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केमिकल्स लिमिटेड



Continental Seeds And
Chemicals Limited

NOTICE OF POSTAL BALLOT

To,
The Members

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and any other rule as may be applicable]

NOTICE IS HEREBY GIVEN that the following resolution is circulated for approval of the members of the Company, to be accorded by means of Postal Ballot, as per provisions under section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014 and any other Rule as may be applicable for the proposed resolution as set out below and subject to the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2018, including any statutory modification, enactment thereto for the time being in force. The Explanatory Statement stating all material facts and the reasons for the proposed Resolutions is also appended hereto for your consideration.

The Company has appointed Ms. Manju Laur, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Members may note that as required under the provisions of Section 108, 110 and other applicable rules in this regards, and in accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide electronic voting ('e-voting') as an alternative to its Members to enable them to cast their votes electronically instead of dispatching the Postal ballot Forms by post. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to members of the Company. It may be noted that e-voting is optional. If a Member has voted through e-voting facility, he is not required to send the Postal Ballot Form physically. If a member vote through e-voting facility as well as sends his vote through the Postal Ballot Form, the vote cast through e-voting shall be considered and voting through Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link www.evotingindia.com from 9.00 A.M. on March 3, 2020 and ends on April 1, 2020 at 5.00.p.m. Please refer to the instructions given for e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out.

Members opting to vote through the Postal Ballot Form mode are requested to carefully read the instructions printed in the Postal Ballot Form (appended hereto) and return the form duly completed, so as to reach the scrutinizer before the close of working hours (i.e. 5.00 p.m. IST) on April 1, 2020 at C-17, Sector 3, Noida, Near Sector 16 Metro Station- 201301. Please note that any postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer shall submit his report to the Board/Chairman after completion of the scrutiny of the postal ballot but not later than April 2, 2020. The results of the voting by postal ballot will be announced on April 2, 2020 and same will be submitted to the National Stock Exchange of India Limited on which the Company's Equity Shares are listed. The results of the postal ballot will be uploaded on the website of the Company www.continentalseeds.co.in. The day on which results of the postal ballot is announced by the Company would be the date on which the Special Resolutions are passed.

The Notice of Postal Ballot alongwith the Postal Ballot Forms shall also be available on the Company's website and on the website of the National Stock Exchange of India Limited – Emerge Platform.



SPECIAL BUSINESS

ITEM NO.: 1

To consider and if thought fit, to give ASSENT/DISSENT to the following resolution as a Special Resolution

"RESOLVED THAT pursuant to Chapter IX of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 and other applicable provisions of Companies Act, 2013 read with Rules and Regulations framed thereunder including any statutory modifications or re-enactment thereof for the time being in force and subject to the compliances with the norms and rules made by National Stock Exchange of India Limited (NSE Limited) in this regards and approval of the Stock Exchange or any other Regulatory Authority, the consent of the members of the Company be and is hereby accorded for migration of the Company from Emerge Platform of NSE Limited to Main Board of NSE Limited.

RESOLVED FURTHER THAT Mr. Pravin Rastogi, Managing Director (DIN: 01414608) or any other Director of the Company be and is hereby authorized severally / jointly to liaison or otherwise deal with any government, semi-government authority or any other regulatory authorities including but not limited to National Stock Exchange Limited, Registrar of Companies, Securities and Exchange Board of India etc. and to sign, certify, endorse or otherwise execute any documents including the application to be submitted with Stock Exchange for obtaining the In-Principal Approval and Listing Approval in relation to migration of Company from Emerge Platform of NSE Limited to Main Board of NSE Limited.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds, actions, matters and things as it may, in its discretion, deem necessary, to give effect to the aforesaid resolution, without being required to seek any further consent or approval of members or otherwise and that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Date: February 27, 2020

Place: Delhi

By order of the Board
For Continental Seeds And Chemicals Ltd

Pravin Rastogi
Managing Director
DIN: 01414608

Note:

1. An explanatory statement and reason for the proposed special business pursuant to section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. The Notice is being sent to all the members electronically, whose names appear in the register of members/Record of Depositories as on February 21, 2020.
3. The members whose names appear in the register of members/ record of depositories as on February 21, 2020 will be considered for voting.
4. Voting period commences from 9.00 A.M. on March 3, 2020 and ends during the working hours before 5.00 P.M on April 1, 2020.
5. The Directors has vide Board resolution dated February 27, 2020 has appointed Ms. Manju Laur, Practicing Company Secretary, Delhi as a Scrutinizer for conducting Postal Ballot process in a fair and transparent manner.
6. Resolutions passed by the members through Postal Ballot are deemed to have been passed at a General Meeting of the members.
7. The members are requested to carefully read the instruction printed in the attached Postal Ballot Form. Any Postal Ballot Form received after the said date shall be treated as if reply from the member has not been received.
8. **The instructions for shareholders voting electronically are as under:**

The instruction for the shareholders for e-voting are as under:

(a) In case of Shareholders receiving e-mail from NSDL:

- (i) Open e-mail and open the PDF file viz, "CONTI-remote e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>;
- (iii) Click on Shareholder - Login;
- (iv) Insert user ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with the new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- (vi) Home Page of e-Voting opens. Click on e-Voting: Active E-voting Cycles;
- (vii) Select "EVEN" (e-voting even number) of "Continental Seeds and Chemicals Limited";
- (viii) Now you are ready for e-Voting as Cast Vote page opens;
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (x) Upon confirmation, the message "Vote cast successfully " will be displayed;
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote;
- (xii) For the votes to be considered valid, the Institutional shareholders (other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution /Authority Letter etc. to the Scrutinizer through e-mail at csmanjulaur@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving Postal Ballot Form in Physical Form:

- (i) Initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(c) 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 Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

(d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

(e) Members who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available.



**ANNEXURE TO THE NOTICE
STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Explanatory Statements Pursuant To Section 102 Of The Companies Act, 2013 (Corresponding To Section 173 Of The Companies Act, 1956) and section 192A of the Companies Act, 1956, Sets Out All Material Facts Relating to The Special Business Mentioned In The Accompanying Notice.

ITEM NO. 1.

Our Company is current listed on Emerge Platform of National Stock Exchange of India Limited (NSE Limited) with the Post Issue Paid-Up Capital of Rs. 10,00,28,080/-. The Company got listed on Emerge Platform of NSE Limited on April 3, 2018.

Further, as per the criteria of migration as laid down by NSE Limited, the Company qualifies the criteria in relation to the Paid-up Capital, which shall be above 10 Crores. However, the criteria for minimum continued listing of 2 years on Emerge Platform is not met as on the date of this Notice, but the Board of Directors of the Company have decided to make the application for migration to Main Board of NSE Limited on or after April 2, 2020, that is after the completion of 2 years of listing on Emerge Platform.

The Board of Directors of the Company is of the view that Migration to main board shall act as an important channel to foster the growth and development of the Company with greater visibility and prominence. This may in turn help the stakeholders, majorly the shareholders of the Company at larger with higher valuation and attractive returns on their investment in the Company.

With due consideration to the aforesaid benefits, the Board of Directors of the Company have passed a resolution on February 27, 2020 for migration of company from Emerge Platform of NSE Limited to Main Board of NSE Limited.

In this regards, you are requested to grant your consent to the above special resolution as set out herein in the postal ballot notice of the Company.

The Board of Directors of the Company recommends the Resolution for your approval as Special Resolution.

None of the Director, Key managerial personnel or manager and their relatives is anyway concerned or interested in the aforesaid special resolution.

Date: February 27, 2020

Place: Delhi

By order of the Board
For Continental Seeds And Chemicals Ltd

Pravin Rastogi
Managing Director
DIN: 01414608

Encl: 1.) Postal Ballot Form



Postal Ballot No. _____

POSTAL BALLOT FORM
(To be returned to the Scrutinizer of the Company)

Serial No.:

1. Name & Address of the Sole/First named Shareholder as registered with the Company :
2. Name(s) of the joint Shareholder(s), if any, registered with the Company :
3. Registered Folio No./ DPID No* & Client ID No.* (*Applicable to investors holding shares in dematerialized form) :
4. No. of share(s) held :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through postal ballot for the business stated in the Postal Ballot Notice of the Company dated February 27, 2020 by conveying my/our assent or dissent to the said Special Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held by me	I/We assent To the resolution (For)	I/We dissent from the resolution (Against)
1.	Migration of Company from Emerge Platform of NSE Limited to Main Board of NSE Limited			

Place:

Date:

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD /PIN

Note:

1. Kindly read the instructions printed overleaf before filing the form
2. Last date for receipt of Postal Ballot Forms is Wednesday, April 1, 2020



INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer of the Company in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the shareholder will also be accepted.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. Duly completed Postal Ballot Form should reach the Scrutinizer of the Company on or before the close of working hours i.e. 5:00 pm on Wednesday, April 1, 2020. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder(s) has not been received.
4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a Board Resolution/Authority Letter.
6. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
7. A Shareholder need not use all the votes or cast all the votes in the same way.
8. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
9. The Company is pleased to offer e-voting facility as an alternate, to all the Members of the Company, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.