



तराई बीज

**CONTINENTAL SEEDS AND CHEMICALS LIMITED**

**CIN: L01111DL1983PLC015969**

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

**E-mail: [info@continentalseeds.co.in](mailto:info@continentalseeds.co.in); Website: [www.continentalseeds.co.in](http://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 SATURDAY, 30<sup>TH</sup> NOVEMBER, 2024 AT 10.00 AM AT REGISTERED OFFICE: DTJ-114, DLF TOWER B, JASOLA NEW DELHI 110025 TO TRANSACT THE FOLLOWING BUSINESS:-**

**SPECIAL BUSINESS**

**Item No. 1 To approve the appointment of M/s. Ajai shanker & Company, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy and fix their remuneration:**

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

“RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Ajai shanker & Company. (Firm Registration No.: 002707C), be and are hereby appointed as the Statutory Auditors of the Company on such remuneration and out of pocket expenses as may be determined by the Board, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s. PMAS & Associates LLP, Chartered Accountants and they shall hold the till the conclusion of ensuing Annual General Meeting to be held in the year 2025 .

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.

**Item No. 2 To Approve Increase in Remuneration of Mr. Praveen Rastogi (DIN-01414608), Managing Director of the Company.**

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 196, 197, 203 and Schedule V to the Companies Act, 2013 ("the Act") read with Schedule V and other applicable provisions, if any, of the Act and Companies (Appointment and Remuneration to Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) and pursuant to the recommendation of Nomination & Remuneration Committee, approval of members of the Company be and is hereby accorded for upward revision in payment of remuneration amounting to Rs. 36,00,000 (Thirty-Six Lakhs) per annum to Mr. Praveen Rastogi Managing Director (DIN-01414608) of the Company with effect from November 01, 2024 till the remaining of duration of his tenure, provided that such variation or increase as per the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign, execute all such documents and to do all such acts, deeds and things which may be necessary to bring into effect the above resolution.”

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



**Praveen Rastogi  
Managing Director  
DIN: 01414608**

**Date: 08<sup>th</sup> November, 2024  
Place: New Delhi**

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY SHALL NOT VOTE EXCEPT ON A POLL. A PERSON CAN ACT AS PROXY FOR AND ON BEHALF OF A MAXIMUM OF FIFTY (50) MEMBERS NOT HOLDING, IN AGGREGATE, MORE THAN TEN PERCENT OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL PAID-UP SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING ('EGM') IS ENCLOSED HEREWITH. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business is annexed hereto and forms part of the notice.
3. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the General Meeting.
4. Members / Proxies should fill in the attendance slip for attending the Meeting. Proxies form as prescribed under the Companies Act, 2013 is enclosed.
5. All documents referred to in the accompanying Notice and Explanatory Statement are open and available for inspection at the Registered Office of the Company on all working days between 10:00 a.m. and 1:00 p.m., up to the date of this Meeting. The aforesaid documents will also available for inspection at the General Meeting.
6. The route map showing directions to reach the venue of the General meeting is annexed.

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

Items No. 1 To approve the appointment of M/s. Ajai shanker & Company, Chartered Accountants as the Statutory Auditors

M/s. PMAS & Associates LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company in Annual General Meeting of the Company held on and who shall hold office up to the Financial Year ended 31<sup>st</sup> March 2027 . However, M/s. PMAS & Associates LLP vide their letter dated November 06, 2024 have resigned as the Statutory Auditor of the Company due to other professional commitments and assignments reasons.

This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Further, as per the provisions of Section 139 (8) of the Companies Act, 2013, Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

Accordingly, the Audit Committee and the Board of Directors of the Company at their respective meetings held on November 07, 2024 recommended the appointment of M/s. Ajai shanker & Co, LLP Chartered Accountants, (Firm Registration No. 002707C), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. PMAS & Associates LLP and shall hold office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and they shall conduct the Statutory Audit for the financial year ending on March 31, 2025.

M/s. Ajai shanker & Co Chartered Accountants, Chartered Accountants, (Firm Registration No. 002707C) have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an ordinary resolution. None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Items No. 2

To Approve Increase in Remuneration of Mr. Praveen Rastogi Managing Director of the Company .

Your Board of Directors wish to inform you that by considering the contribution of Mr. Praveen Rastogi, Company has made immense progress and under his leadership, guidance and his skills of operational planning served the Company to overcome the future hardship and made immense growth, further as per the recommendation of Nomination and Remuneration Committee, the Board

at its Meeting held on November 07, 2024 approved the increase in payment of remuneration of Mr. Praveen Rastogi Managing Director of the Company with effect from November 01, 2024 till the remaining of duration of his tenure on the terms and condition enumerated in the resolution. Reference to the provision of Section 196, 197 and 203 of the Companies acts, 2013, read with schedule V to the Companies act 2013.

Mr. Praveen Rastogi being the Whole time Director of the Company is concerned or interested in the said resolution.

**Additional information pursuant to Secretarial Standard and Companies Act, 2013 is given below:**

<b>Serial No.</b>	<b>Name of the Director</b>	<b>Mr. Praveen Rastogi</b>
1.	DIN	<u>01414608</u>
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 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.	Expertise in Specific Functional Area	Agro-farming, seeds processing and related field
7.	Remuneration Details	The Total Remuneration Payable including all benefits Rupees 36 Lakhs p.a.
8.	List of other listed Companies in which Directorships held as on 31st March, 2024	Nil
9.	Disclosure of relationship between Director's interest/Managerial Personnel	Ms. Nidhi Gupta (Sister)

**ATTENDANCE SLIP**

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

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

Name and address of the Shareholder

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Name and address of the Proxy holder

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I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on **Saturday, 30<sup>th</sup> November, 2024 at 10:00 A.M.** at the Registered Office of the company at Fourth Floor, DTJ-114, DLF Tower B, Jasola New Delhi 110025.

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Signature of Shareholder

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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 **Extra Ordinary General Meeting of the Company**, to be held on **Saturday, 30<sup>th</sup> November, 2024 at 10:00 A.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 approve the appointment of M/s. Ajai shanker & Company, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy and fix their remuneration;		
2.	To Approve Increase in Remuneration of Mr. Praveen Rastogi, Managing Director 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 in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*4. This is only optional. Please put a 'X' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all joint holders should be stated

**MAP TO REACH VENUE FOR EGM OF CONTINENTAL SEEDS AND CHEMICAL LIMITED**

