

NOTICE

Notice is hereby given that the Extraordinary General Meeting of the Members of **Saffire Crop Science Private Limited** will be held at shorter notice on Wednesday, April 07, 2021, at 04:00 PM at B-95, Wazirpur Industrial Area, Delhi-110052, to transact the following businesses:

I. Special Businesses:

1. Enhancement of limits under section 186 of the Companies Act, 2013

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

“RESOLVED THAT in supersession to all the earlier resolutions passed by the Shareholders in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force), the consent of the members of Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”), for making investment(s) from time to time in acquisition of securities of any other body corporate by way of subscription, purchase or otherwise or for giving loans to any persons or other body corporate, or for giving guarantees or providing securities in connection with a loan to any other body corporate or person, as may be considered appropriate for an amount not exceeding Rs. 60,00,00,000/- (Rupees Sixty Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and to file necessary e-forms with Registrar of Companies or with any other regulatory authority(ies) as may be required in the aforesaid matter.”

2. Extension of retainership agreement of Mr. Nitin Kumar Aggarwal, Managing Director of the Company as a Consultant (on retainership basis)

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

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with rule 15(3)(b) of Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any (including any statutory modification(s), amendments, or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for engaging Mr. Nitin Kumar Aggarwal, Managing Director of the Company as consultant (on retainership basis) to avail consultancy services for a period starting from April 01, 2021 to March 31, 2022 on the terms and conditions as follows-

S.no	Particulars	Details
1	Name of related party and nature of relationship	Mr. Nitin Kumar Aggarwal, Managing Director. To engage Mr. Nitin Kumar Aggarwal, Managing Director of the Company as consultant (on retainership basis) for availing consultancy services.



2	Nature, Duration and particulars of contract	To engage Mr. Nitin Kumar Aggarwal, Managing Director of the Company as consultant (on retainership basis) effecting from April 01, 2021 to March 31, 2022.
3	Material Terms of contract / arrangement	<p>i) Period of Appointment: April 01, 2021 to March 31, 2022</p> <p>ii) Consultancy Fee:</p> <p>a) Annual Fee: Rs 42,00,000/- (Rupees Forty-Two Lakh only).</p> <p>b) Half Yearly Incentive: Rs 2,50,000/- (Two Lakh Fifty Thousand only) to be paid on half yearly basis.</p> <p>c) Yearly Performance Incentive: Rs 7,00,000/- (Rupees Seven Lakh only).</p> <p>d) Yearly Additional Incentive: Rs 6,00,000/- (Rupees Six Lakh only).</p> <p>iii) Others This engagement may be terminated by Mr. Nitin Kumar Aggarwal or the Company by giving prior written notice of 30 days of such termination or by paying monthly fee in lieu of notice period.</p>
4	Advance paid / received	Nil
5	Manner of determining pricing and other commercial terms	The proposed payment for such engagement is as per prevailing industry standards.
6	Whether all factors relevant have been considered	All relevant factors have been placed before the Board members.
7	Any other relevant information	All material information has been placed before the Board members.

RESOLVED FURTHER THAT the Board, be and are hereby severally authorized to review and determine from time to time, the term of holding of the said office or place of profit of Mr. Nitin Kumar Aggarwal, and to do all such necessary acts, deeds, matters and things as are required to be done in this regard including execution of agreement, supplementary / addendum or any other documents in this regards and filing of the necessary documents and forms with the Registrar of Companies and make necessary entries in the statutory registers.”

By Order of the Board of Directors
For Saffire Crop Science Private Limited





Sumet Sood
Director
(DIN: 06934358)

Address: B-95, Wazirpur Industrial Area,
Delhi 110052

Date: April 07, 2021
Place: Delhi

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING.
2. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, in respect of the special business is annexed herewith and forms part of the notice.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, Article of Association of the Company and all other relevant documents referred in the accompanying Notice and in the Explanatory Statement can be inspected by the members of the Company at its Registered Office of the company on all working days (Monday to Friday) between 09:00 AM and 06:00 PM upto the date of Extra Ordinary General Meeting and will also be available for inspection at the meeting
5. 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.
6. A Route Map along with prominent landmark for easy location to reach the venue of Extra-Ordinary General Meeting is annexed to the notice.
7. Members/Proxies/Authorized Representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
8. The Letter seeking approval of shareholders to convene this Extra-ordinary General Meeting at shorter notice Wednesday, April 07, 2021, at 04:00 PM at B-95, Wazirpur Industrial Area, Delhi-110052, is attached herewith and the Members are requested to duly sign and provide the same.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to increase the overall limit for making investments, granting loan and guarantees to other bodies corporates from Rs.30,00,00,000/- (Rupees Thirty Crore only) to Rs. 60,00,00,000/- (Rupees Sixty Crore only).

In accordance with the provisions of Section 186 of the Companies Act, 2013 (the "Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, for giving of any loan or guarantee or providing any security to any person or other body corporate and for acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, requires prior approval of Members by means of a Special Resolution to be passed at a general meeting.

The Board of directors in its meeting held earlier during the day has accorded its assent to enhance the aforesaid limits subject to the approval of shareholders.

In compliance of above applicable provisions of the Act, prior approval of the Members is being sought for enhancing the said limits. Hence, the Board of Directors of the Company recommends the resolution at Item No.1 of the Notice to be passed as Special Resolution.

Except to the extent of interest in shareholding of the Company held by Directors of the Company and their relatives, none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 2

Mr. Nitin Kumar Aggarwal, Managing Director of the Company, has been providing Consulting Services to the Company on retainership basis from April 01, 2019 to March 31, 2021 and the term of such retainership agreement was expired on March 31, 2021.

The Board of Directors of the Company in its meeting held earlier during the day, after considering his expertise and experience in the relevant field, has accorded its assent to extend the term of his services as Consultant (on retainership basis) for one (1) year i.e. with effect from April 01, 2021 to March 31, 2022.

The Board of Directors is of opinion that his engagement as consultant would be beneficial and in the best interest of the Company.

Pursuant to provisions of section 188 of the Act and rules made thereunder, the approval of the Shareholders is required for appointment of any related party to any office or place of profit in the Company.

Accordingly, prior approval of the Members of the Company is sought for appointment of Mr. Nitin Kumar Aggarwal, as Consultant (on retainership basis). The Board of Directors of the Company recommends the resolution at Item No. 2 of the Notice to be passed as Ordinary Resolution

None of the other Directors, and their relatives except Mr. Nitin Kumar Aggarwal and Mr. Ankur Aggarwal, is concerned or interested, financially or otherwise, in the resolutions.

The details pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2015 are



as follows-

- a) **Name of Related Party:** Mr. Nitin Kumar Aggarwal
- b) **Name of Director or Key Managerial Personnel who is related:** Mr. Ankur Aggarwal
- c) **Nature of Relationship:** Mr. Nitin Kumar Aggarwal is also holding the position of Managing Director in the Company.
- d) **Nature, material term, monetary value and particulars of the contract or arrangement:**
 - i. **Nature of Transaction:** Appointment as Consultant (on retainership basis).
 - ii. **Period of Appointment:** April 01, 2021 to March 31, 2022.
 - iii. **Consultancy Fee:**
 - a) Annual Fee: Rs 42,00,000/- (Rupees Forty-Two Lakh only).
 - b) Half Yearly Incentive: Rs 2,50,000/- (Two Lakh Fifty Thousand only) to be paid on half yearly basis.
 - c) Yearly Performance Incentive: Rs 7,00,000/- (Rupees Seven Lakh only).
 - d) Yearly Additional Incentive: Rs 6,00,000/- (Rupees Six Lakh only).
 - iv. **Others**

This engagement may be terminated by Mr. Nitin Kumar Aggarwal or the Company by giving prior written notice of 30 days of such termination or by paying monthly fee in lieu of notice period.

. By Order of the Board of Directors
For Saffire Crop Science Private Limited



A handwritten signature in blue ink, appearing to read "Sumeet Sood".

Sumeet Sood
Director
(DIN: 06934358)

Address: B-95, Wazirpur Industrial Area,
Delhi 110052

Date: April 07, 2021
Place: Delhi

ATTENDANCE SLIP

Name of the Company: Saffire Crop Science Private Limited

Registered Office: B-95, Wazirpur Industrial Area, Delhi 110052

CIN: U74999DL2017PTC319908; **Email:** investor@crystalcrop.com; **Telephone:** 011- 49007100

Extraordinary General Meeting of Members of Saffire Crop Science Private Limited dated Wednesday, April 07, 2021.

***DP ID Client ID No. /Folio No:**

No of Share(s) held.

Name of the Member/Proxy:

Address of the Member/Proxy:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I hereby record my/our presence at the Extraordinary General Meeting of the Company being held on Wednesday, April 07, 2021 at 04:00 PM at B-95, Wazirpur Industrial Area, Delhi 110052.

Signature of First holder/Proxy/Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

*Applicable for member holding shares in electronic form

Note(s):

- 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.*
- 2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.*



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014- Form No. MGT-11]

**SAFFIRE CROP SCIENCE PRIVATE LIMITED
(CIN: U74999DL2017PTC319908)**

Email: investor@crystalcrop.com; **Telephone:** 011-49007100;

Extraordinary General Meeting- Wednesday, April 07, 2021 at 04:00 PM

Name of the member(s):	
Registered Address:	
Email Id:	
Folio No/ Client Id:	
DP ID:	

I/ We, being the member(s) of _____ shares of Saffire Crop Science Private Limited, hereby appoint:

1) Name: _____

Address: _____

E-mail id _____ Signature _____ or failing him/her;

2) Name: _____

Address: _____

E-mail id _____ Signature _____ or failing him/her;

As my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, April 07, 2021 at 04:00 PM at B-95, Wazirpur Industrial Area, Delhi 110052 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional*	
		For	Against
Special Business			
1.	Enhancement of limits under section 186 of the Companies Act, 2013.		
2.	Extension of retainership agreement of Mr. Nitin Kumar Aggarwal, Managing Director of the Company, as a Consultant (on retainership basis)		

Signed thisday2021

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp of Rs. 1



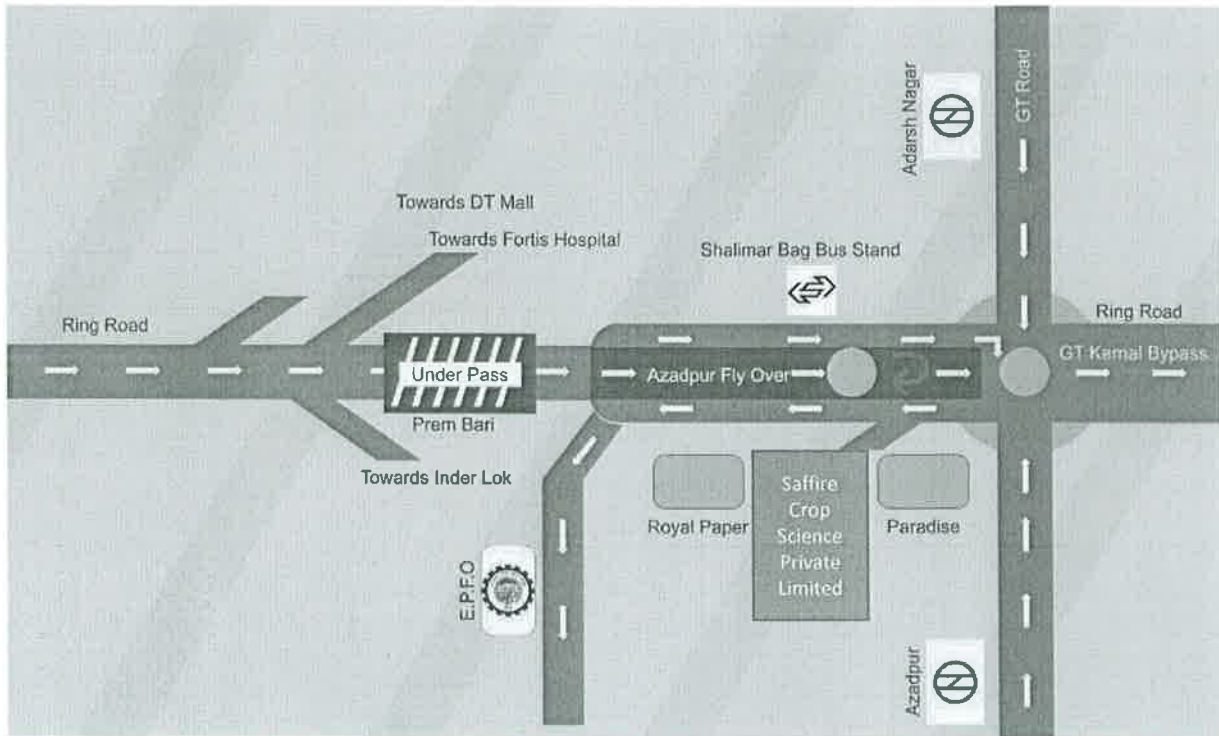
Notes:

- (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) *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (3) Please complete all details including details of member(s) in above box before submission.
- (4) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.



ROUTE MAP TO THE VENUE OF THE EXTRAORDINARY GENERAL MEETING

Venue: Saffire Crop Science Private Limited
B-95, Wazirpur Industrial Area, Delhi-110052



CONSENT BY SHAREHOLDER FOR SHORTER NOTICE

[Pursuant to section 101(1)]

CIN: U74999DL2017PTC319908

Name of the Company: Saffire Crop Science Private Limited

Registered Office: B-95, Wazirpur Industrial Area, Delhi-110052

I, _____, Shareholder of Saffire Crop Science Private Limited ("Company") and holding _____ Equity Shares of Rs. 10 Each __ (%) of the Company in my own name, hereby give my consent pursuant to Section 101(1) of the Companies Act, 2013, to hold Extraordinary General Meeting of the Company on Wednesday, April 07, 2021 at 4:00 PM or any adjournment thereof, at a shorter notice.

Signature:

Date: _____

Place: New Delhi

