has made a foreign investment of Rs. 8.2 million (approx.) in its foreign subsidiaries as mentioned below: a) Crystal Crop Protection (Australia) Pty. Ltd. b) Crystal Crop Protection South Africa (Pty) Ltd																
II. Information about the Appointee																		
1.	Background details	Mr. Mohit Kumar Goel, 44 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. Mr. Mohit Kumar Goel has over 20 years 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).																
2.	Past remuneration	During the Financial Year 2021-22, Mr. Mohit Kumar Goel was paid remuneration of Rs. 4.13 million.																
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 20 years 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	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.																



	the managerial personnel, if any	
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. 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 in future, 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
4.	No. meetings attended during the previous financial year	4 Board Meetings
5.	Other directorships/ membership in Committees	Nil
6.	Date of original/first appointment	June 3, 2010

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 No. 2 of the Notice.

Special Item No. 3

To re-appoint Mr. Nand Kishore Aggarwal (DIN: 00074107) as Whole Time Director of the Company

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 at their meeting held on February 15, 2023, subject to the approval of Members, has re-appointed Mr. Nand Kishore Aggarwal (DIN: 00074107) as a Whole Time Director of the Crystal Crop Protection Limited (the "Company"), liable to retire by rotation, w.e.f. February 16, 2023, to February 15, 2028, at a remuneration set out in the Notice.

It is informed that Mr. Nand Kishore Aggarwal, is having more than 33 years of rich experience in the agriculture and crop protection industry and has played a key role in the achievement of steady growth of the Company. The Board considering his continuous contribution in the Company's development, throughout his serving years and his strong knowledge in the field of agriculture industry, recommends the re-appointment of Mr. Nand Kishore Aggarwal, as a Whole Time Director of the Company, to the members of the Company for according their approval.

It is further informed that pursuant to the provisions of section 196(3) of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any appointment of a person as Managing Director, Whole-time Director or manager, who has attained 70 (Seventy) years of age, shall only be made by passing special resolution by the members of the Company.

Since, Mr. Nand Kishore Aggarwal, has attained the age of 71 (Seventy-one) years, the Board of Directors of the Company are hereby recommending passing of the resolution as set out under Item No. 3 of the Notice, as a Special Resolution.



Mr. Nand Kishore Aggarwal has given his consent for re-appointment as a whole-time director. Further, he is not disqualified from being re-appointed as a Whole-time Director in terms of Section 164 of the Companies Act, 2013 (the "Act"). Once appointed, he would be liable to retire by rotation.

The remuneration of payable to Mr. Nand Kishore 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 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 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 managerial personnel. Relevant information and disclosures pursuant to Schedule V of the Act are given below:

1. General Information																				
1.	Nature of Industry	Crystal Crop engages in technical manufacturing, formulation and marketing of agrochemicals products-Insecticides, Fungicides, Herbicides, Plant Growth Regulators/Micro-nutrients																		
2.	Date of Commencement of Commercial Production	2005-2006																		
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 border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2021-22</th> </tr> </thead> <tbody> <tr> <td>Paid up Capital</td> <td>1,339.19</td> </tr> <tr> <td>Reserves excluding Revaluation Reserves</td> <td>11,078.84</td> </tr> <tr> <td>Total Revenue</td> <td>22,078.91</td> </tr> <tr> <td>Total Expenses</td> <td>19,395.37</td> </tr> <tr> <td>Exceptional Items</td> <td>22.26</td> </tr> <tr> <td>Profit before Tax</td> <td>2,661.28</td> </tr> <tr> <td>Tax Expenses</td> <td>626.7</td> </tr> <tr> <td>Profit after Tax</td> <td>2,034.58</td> </tr> </tbody> </table>	Particulars	FY 2021-22	Paid up Capital	1,339.19	Reserves excluding Revaluation Reserves	11,078.84	Total Revenue	22,078.91	Total Expenses	19,395.37	Exceptional Items	22.26	Profit before Tax	2,661.28	Tax Expenses	626.7	Profit after Tax	2,034.58
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5.	Foreign investments or collaborators, if any	The Company has made a foreign investment of Rs. 8.2 million (approx.), in its foreign subsidiaries, as mentioned below: a. Crystal Crop Protection (Australia) Pty Ltd. b. Crystal Crop Protection South Africa (Pty) Ltd																		
II Information about the Appointee																				
1.	Background details	Mr. Nand Kishore Aggarwal, 71 years, holds a degree of bachelor's in science. Further, he has more than 30 years of experience in Agriculture and Crop Protection Industry.																		
2.	Past Remuneration	During the FY 2021-22, Mr. Nand Kishore Aggarwal, paid remuneration of Rs. 33.89 million.																		
3.	Recognition or Awards	-																		
4.	Job profile and his suitability	Mr. Nand Kishore Aggarwal, devotes his full time, experience and knowledge to the business of the Company. Leadership and Guidance of Mr. Nand Kishore Aggarwal, would be beneficial for the Company.																		
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. 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, Mr. Nand Kishore Aggarwal does not have any pecuniary relationship with 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 in future, 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 profit in measurable terms	The Company is conscious about improvement in productivity and continuously undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.																				
4.	No. meetings attended during the previous financial year	4 Board Meetings																				
5.	Other directorships/ membership in Committees	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of the Company</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Crystal Crop Protection Limited</td> </tr> <tr> <td>2.</td> <td>Crystal Crop Techno Solutions Private Limited</td> </tr> <tr> <td>3.</td> <td>Nexus Crop Science Private Limited</td> </tr> <tr> <td>4.</td> <td>PHD Chamber of Commerce and Industry</td> </tr> <tr> <td>5.</td> <td>Redson Retail and Reality Private Limited</td> </tr> <tr> <td>6.</td> <td>Krishi Anusandhan & Kisan Vikas Foundation (Section 8 Company)</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Committees</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Chairman of CSR Committee of Crystal Crop Protection Limited</td> </tr> <tr> <td>2</td> <td>Member of NR Committee of Crystal Crop Protection Limited</td> </tr> </tbody> </table>	S. No.	Name of the Company	1.	Crystal Crop Protection Limited	2.	Crystal Crop Techno Solutions Private Limited	3.	Nexus Crop Science Private Limited	4.	PHD Chamber of Commerce and Industry	5.	Redson Retail and Reality Private Limited	6.	Krishi Anusandhan & Kisan Vikas Foundation (Section 8 Company)	S. No.	Committees	1	Chairman of CSR Committee of Crystal Crop Protection Limited	2	Member of NR Committee of Crystal Crop Protection Limited
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S. No.	Committees																					
1	Chairman of CSR Committee of Crystal Crop Protection Limited																					
2	Member of NR Committee of Crystal Crop Protection Limited																					
6.	Date of original/first appointment	August 29, 2011																				

Save and expect Mr. Nand Kishore Aggarwal, Executive Chairman and Mr. Ankur Aggarwal, Managing Director, to the extent of their shareholding interest, in the Company, no other Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the resolution.

Special Item No. 4, 5 & 6

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Chetan Rameshchandra Desai, Mr. Sartaj Sewa Singh, Ms. Sangeeta Kapiljit Singh during their respective tenure as Independent Director since the date of appointment and 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 at its meeting held on February 15, 2023, subject to the approval of Members, has re-appointed Mr. Chetan Rameshchandra Desai, Mr. Sartaj Sewa Singh, Ms. Sangeeta Kapiljit Singh as Independent Directors (the "Independent Directors") of the Company at their meeting held on February 15, 2023, for a period of five years effective



from February 16, 2023, to February 15, 2028.

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 Rameshchandra Desai, Mr. Sartaj Sewa Singh and Ms. Sangeeta Kapiljit 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 Companies Act, 2013.

In the opinion of the Board of Directors, all Independent Directors fulfil the conditions specified in the Companies Act, 2013, and the Rules made thereunder, for their re-appointment as Independent Directors of the Company and they are independent of the management of the Company.

Mr. Chetan Desai, Mr. Sartaj Sewa Singh and Ms. Sangeeta Kapiljit 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. 4 to 6 of the Notice.

The Board of Directors recommends the resolutions set out at Items No. 4 to 6 of the Notice for approval of the members by way of Special Resolutions.

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



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

Date: February 22, 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:** investor@crystalcrop.com; **Telephone:** 011- 49007100

3rd Extraordinary General Meeting of Members for the FY 2022-23 of Crystal Crop Protection Limited dated
Friday, March 24, 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 hereby record my/our presence at the Extraordinary General Meeting of the Company being held on Friday,
March 24, 2023, at 04:00 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

***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: U72100GJ1994PLC097033)**

Email: investor@crystalcrop.com; **Telephone:** 011-49007100;

3rd Extraordinary General Meeting for the FY 2022-23 on Friday, March 24, 2023, at 04:00 PM at B-95, Wazirpur Industrial Area, Delhi - 110052

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

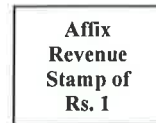
I/ We, being the member(s) of _____ shares of Crystal Crop Protection Limited, hereby appoint:

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

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 of the Company, to be held on Friday, March 24, 2023, at 04:00 PM at B-95, Wazirpur Industrial Area, Delhi - 110052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Optional*	
		For	Against
Special Business			
1.	To re-appoint Mr. Anil Jain (DIN: 02649494) as Whole Time Director of the Company		
2.	To re-appoint Mr. Mohit Kumar Goel (DIN:03098959) as Whole Time Director of the Company		
3.	To re-appoint Mr. Nand Kishore Aggarwal (DIN: 00074107) as Whole Time Director of the Company		
4.	To re-appoint Mr. Chetan Desai (DIN: 03595319) as an Independent Director of the Company		
5.	To re-appoint Mr. Sartaj Sewa Singh (DIN: 01820913) as an Independent Director of the Company		
6.	To re-appoint Ms. Sangeeta Kapiljit Singh (DIN: 06920906) as an Independent Director of the Company		

Signed thisday2023
Signature of Shareholder(s) _____
Signature of Proxy holder(s) _____



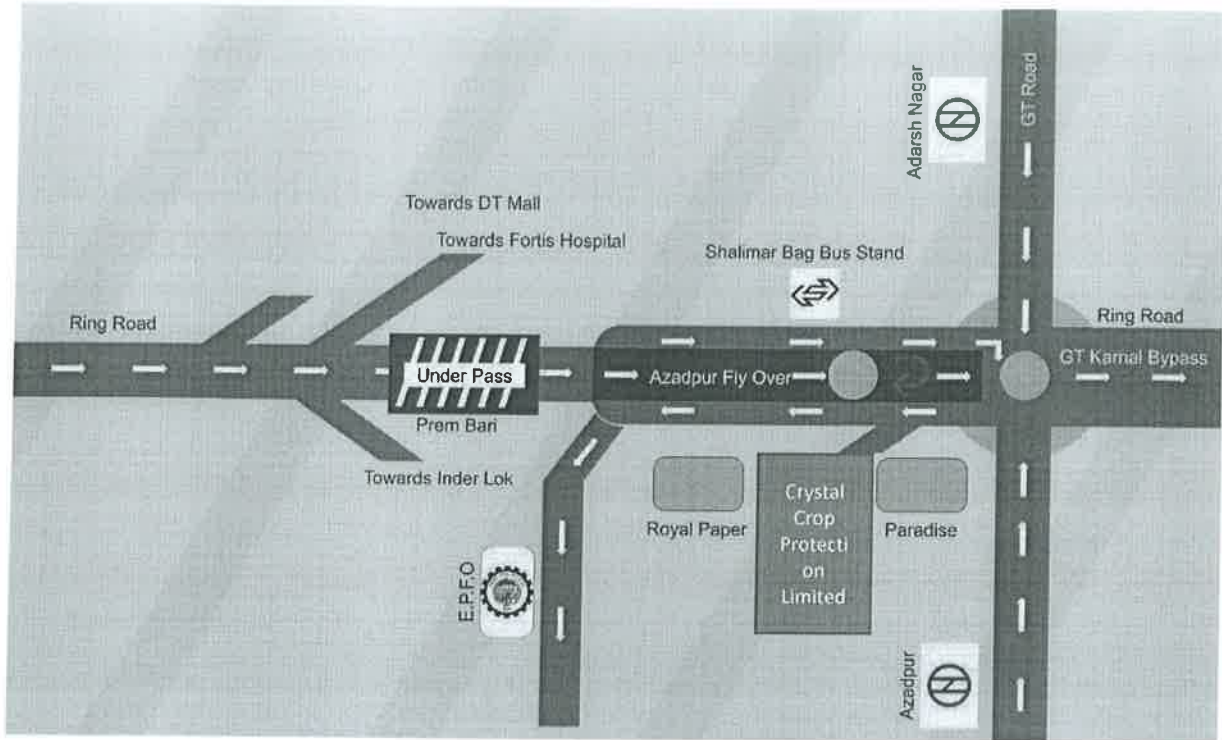
Notes:

- (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 Extraordinary General Meeting.



ROUTE MAP TO THE VENUE OF THE EXTRAORDINARY GENERAL MEETING

**Venue: Crystal Crop Protection Limited
B-95, Wazirpur Industrial Area, Delhi-110052**



**THE COMPANIES ACT, 2013
CONSENT BY SHAREHOLDER
[Pursuant to provisions of 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 Extra-Ordinary General Meeting (“EGM”) of the Company at a 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 100 and Section 101(1) of the Companies Act, 2013, to hold the EGM of the Company on Friday, March 24, 2023, at 4:00 PM or any adjournment thereof, at its Corporate Office at B-95, Wazirpur Industrial Area, Delhi-110052.

Kindly take the same on record.

Date:
Place:

DP ID:
Client ID:

