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तराई बीज

Continental Seeds And Chemicals Limited

July 23, 2024

To,
The Manager- Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai-400 051

Symbol: CONTI; ISIN: INE340Z01019

Sub: Notice of the Extraordinary General Meeting

Re: Disclosure under Regulation 30 of SEBI (Listing Obligations and disclosure requirements) regulations, 2015

Dear Sirs,

Pursuant to provision of Regulation 30 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed the notice of the Extra-Ordinary General Meeting of the members of **CONTINENTAL SEEDS AND CHEMICALS LIMITED ("the Company")** will be held on **Wednesday, 14th August, 2024** at 11.00 AM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

This is for your information and record.

Thanking You,
For **Continental Seeds And Chemicals Limited**

For-Continental Seeds And Chemicals Ltd

Director

Pravin Rastogi
Managing Director
DIN: 01414608

Encl: a.a.

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CONTINENTAL SEEDS AND CHEMICALS LIMITED

CIN: L01111DL1983PLC015969

Regd. Office: DTJ-114, DLF Tower B, Jasola New Delhi 110025

E-mail: info@continentalseeds.co.in; **Website:** www.continentalseeds.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of **CONTINENTAL SEEDS AND CHEMICALS LIMITED ("the Company")** will be held on **Wednesday, 14th August, 2024** at 11.00 AM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS

Item No. 1: Alteration in the Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution, with or without modification, as a **Special Resolution:**

"Resolved That pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded for alteration of Clause no. 6 of the Articles of Association of the Company by addition of the following sentence at the last of the existing Clause no. 8, after the wordings "…….. by special resolution, determine."

> *Subject to the provisions of the Companies Act, 2013 and rules made thereunder, the Company may issue and allot any securities (including equity shares or preference shares or convertible warrants or debentures) on preferential allotment or private placement basis.*

Resolved Further That the Board of Directors and Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary to give effect to this resolution including to agree to such amendments and modifications in the aforesaid clause as may be required by any competent authority or as may otherwise be deemed fit by the Board."

Item No. 2: To Increase the Authorized Share Capital of the Company

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 Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and all other applicable provisions, if any, of the said Act read with the rules and regulations framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification (s) or re-enactment thereof, for the time being in force) and in accordance with the applicable provisions of the Memorandum and Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crore Only) divided into 2,20,00,000 (Two Crore

Twenty Lakh) Equity shares of Rs.10 /- (Rupees Ten Only) each by the creation of additional 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.

Resolved further that the consent of the members be and is hereby accorded to alter the memorandum of association by substituting existing clause V by the following new clause V as under:

5. "The Authorized Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty-Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity shares of Rs.10 /- (Rupees Ten Only) each."

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to bring about increase and alteration of the Authorized Share Capital in the manner as aforementioned, including settling the questions, doubts or disputes if any, which may arise in this regard, and making the necessary filings with the Registrar of Companies."

Item No. 2: Further Issue of Warrants convertible into Equity Shares on Preferential basis

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

"Resolved That pursuant to the provisions of Section 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations") and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the stock exchanges and the provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company ("the Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose); the consent and approval of the Members of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private placement basis, upto 99,99,000 (Ninety-nine Lakhs Ninety-nine Thousand) warrants (hereinafter referred to as **"Convertible Warrant")**, at an exercise price of Rs. 29/- per underlying equity share of the face value of Rs. 10/- each (including a premium of Rs. 19/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the promoter group category (hereinafter referred to as **"Proposed Allottee"**):

SN	Name of the Proposed Allottee	Category	Number of Convertible Warrants
1	Praveen Rastogi	Promoter	49,99,500
2	Eminence Global Fund	Public	16,99,830
3	North Star Opportunities Fund	Public	15,99,840
4	Ag Dynamic Fund	Public	16,99,830
		Total	**99,99,000**

Resolved Further That aforesaid issue and allotment of Convertible Warrants/ Resulting Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

a. An amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants/ Resulting Equity Shares will be payable at the time of subscription to the Convertible Warrants, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares. Convertible Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.

b. The consideration for allotment of Convertible Warrants/ Resulting Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.

c. The Convertible Warrants/ Resulting Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.

d. The Convertible Warrants/ Resulting Equity Shares to be allotted shall be in dematerialized form only.

e. The Resulting Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value Rs. 10/- each of the Company.

f. The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be. Convertible Warrants shall not be listed.

g. The Convertible Warrants shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

h. Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, in one or more tranches. In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

i. Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.

j. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

Resolved Further That as per the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determining the issue price of aforesaid Warrants/ Resulting Equity Shares shall be July 15, 2024.

Resolved Further That for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Convertible Warrants/ Resulting Equity Shares, including but not limited to seeking listing of the Resulting Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Convertible Warrants/ Resulting Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Convertible Warrants/ Resulting Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members 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.

Resolved Further That the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

Resolved Further That all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Item No. 4: Further Issue of Equity Shares on Preferential basis

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

"Resolved that pursuant to the provisions of Section 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) ("SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date ("SEBI (LODR) Regulations") and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India ("SEBI") and/or the stock exchanges and the enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company ("the Board", which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose); the consent and approval of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private placement basis, upto 9,99,900 (Nine Lakh Ninety-nine Thousand Nine Hundred) equity shares of the face value of Rs. 10/- each (hereinafter referred to as **"Equity Shares")**, at an issue price of Rs. 29/- per equity share (including a premium of Rs. 19/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the non-promoter public category (hereinafter referred to as **"Proposed Allottee"**):

SN	Name of the Proposed Allottee	Category	Number of Equity Shares
1	Shine Star Build-Cap Pvt. Ltd.	Public	2,49,975
2	SSNK Consultancy Services Pvt Ltd	Public	1,99,980
3	Divine Comex Enterprises Pvt Ltd	Public	1,99,980
4	WCA Services Pvt Ltd	Public	2,99,970
5	Priyamvada Singh	Public	49,995
		Total	**9,99,900**

Resolved further that aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

a. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations.

b. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.

c. The Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.

d. The Equity Shares to be allotted shall be in dematerialized form only.

e. The Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value INR 10/- each of the Company.

f. The Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

g. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

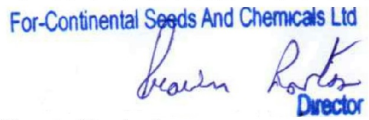
Resolved further that as per the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determining the issue price of aforesaid Equity Shares shall be July 15, 2024.

Resolved further that for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members 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.

Resolved further that the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

Resolved further that all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
For Continental Seeds And Chemicals Limited



Pravin Rastogi
Chairman and Managing Director
DIN: 01414608

Date: July 20, 2024
Place: New Delhi

NOTES:

1. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, Dec 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars') permitting and prescribing the procedures and manner of conducting the Extra Ordinary General Meeting ('EGM') through VC/OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

2. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the EGM is annexed hereto and forms part of this Notice.

3. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the EGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Kundan Agrawal, Practicing Company Secretary, (CP Number: 8325) of M/s. Kundan Agarwal and Associates, Company Secretaries, to act as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.

4. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to the scrutinizer at agrawal.kundan@gmail.com with a copy marked to evoting@nsdl.co.in/ cs@continentalseeds.co.in

5. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Members can login and join the EGM 30 minutes prior to the scheduled time to start the EGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the EGM. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the EGM without restriction of first-come-first served basis. Instructions and other information for members for attending the EGM through VC/OAVM are given in this Notice.

7. Since the EGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.

8. 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.

9. In case of any query or grievance pertaining to e-voting, may contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at call at 022 - 4886 7000 and 022 - 2499 7000

10. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested maintained under Section 189 of the Act, will be available during EGM.

11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)

and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the EGM will be provided by NSDL.

12. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@continentalseeds.co.in and info@masserv.com. The same will be replied by the Company suitably. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

13. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 transfer of securities held in physical mode has been discontinued w.e.f. April 01, 2019.

    Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:

    i. Issue of duplicate share certificate
    ii. Claim from unclaimed suspense account
    iii. Renewal/Exchange of securities certificate
    iv. Endorsement
    v. Sub-division / splitting of securities certificate
    vi. Consolidation of securities certificates/folios
    vii. Transmission
    viii. Transposition

    For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of Mas Services Limited, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

    Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

14. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be frozen by RTA on or after 1st October, 2023.

    The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after 1st October, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

    i. PAN; (using ISR-1)
    ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;

iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e https://www.masserv.com/

15. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling EGM along with the explanatory statement are available on the website of the Company at https://continentalseeds.co.in and on the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and EGM through VC/OAVM).

16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Company's Registrar and Share Transfer Agents ("RTA") for assistance in this regard.

17. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.

19. For receiving all future correspondence from the Company electronically–

In case you have not registered your email ID with the Company/ Depositary, please follow below instructions to register your email ID for obtaining login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com, providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Continental and Chemicals Limited.

Demat Holding
Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

20. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are

registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the EGM, may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

21. In case a person has become a member of the Company after dispatch of the EGM Notice, but on or before the cut-off date for e-voting i.e. **Wednesday, August 07, 2024**, such person may obtain the User ID and Password from RTA by e-mail request on info@masserv.com.

22. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

    The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of meeting.

23. Instructions for e-voting and joining the EGM are as follows:

    In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice of Extra Ordinary General Meeting (EGM) through electronic voting system, to members holding shares as on **Wednesday, August 07, 2024** (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-EGM.

    THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

    The remote e-voting period begins on Sunday, August 11, 2024 at 9:00 A.M. (IST) and ends on Tuesday, August 13, 2024 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, August 07, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on such cut-off date.

    How do I vote electronically using NSDL e-Voting system?

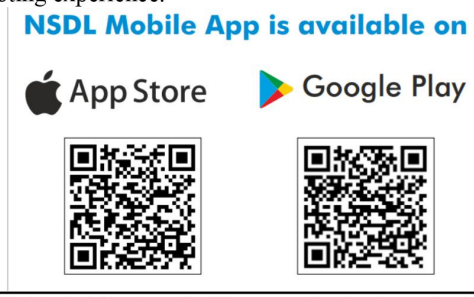
    The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

    Step 1: Access to NSDL e-Voting system

    A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

    In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

    Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access

	the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

   (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

   (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to agrawal.kundan@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA email id info@masserv.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA email id info@masserv.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member

login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at the RTA email id info@masserv.com. The same will be replied by the company suitably.

General Instructions

A. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.

B. Mr. Kundan Agrawal, Practicing Company Secretary, (CP Number: 8325) of M/s. Kundan Agarwal and Associates, Company Secretaries, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

C. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, for all those members who are present VC / OAVM at the EGM but have not cast their votes by availing the remote e-voting facility.

D. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The resolutions will be deemed to be passed on the Extra-Ordinary General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.

E. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company https://continentalseeds.co.in/ and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the stock exchanges.

EXPLANATORY STATEMENT IN RESPECT OF THE BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, sets out all material facts relating to the business mentioned under each item of the accompanying Notice:

Item no. 1

Your Board has proposed to raise funds through further issue of securities on preferential issue basis. Your Board has accordingly decided to provide enabling provisions relating to issue of securities on preferential basis in the articles of association of the Company. Accordingly, consent of the members by way of a special resolution is also required for amendment in Articles of Association to incorporate enabling provisions for issue of securities on preferential/ private placement basis. Your directors recommend the resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.

Item No. 2

Currently the Authorized Share Capital of the Company is Rs. 12.00 crores divided into 1,20,00,000 equity shares of Rs. 10 each. In order to issue securities by way of preferential issue as proposed in this Notice, the Company needs to increase its authorized capital, which could go beyond the present Authorized Share Capital of the Company, available for the purpose. Thus, it necessitates an increase in the Authorized Capital of the Company.

The Board of Directors had in their meeting held on 20th July, 2024, has approved the increase in Authorized Share Capital of the Company from the present Rs. 12.00 Crores to Rs. 22.00 Crores and subsequent alteration to and substitution of the existing Clause V of the Memorandum of Association ("MOA") of the Company, subject to approval of the members.

Since in terms of Sections 13 and 61 of the Companies Act, 2013 read with the relevant rules framed thereunder, any increase in the Authorized Share Capital and the consequential alteration of the capital clause of the Memorandum of Association, requires the approval of the shareholders, a resolution has been set out item no. 2 of the notice and is recommended by your directors for approval by way of an Ordinary Resolution.

The Board of Directors hereby confirm that none of the directors or key managerial personnel of the Company or their relatives, are in any way concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 3 and 4

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of securities. Since your Company is a listed company, the proposed issue of Equity Shares and Convertible Warrants/ Resulting Equity Shares would be made in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 2013 and the rules made thereunder and the aforesaid SEBI Regulation, the relevant disclosures/details are given below:

I. **Instrument and Numbers:** Your Board proposes to issue on preferential and private placement basis,

a. upto 99,99,000 (Ninety-nine Lakhs Ninety-nine Thousand) warrants (hereinafter referred to as **"Convertible Warrant")**, at an exercise price of Rs. 29/- per underlying equity share of the face value of Rs. 10/- each (including a premium of Rs. 19/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the promoter group category:

SN	Name of the Proposed Allottee	Category	Number of Convertible Warrants
1	Praveen Rastogi	Promoter	49,99,500
2	Eminence Global Fund	Public	16,99,830
3	North Star Opportunities Fund	Public	15,99,840
4	Ag Dynamic Fund	Public	16,99,830
	Total		**99,99,000**

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company ("Resultant Equity Share"), in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company. The Convertible Warrants are not proposed to be listed on any stock exchange.

b. upto 9,99,900 (Nine Lakh Ninety-nine Thousand Nine Hundred) equity shares of the face value of Rs. 10/- each (hereinafter referred to as **"Equity Shares")**, at an issue price of Rs. 29/- per equity share (including a premium of Rs. 19/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the non-promoter public category (hereinafter referred to as **"Proposed Allottee"**):

SN	Name of the Proposed Allottee	Category	Number of Equity Shares
1	Shine Star Build-Cap Pvt. Ltd.	Public	2,49,975
2	SSNK Consultancy Services Pvt Ltd	Public	1,99,980
3	Divine Comex Enterprises Pvt Ltd	Public	1,99,980
4	WCA Services Pvt Ltd	Public	2,99,970
5	Priyamvada Singh	Public	49,995
	Total		**9,99,900**

II. **Pending Preferential Issue:** Presently there has been no preferential issue pending or in process except as proposed in this notice.

III. **Relevant Date:** As per SEBI (ICDR) Regulations, 2018, the relevant date for the purpose of determination of issue price for the proposed preferential issue of securities is July 15, 2024.

IV. **Issue Price and Valuation Report:** In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher. Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

The shares of the Company are listed and traded on the National Stock Exchange of India Limited (NSE). As per the trading volume data available on NSE, the shares of the Company are frequently traded at NSE.

As per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. Since the proposed allotment would be for more than 5% of the post issue fully diluted Equity Share Capital of the Company to the Allottee and the Allottees acting in concert, the pricing of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares to be allotted shall be the higher of the following parameters:

i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares): Or

ii. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated July 20, 2024 from Mrs. Mallika Goel, an Independent Registered Valuer [Registration Number: IBBI/RV/11/2022/14784] having his Office at 785, Pocket-E, Mayur Vihar Phase – 2, Delhi 110091 and the copy of the same has been hosted on the website of the Company which can be accessed at the link: https://continentalseeds.co.in/investors/. As per the Valuation Report, the minimum price, in terms of Regulation 166A(1) of the SEBI ICDR Regulations, 2018, at which Equity Shares/ Convertible Warrants/ Resulting Equity Shares to be issued is Rs. 28.59.

It is proposed that the Equity Shares and the Convertible Warrants shall be issued at an issue price per equity share/ exercise price of Rs. 29.00 per underlying equity share of the face value of Rs. 10 each (including a premium of Rs. 19.00 per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018. Accordingly, the proposed issue price shall be more than the price determined under Regulation 164(1) and Regulation 166A of the SEBI (ICDR) Regulations, 2018.

Since there is no capitalization of profit, right issue, bonus issue, re-classification of shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Further as per the Regulation 166 (2) of the SEBI (ICDR) Regulations, 2018, the effect on the price of the equity shares of the issuer due to material price movement and confirmation of reported event or information may be excluded as per the framework specified under sub-regulation (11) of regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for determination of the price for a preferential issue in accordance with regulations 164, 164A, 164B or 165 of these regulations. In this regard according to the circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/51 dated 21st May 2024, the framework for considering unaffected price shall be applicable to top 100 listed entities with effect from 1st June, 2024. Since, the Company is not in top 100 listed entities as on the Valuation Date, the aforesaid circular is not applicable in this case.

V. **Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

VI. **Re-computation of Price:** The Company shall re-compute the issue price of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the

time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants/ Resulting Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottees.

VII. Payment: In terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 2018; full consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company before allotment of Equity Shares to the Proposed Allottees.

In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants/ Resulting Equity Shares will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares. A Convertible Warrant exercise price equivalent to the 75% of the issue price shall be payable by the Convertible Warrant holder(s) at the time of exercising the Convertible Warrant.

In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

VIII. Identity & particulars of proposed allottee and pre & post issue holding of the proposed allottee: Present preferential issue of Convertible Warrants is proposed to be made to the following Promoter and Non-Promoter category persons. The identity and the pre-issue & post issue shareholding of the proposed allottee is shown in the table below:

S. No.	Name of the Proposed Allottees	Address of the Proposed Allottees	Category	Identity of the natural persons who are the ultimate beneficial owners of the shares of the proposed allottee and/or who ultimately control the proposed allottee	Pre-issue Equity Shareholding		No. of Equity Shares proposed to be allotted	No. of Convertible Warrants proposed to be allotted	Post-issue Equity Shareholding (excluding Convertible Warrants)		Post-issue Equity Shareholding (Fully Diluted Basis, including Convertible Warrants)*	
					No. of Shares	%			No. of Shares	%	No. of Shares	%
1	Praveen Rastogi	M-73B, Malviya Nagar, New Delhi 110017	Promoter	Praveen Rastogi	56,51,391	56.50		49,99,500	56,51,391	51.36	1,06,50,891	50.71
2	Eminence Global Fund	Orbis Financial Corporation Ltd., 4A, Ocus Technopolis, Golf Club Road,	Non Promoter (Public)	Grogor Jabishvili	0	0.00		16,99,830	0	0.00	16,99,830	8.09

		Sector 54, Gurugram Haryana										
3	North Star Opportunities Fund	Orbis Financial Corporation Ltd., 4A, Ocus Technopolis, Golf Club Road, Sector 54, Gurugram Haryana	Non Promoter (Public)	Ali Baqer Issam	0	0.00		15,99,840	0	0.00	15,99,840	7.62
4	Ag Dynamic Funds	Orbis Financial Corporation Ltd., 4A, Ocus Technopolis, Golf Club Road, Sector 54, Gurugram Haryana	Non Promoter (Public)	Paul Boskma	0	0.00		16,99,830	0	0.00	16,99,830	8.09
5	Shine Star Build-Cap Pvt. Ltd.	C-3 , Okhla Industrial Area , Phase 1 , New Delhi -110020	Non Promoter (Public)	Anju Goel	0	0.00	2,49,975		2,49,975	2.27	2,49,975	1.19
6	SSNK Consultancy Services Pvt Ltd	21/207, Heritage City, MG Road, Near MG Road Metro Station, Gurugram, Haryana	Non Promoter (Public)	Shammi Khanna and Sunny Raheja	0	0.00	1,99,980		1,99,980	1.82	1,99,980	0.95
7	Divine Comex Enterprises Pvt Ltd	House No 158, Fourth Floor, PH 2 Landmark, Near Inderlok Matro Station, Shahzada Bagh , New Delhi, 110035	Non Promoter (Public)	Mukesh and Shiv	0	0.00	1,99,980		1,99,980	1.82	1,99,980	0.95
8	WCA Services Pvt Ltd	14/35, Pandit Vishnu Datt Marg, DDA Shopping Complex, Nangal, Raya South, West Delhi 110046	Non Promoter (Public)	Bjawna Bhatia	0	0.00	2,99,970		2,99,970	2.73	2,99,970	1.43
9	Priyamvada Singh	B-142, Opp. Civil Hospital, Sector-C, Mahanagar, Lucknow 226006	Non Promoter (Public)	Priyamvada Singh	0	0.00	49,995		49,995	0.45	49,995	0.24
* Assuming full conversion of Convertible Warrants.												

The Company has obtained the Permanent Account Numbers and the Demat account number of all the Proposed Allottees. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Convertible Warrants, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Equity Shares, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval by the stock exchanges or such extended period as may be required as per the SEBI (ICDR) Regulations.

Proposed Allottees and any of the persons belonging to promoter & promoter group have not sold or transferred any shares of the Company during the 90 trading days preceding the Relevant Date. Further, all the pre-preferential shareholding of the Proposed Allottees is held in dematerialized form.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have been directly or indirectly debarred or prohibited to access the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities. Further, neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have not been declared as willful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks. Accordingly, disclosure as per Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have any direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.

IX. Change in control, if any, upon preferential issue: Consequent to the proposed preferential issue of Equity Shares and Convertible Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company.

The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

X. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter: There shall not be any change in the status and category of any of the these Proposed Allottees even after the preferential issue and they shall remain as part of the same category, as mentioned in the special resolution, as below:

SN	Name of the Proposed Allottees	Current Category (Pre-Issue)	Category (Post Issue)
1	Praveen Rastogi	Promoter	Promoter
2	Eminence Global Fund	Public	Public
3	North Star Opportunities Fund	Public	Public
4	Ag Dynamic Fund	Public	Public
5	Shine Star Build-Cap Pvt. Ltd.	Public	Public
6	SSNK Consultancy Services Pvt Ltd	Public	Public
7	Divine Comex Enterprises Pvt Ltd	Public	Public
8	WCA Services Pvt Ltd	Public	Public
9	Priyamvada Singh	Public	Public

XI. Dues toward SEBI, Stock Exchange or Depositories: There is no outstanding dues payable to Dues toward SEBI, Stock Exchange or Depositories.

XII. Lock-in Period: The lock-in of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Convertible Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018. The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis by the Promoter Group, shall be locked-in for a period of eighteen months (for promoter) and of six months (for public category) from the date of trading approval by the stock exchanges.

The Equity Shares allotted on a preferential basis to public category persons shall be locked-in for a period of six months from the date of trading approval of the stock exchanges.

The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Convertible Warrants, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Equity Shares, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval by the stock exchanges or such extended period as may be required as per the SEBI (ICDR) Regulations.

The issuer shall ensure that equity shares purchased by the allottees between the relevant date and allotment of Convertible security or Equity shares forms part of the pre-preferential allotment shareholdings and same shall be subject to lock-in as per provisions of Regulation 167(6) of SEBI (ICDR) Regulations,2018.

Intention of promoters/directors/key management persons or senior management to subscribe: Apart from Mr. Praveen Rastogi, belonging to the Promoter category, there has been no intention of any of the promoters, directors, key management persons or senior management to subscribe to in the present preferential issue.

XIII. Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company is as below:

S.No	Category	Pre-Issue		Proposed Allotment of Equity Shares	Proposed Allotment of Convertible Warrants	Post-issue Equity Shareholding (Fully Diluted Basis, excluding the proposed conversion of warrants)		Post-issue Equity Shareholding (Fully Diluted Basis, including the proposed conversion of warrants)*	
		No. of Shares held	%			No. of Shares held	%	No. of Shares held	%
A.	**Promoters' holding**								
	Indian								
1	Individual	72,29,472	72.27	0	49,99,500	72,29,472	65.71	1,22,28,972	58.23

2	Body Corporate	0	0.00	0	0	0	0.00	0	0.00
3	Others - HUF	0	0.00	0	0	0	0.00	0	0.00
	Sub Total	**72,29,472**	**72.27**	**0**	**49,99,500**	**72,29,472**	**65.71**	**1,22,28,972**	**58.23**
1	Foreign Promoters	0	0.00	0	0	0	0.00	0	0.00
	Sub Total	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**
	Total Promoters Holding (A)	**72,29,472**	**72.27**	**0**	**49,99,500**	**72,29,472**	**65.71**	**1,22,28,972**	**58.23**
B.	**Non Promoters' holding**								
1	Institutional Investors	0	0.00	0	49,99,500	0	0.00	49,99,500	23.81
2	Non-Institution:								
	Body Corporate	2,96,792	2.97	9,49,905	0	12,46,697	11.33	12,46,697	5.94
	Individuals	24,59,874	24.59	49,995	0	25,09,869	22.81	25,09,869	11.95
	HUF	0	0.00	0	0	0	0.00	0	0.00
	Other (Including NRIs, Clearing Members & IEPF)	16,670	0.17	0	0	16,670	0.15	16,670	0.08
	Total Non-Promoters Holding (B)	**27,73,336**	**27.73**	**9,99,900**	**49,99,500**	**37,73,236**	**34.29**	**87,72,736**	**41.77**
	Grand Total (A+B)	**1,00,02,808**	**100.00**	**9,99,900**	**99,99,000**	**1,10,02,708**	**100.00**	**2,10,01,708**	**100.00**
* Assuming full conversion of Convertible Warrants.									

Allotment of Equity Shares/ Convertible Warrants/ Resulting Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company. The Company is and post preferential issue would be, in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

XIV. Objects and purpose of the Preferential Issue: The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds"/ "Gross Proceeds") towards the objects of this Preferential issue. The details of the Issue Proceeds are as below:

SN	Type of Securities to be Issued	Number of Securities	Issue Price (Per Security) in Rs.	Amount to be raised from preferential issue (Rs. In lakhs)	Amount (Rs. In lakhs) to be received on allotment of Equity Shares/ Convertible Warrants	Amount (Rs. In lakhs) to be received on allotment of Resulting Equity Shares upon conversion of Convertible Warrants within a period of 18 months
1	Equity Shares	9,99,900	29	289.97	289.97	N.A.

2	Convertible Warrants/ Resulting Equity Shares	99,99,000	29	2,899.71	724.93	2,174.78
			Total	**3,189.68**	**1,014.90**	**2,174.78**

The details of the objects of the Preferential Issue (hereinafter collectively referred to as "Objects"), are as below:

SN	Particulars	Amount (Rs. In lakhs)	% of total Issue Proceeds
1	Capital expenditure on purchase machineries and equipments for business expansion*	1,200.00	37.62
2	To meet the additional working capital requirements of the Company**	1,250.00	39.19
3	General corporate purposes***	739.68	23.19
	Total	**3,189.68**	**100.00**

* The capital expenditure for Rs. 1,200 lakhs are proposed towards purpose of various machineries and equipments for the expansion of the business and growth of the Company.

** We propose to utilize Rs. 1,250 lakhs from the Issue Proceeds to fund working capital requirements of our Company. We fund most of our working capital requirements in the ordinary course of our business from our internal accruals and financing from various banks. This will ensure sufficient liquidity for day-to-day operations and business activities, this fund raising will help company to fulfil its working capital requirements.

***In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining proceeds (balance remained after the capital expenditure and the working capital requirements), not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Gross Proceeds: As the funds to be received against warrant conversion will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Gross Proceeds of the Issue is as under:

SN	Particulars	Amount (Rs. In lakhs)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Capital expenditure on purchase machineries and equipments for business expansion	1,200.00	By March 31, 2026
2	To meet the additional working capital requirements of the Company	1,250.00	By March 31, 2026
3	General corporate purposes	739.68	By March 31, 2026
	Total	**3,189.68**	

(* considering 100% conversion of Warrants into Equity Shares within the stipulated time.)

Note: In terms of NSE Notice No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

Schedule of Implementation and Deployment of Funds: The present Preferential Issue is for Equity Shares as well as for Convertible Warrants. The Issue Proceeds from the Convertible Warrants shall be received by the Company within a maximum period of 18 months period from the date of allotment of such Warrants in terms of Chapter V of the SEBI ICDR Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements and availability of Issue Proceeds, latest by March 31, 2026.

If the proceeds are not utilized (in full or in part) for the objects stated above during the period stated above due to any such factors, the remaining proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds: Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or deploy funds for such businesses opportunities as may be allowed by the Board from time to time.

Monitoring Agency: In terms of Regulation 162A of the SEBI ICDR Regulations, since the proposed issue Proceed is less than Rs. 100 crores, appointment of Monitoring Agency is not applicable.

XV. Proposed time of Allotment: The allotment of the Equity Shares and the Convertible Warrants in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution by the members. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company, in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.

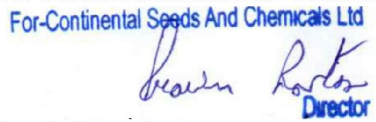
XVI. Undertaking with regard to re-computation of issue price: In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Equity Shares and Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.

XVII. Certificate of the Practicing Company Secretary: A certificate from Practicing Company Secretary, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website https://continentalseeds.co.in/investors/.

As it is proposed to issue and allot the aforesaid securities on preferential allotment basis, special resolution is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares and Convertible Warrants is in the best interest of the Company and its members. Your directors, therefore, recommend the resolution for your approval.

Mr. Praveen Rastogi, Mrs. Jaishree Rastogi and Mr Sachin Rastogi and their relatives are interested in the special resolution as Promoters/promoter group, directors and shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 3 and 4 of this Notice.

By Order of the Board of Directors
For Continental Seeds And Chemicals Limited



Pravin Rastogi
Chairman and Managing Director
DIN: 01414608

Date: July 20, 2024
Place: New Delhi