



NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Members of Continental Seeds and Chemical Limited will be held on **Friday, 30th September, 2022 at 04:00 P.M.** at fourth floor, C-67, DDA Sheds Okhla, Phase-1, New Delhi-110020, to transact the following business:

Ordinary Business:

Item No. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – To appoint Mrs. Nidhi Gupta (DIN: 08848686) as a Women director, liable to retire by rotation, and being eligible, offers herself for re-appointment.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Nidhi Gupta (DIN: 08848686), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Women Director of the Company, liable to retire by rotation.”

Item No.3 – Re-appointment M/s. PMAS & Associates LLP, Chartered Accountants as Statutory Auditor of the company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. PMAS & Associates LLP, Chartered Accountants, having registration No. 024726N/N500068 be and are hereby re-appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the 43rd Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

Special Business

Item No. 4 To appoint Mr. Vivek Kumar Mathur (DIN No: 09725989) as an Independent Director, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Vivek Kumar Mathur (DIN No: 09725989) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Board and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director

pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect and the term shall not be subject to retirement by rotation.

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

Item No. 5 Re-appointment of M/s Laur & Associates, Company Secretaries, as the Secretarial Auditor of the company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 read with rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013, consent of the Board be and is hereby given for appointment of M/s Laur & Associates, Company Secretaries as Secretarial Auditors of the Company for the period of Five Financial Years from 01st April, 2022 to 31st March, 2027 and Directors of the Company be and is hereby authorized to fix the remuneration from time to time in consultation with Audit Committee;

RESOLVED FURTHER THAT the appointment letter has been placed before the Board and the same has been signed by the Chairman of the Board for the purpose of appointment of M/s Laur & Associates, Company Secretaries as Secretarial Auditors of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to file necessary forms with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution.”

By order of the Board
For **Continental Seeds and Chemicals Limited**

Sd/-
Pravin Rastogi
Chairman and Managing Director
DIN: 01414608
Address: - M-73 B, 1st Floor, Malviya
Nagar, New Delhi - 110017

Date: 05/09/2022
Place: New Delhi

NOTES:

1. A Member of the company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. A blank form of the proxy is enclosed. The instrument appointing the proxy should, however, be deposited at the registered office of the company duly completed not later than forty eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022 (both days inclusive).
4. Members are requested:
 - i) to kindly notify the change of address, if any, to the Company/ their Depository Participant.
 - ii) to bring their attendance slip along with their copy of the Annual Report in the Meeting.
 - iii) to deposit the duly completed attendance slip at the Meeting. Members may use the facility of Nomination. A Nomination Form will be supplied to them on request.
5. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays during business hours up to the date of the Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangement in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. The copies of the Annual Reports will not be distributed at the Annual General Meeting (AGM). Members are requested to bring their copies to the meeting. The Annual Report of the Company is also available on the Company's website www.continentalseeds.co.in

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of shares	

Name and address of the Shareholder

Name and address of the Proxy holder

I/We hereby record my/our presence at the 38th Annual General Meeting of the Company held on **Friday, 30th September, 2022 at 04:00 P.M.** at the Registered Office of the company at Fourth Floor, C-67, DDA Sheds, Okhla Phase-1 New Delhi -110020

Signature of Shareholder

Signature of Proxyholder

*Applicable for investors holding shares in electronic form.

PROXY FORM

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

Name of the Member's:
Registered Address:
Email-Id:
Folio No.:
DP-ID/Client-ID*:

*Applicable for shareholders holding shares in electronic form.

I/We, being the member(s) holding _____ shares of Continental Seeds and Chemical Limited, of Re. 10/- each hereby appoint

(1)Name:_____ of _____
_____ having e-mail id _____ or
failing him

(2)Name:_____ of _____
_____ having e-mail id _____ or
failing him

(3)Name:_____ of _____
_____ having e-mail id _____ or
failing him

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on **Friday, 30th September, 2022 at 04:00 P.M.** at Fourth Floor, C-67, DDA Sheds, Okhla Phase-1 New Delhi -110020 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

I wish my above Proxy to vote in the manner as indicated in the Box below:

S. No.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2022, the reports of the Board of Directors and Auditors thereon; and		
2.	Regularize the appointment of Mr. Ashok Kumar Jha		

Signed this.....day of.....2022

Signature of Shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

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. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 a proxy for any other person or shareholder.
- *4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated

MAP TO REACH VENUE FOR AGM OF CONTINENTAL SEEDS AND CHEMICAL LIMITED

