

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra -Ordinary General Meeting of the members of **M/s CONTINENTAL SEEDS AND CHEMICALS LIMITED** will be held on Tuesday 4th February, 2020 At 11:00 A.M at the registered office of the **A-33, Upper Ground Floor, FIEE Complex Okhla Industrial Estate, PHASE II New Delhi 110020** to consider and transact the following business:-

SPECIAL BUSINESS:

Resolution No.1 – Issue of Bonus Shares

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

RESOLVED THAT in accordance with Section 52, 63 and other applicable provisions, if any, of the Companies Act, 2013 and the recommendation of the Board of Directors and relevant provisions of the Articles of Association of the Company and subject to the guidelines/regulations issued by the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines including those issued by Reserve Bank of India and such other regulatory authority(ies) concerned, from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested while granting such approvals and such approvals as may be required in this regard, the consent and approval of the members be and is hereby accorded to the Board of Directors of the Company, for capitalization of such an amount from the Capital Reserve as may be considered necessary by the Board for the purpose of issue of bonus shares of face value of Rs. 10/- each, at par to be allotted, distributed and credited as fully paid up shares to the members of the Company whose names appear in the Register of Members on such date (herein after referred to as Record date) as may be fixed by the Board of Directors in this regard, in the proportion of One (1) equity shares for every 1.5 (One and Half) equity shares held by them respectively as on the Record Date.

RESOLVED FURTHER THAT the issue and allotment of new fully paid-up Equity Shares as Bonus Shares to the extent that they relate to non-resident members of the Company shall be subject to the approval of the Reserve Bank of India and any other regulatory authority as may be necessary.

RESOLVED FURTHER THAT the Bonus Shares to be issued as fully paid up Equity Shares are subject to the Memorandum and the Articles of Association of the Company and shall rank in all respects pari-passu with the existing fully paid up Equity Shares of the company.



RESOLVED FURTHER THAT if as a result of computation of bonus entitlements, any member becomes entitled to a fraction of new Equity Shares to be allotted as Bonus Shares, the Company shall not issue any certificate in respect of such fractional shares but the total number of such new Equity Shares representing such fractions shall be allotted by the Board to a person(s) to be appointed by the Board who would hold them as trustee for the members who would have been entitled to such fractions in case the same were issued and such person(s) shall hold the said shares so allotted to them in trust and will as soon as possible sell such Equity Shares allotted at the prevailing market rate and the net sale proceeds of such shares after adjusting the cost and the expenses in respect thereof be distributed among such members who are entitled to such fractions in the proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT no letter of allotment will be issued in respect of the Bonus Shares and in case of Members who hold shares in dematerialized form, the bonus shares shall be credited to the respective beneficiary accounts held by the Members with their respective Depository participants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question or difficulty that may arise in relation thereto, decide the exact number of Bonus Shares to be issued based on the paid up capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to a Committee of Directors and / or Company Secretary or any other officer(s) of the Company, as may deem fit or desirable and their decision shall be final and binding.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary be and is hereby authorized to take all steps as may be necessary with regard to the issue, allotment and distribution of the new Equity Shares as bonus shares as they may in their absolute discretion deem fit.

Resolution No.2 Increase in Authorised Share Capital

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 provision of Sub Section(1) of Section 61,64 and other applicable provisions, if any , of the Companies Act 2013 ,the consent of the Board of Directors be and is hereby accorded, to increase the Authorised Share Capital of the Company from Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs Only)



equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs Only) equity shares of Rs. 10/- (Rupees Ten only) each and the share so created shall rank pari passu with the existing equity shares of the company .”

Resolution No.3 Alteration in the Capital Clause of Memorandum of Association

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 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Board of Directors of the Company be and is hereby accorded, for substituting **Clause V** of the Memorandum of Association of the Company with the following clause.”

V “The authorised share capital of the company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs Only) equity shares of Rs. 10/- (Rupees Ten only) each.”

FURTHER RESOLVED THAT any of the Director of the Company be and is hereby authorised to sign, execute, move and file necessary documents and do all the necessary acts w.r.t. the above.

By order of the Board
For Continental Seeds and Chemicals Limited



Pravin Rastogi
Managing Director
DIN: 01414608

Address: - M-73 B, 1st Floor, Malviya Nagar,
New Delhi 110017



Date: 09/01/2020

Place: New Delhi



NOTES:

1. A Member of the company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. A blank form of the proxy is enclosed. The instrument appointing the proxy should, however, be deposited at the registered office of the company duly completed not later than forty eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. Members are requested:
 - i) to kindly notify the change of address, if any, to the Company/ their Depository Participant.
 - ii) to bring their attendance slip along with their copy of the Annual Report in the Meeting.
 - iii) to deposit the duly completed attendance slip at the Meeting.
4. 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.






EXPLANATORY STATEMENT

(Pursuant to Sec.102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act 2013, the following Explanatory statement sets out all material facts relating to the business mentioned in the notice.

ITEM NO. 1: Issue of Bonus Shares

The equity shares of the Company are listed and traded since April 2018 on the SME platform of the National Stock Exchange (NSE). The members have been updated about the operations and performance of the company through regular disclosures and compliances.

The company has Capital Reserves amounting to Rs. 5,03,18,114 as on 31st March 2019 and the amount as required for capitalization for the Bonus Issue be applied from any or both of the above mentioned accounts for issuance of fully paid up bonus shares in the ratio 1.5:1.

In order to reward the members, the Board of Directors of the Company at their meeting held on 9th January, 2020 has recommended the issue of Bonus shares in the ratio of 1.5:1 i.e. 1 bonus equity shares of Rs. 10 each at par fully paid up for every 1.5 fully paid up equity shares held by the Members subject to approval of the members and such other authorities as may be necessary. The issue of Bonus shares by capitalization of Capital Reserves is authorized by the Articles of Association of the Company.

The record date for determining the eligibility of the members to receive the said bonus shares will be fixed by the Board of directors.

The Board of Directors recommends the passing of Item No. 1 of the Notice as an Ordinary Resolution with the approval of the Members.

None of the promoters, directors, managers, key managerial personnel of the Company or their relatives are interested in the resolution(s) No. 1 of the accompanying Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 2: Increase in Authorised Share Capital

The Present Authorized Share Capital of the Company 6,50,00,000/- (Rupees Six Crores Fifty Lacs Only) divided into 65,00,000 (Sixty Five Lacs Only) equity shares of Rs. 10/- (Rupees Ten only) each and the Company intends to expand its business activities for which the present capital seems to be insufficient, hence the Board of Directors considered the matter and proposed the increase in Authorized Share Capital to RS. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs Only) equity shares of Rs. 10/- (Rupees Ten only) each).

None of the Directors, Key Managerial Personnel and its relatives are concerned or interested in the proposed resolutions except to the extent of their shareholding in the Company.



ITEM NO. 3: Alteration in the Capital Clause of Memorandum of Association

In order to reflect the increase authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company must be amended.

A draft of the amended Memorandum of Association with the following Clause V was tabled and initialled for discussion:

V "The authorised share capital of the company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore Twenty Lacs Only) equity shares of Rs. 10/- (Rupees Ten only) each."

As Per section 13 of Companies Act, 2013, the alteration of the memorandum of association of the Company requires the approval of shareholders. The Board now seeks the approval of shareholders for the same.

None of the Directors, Key Managerial Personnel and its relatives are concerned or interested in the proposed resolutions except to the extent of their shareholding in the Company.

Manu Ranta

