



**Registered Office: DTJ-114, DLF Tower B, Jasola,
New Delhi-110025**
Tel: 011-45380810 Email: info@continentalseeds.co.in
Website: www.continentalseeds.co.in
CIN: L01111DL1983PLC015969

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the Members of Continental Seeds and Chemical Limited will be held on **Monday, 30th September 2024 at 04:00 P.M.** at DTJ-114, DLF Tower B, Jasola, New Delhi-110025, 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 ending March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Re-appointment of a Director

To appoint a Director in place of Mr. Pravin Rastogi (DIN: 01414608), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of the Section 152 of the Companies Act, 2013, Mr. Pravin Rastogi (DIN: 01414608), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Special Business:

Item No. 3 – Alteration in the Memorandum 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 13 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. III (A) of the Memorandum of Association of the Company by addition of Sub Clause no. 6(c)

“6 (c) To carry on the business of manufacturing, processing, and dealing in Active Pharmaceutical Ingredients (APIs), API Intermediates, Chemicals, Biosolvents, Pesticides Chemicals, and Agriculture Chemicals, including but not limited to the production, formulation, and sale of these products for industrial, commercial, and research purposes, and to engage in the trading of coal and any other activities related or ancillary thereto”

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.”

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: 06/09/2024

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 function as a proxy on behalf of members not exceeding fifty and holding taken together 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 function 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 Monday, 23rd September 2024 to Monday 30th September 2024 (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 at 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
9. 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.
10. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case shares are in demat form members are requested to update their bank details with their depository participant.

The equity share capital of the company is held by 306 shareholders; all the shares of the company are in dematerialised form. The shareholders having shares in physical form are requested to dematerialize the shares at the earliest.

10. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
11. Any member requiring further information on the Accounts at the meeting is requested to send the queries in writing to Mr. Utpal Tandon as the Chief Financial Officer (CFO), at least one week before the meeting.
12. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings, respectively.
13. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during normal business hours on any working day except Saturdays, up to the date of the meeting.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company/Registrar.
15. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar, for consolidation into a single folio.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Annual Report including audited financial statements for the financial year 2023-24 including notice of 40th AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
In case you have not registered your email id with depository or RTA you may registered your email id in the following manner.

Physical Holding	Send a signed request 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) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

17. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director's seeking appointment/re-appointment is annexed to the notice.

ANNEXURE TO NOTICE OF AGM

A. Details of the Directors seeking appointment/ re-appointment in forthcoming Annual General Meeting [In pursuance to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Statement as per Schedule V (third proviso of Section II of Part II) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India]

Serial No.	Name of the Director	Mr. Pravin Rastogi
1.	DIN	01414608
2.	Date of Birth and Age	28/08/1979 45 Years
3.	Nationality	Indian
4.	Date of appointment on Board	01/12/2011
5.	Qualification & Expertise in specific functional area / Background details /Job profile and his suitability	Bachelor's degree in commerce (B.com) He is having 18 years of Experience in in the field of agro-farming, seeds processing and related filed.
6.	No. of shares held in the Company	5651391
7.	Expertise in Specific Functional Area	Agro-farming, seeds processing and related field
8.	List of other listed Companies in which Directorships held as on 31st March, 2023	Nil
9.	Disclosure of relationship between Director's interest/Managerial Personnel	Ms. Nidhi Gupta (Sister)

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

Item No.3

The Board of Directors of the Company has proposed the addition of a new object clause to the Memorandum of Association to include the business of manufacturing Active Pharmaceutical Ingredients (API) and API intermediates. This addition will enable the Company to expand its business operations into the pharmaceutical sector, specifically targeting the production of APIs and their intermediates.

Impact on the Company:

The proposed addition to the object clause will:

Enable the Company to legally undertake activities related to the manufacturing of APIs and API intermediates. Allow the Company to enter into agreements, contracts, and business transactions related to the pharmaceutical sector. Provide the Company with the necessary legal basis to apply for relevant licenses and permits required for API manufacturing.

Approval Required:

The pharmaceutical industry is experiencing significant growth globally, driven by increased healthcare needs and advances in medical science. By entering the API manufacturing sector, the Company aims to tap into this expanding market and diversify its revenue streams. The addition of this object clause aligns with the Company's strategy to broaden its business portfolio. It will provide the Company with the flexibility to engage in the manufacturing, marketing, and sale of APIs and API intermediates, which are essential components in drug formulation. Manufacturing APIs and API intermediates is a strategic move that complements the Company's existing business operations and leverages its expertise and resources. This will also enhance the Company's competitive position in the pharmaceutical industry. The inclusion of this object clause is in compliance with the regulations and guidelines set forth by regulatory authorities in the pharmaceutical sector. It will enable the Company to establish a framework for manufacturing and exporting APIs in accordance with industry standards and regulations.

The addition of this object clause requires the approval of the shareholders of the Company through a special resolution at the forthcoming Annual General Meeting (AGM). The Board of Directors recommends the approval of this resolution to facilitate the Company's strategic growth and diversification into the pharmaceutical sector.

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: 06/09/2024

Place: New Delhi

Statement as required under Schedule V of the Companies Act, 2013

I. General Information

1. Nature of Industry:

Our Company is engaged in the business of developing, processing, grading, and supplying of all kinds of agricultural foundation and certified seeds and trading of Mentha Oil. Our Company is engaged in the entire process of processing varieties of seeds, foundation seed and processing of the same into certified seeds.

2. Date or expected date of commencement of commercial production:

The Company was incorporated as a Private Limited Company under the Companies Act, 1956 on June 22, 1983 and the Certificate of Commencement of Business was granted. Since then, the Company commenced its business.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(Rs. in Lacs)

1. Financial Performance based on given indicators	Year ending 31.03.2024.
	Sales Turnover 9,767.91
	Capital Employed 1,753.36
	Net worth 1,268.97
	Profit after tax 66.61
2. Foreign Investments or Collaborations, if any	Not Applicable

II. Information about the Appointee:

Mr. Pravin Rastogi

1) Background Details	Mr. Pravin Rastogi: aged 45 years, is Promoter and Chairman and Managing Director of our Company. He holds a bachelor's degree in commerce. He has 18 years of Experience in the field of agro farming, seeds processing and related fields. He looks after the day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides the company in its growth strategies. He has been on the board of Company since December 2011.
2) Past Remuneration	Remuneration comprises of salary, perquisites, retirement benefits and commission the details of which are: (Rs. Lacs) 2023-24 Basic Salary and allowances: 15.00 PF & Perquisites : 00.00 Commission : 00.00 Total : 15.00
3) Recognition or Awards	None
4) Job Profile and Suitability	He is Promoter and Chairman and Managing Director of our Company. He has 18 years of Experience in the field of agro farming, seed processing and related fields. Hence his expertise will be useful for the company
5) Remuneration proposed.	There is no change in remuneration.

<p>6) Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).</p>	<p>Remuneration package is commensurate with his competence, wide experience, and responsibility in the Company and with remuneration paid by comparable companies for similar positions.</p>
<p>7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</p>	<p>Ms. Nidhi Gupta (Sister)</p>

III. Other Information

1. Reasons for inadequate profits

Industrial and Economic slowdown is the major reasons for the inadequate profits.

2. Steps taken or proposed to be taken for improvement.

The company is exploring to venture into new related segments to widen the market.

3. Expected increase in productivity and profits in measurable terms.

Even though the current industry situation is turning out to be stressful, but our company is increasing the turnover and transaction for the better profits. Also, the exploration of new ventures is to be seen in a positive light.

IV. Disclosures

1. All elements of remuneration package such as salary, benefits, bonuses, stock option, pension, etc.

The information and disclosures of the remuneration package of the Chairman and Managing Director have been mentioned in the Annual Report in the Corporate Governance Report and the proposed remuneration details are given in the notice in and the Explanatory Statement.

2. Details of fixed component and performance linked incentives along with the performance criteria

The Chairman is only entitled to commission in addition to the salary, perquisites and allowances, as mentioned above, with reference to the net profit of the Company in a particular financial year as may be determined by the Board of Directors at the end of each financial year subject to the overall ceilings as stipulated in Section 197 and all other applicable provisions of the Companies Act, 2013.

3. Service Contract, notice period, Severance fees.

The information has been mentioned in the Annual Report in the Corporate Governance Report and the proposed remuneration details are given in the notice in the Explanatory Statement. He satisfies the conditions set out under section 196(3) of the Act for being eligible for his appointment and he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

4. Stock option details if any.

The Company does not have any stock option scheme.

ATTENDANCE SLIP

Please fill out the 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 40th Annual General Meeting of the Company held on **Monday, 30th September 2024 at 04:00 P.M.** at the Registered Office of the company on Fourth Floor, DTJ-114, DLF Tower B, Jasola New Delhi 110025.

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 **40th Annual General Meeting of the Company**, to be held on **Monday, 30th September, 2024 at 04:00 P.M** at DTJ-114, DLF Tower B, Jasola New Delhi 110025 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 2024, the reports of the Board of Directors and Auditors thereon;		
2.	Regularize the appointment of Mr. Pravin Rastogi		
3.	Alteration in the Memorandum of Association of the Company		

Signed this..... day of.....2024

Signature of Shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

NOTES:

1. This form of Proxy 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 function 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 function as a proxy for any other person or shareholder.
- *4. This is only optional. Please put an '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

