

CRIMSUN ORGANICS PRIVATE LIMITED

CIN: U24299TN2016PTC111396

**Reg. Office Add: C- 9, C-10 & C-11 SIPCOT Industrial Complex
Kudikadu Cuddalore, Tamil Nadu 607005, India.**

Email ID: srp.crimsun@gmail.com

Phone: 04142-239777

NOTICE

NOTICE is hereby given that the 8th Annual General Meeting of the members of M/s Crimsun Organics Private Limited will be held on Friday, the 30th day of August 2024 at 05:00 p.m. through Video Conferencing at registered office of the Company at C- 9, C-10 & C-11, SIPCOT Industrial Complex, Kudikadu, Cuddalore, Tamil Nadu-607005, India in due compliance with General Circular No. 09/2023 dated 25/09/2023 issued by Ministry of Corporate Affairs to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2024 including Auditor's Report, Balance Sheet as at 31st March, 2024, Statement of Profit and Loss & Cash-flow for the year ended 31st March, 2024 on that date and the Reports of the Board of Directors and Auditors thereon.
2. To fix remuneration of M/s V.K. Thapar & Co, Chartered Accountants, (Firm Registration No. 1181N) as Statutory Auditor of the Company for F.Y. 2024-25.

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 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable, the consent of the shareholders be and is hereby accorded to authorize Mr. Savmit Grover, Nominee Director for fixation of remuneration to be paid to M/s V.K. Thapar & Co, Chartered Accountants, Statutory Auditors of the Company plus reimbursement of travelling and out of pocket expenses.”

SPECIAL BUSINESSES:

3. **To approve fixation of material Related Party Transactions limit for financial year 2024-25**

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

“WHEREAS the Company enters into Related Party Transactions from time to time on the basis of exigencies of business, at arm's length basis.

WHEREAS as a matter of good corporate practice, it is resolved to take the omnibus approval of shareholders for any such transactions.

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014 including any amendment thereto, the consent of the shareholders be and is hereby accorded for approval of the Related Party Transactions for financial year 2024-25 as tabled below:

Sr. No.	Name of Related Party involved	Nature / Category of transaction	Duration	Maximum Amount Involved (Rs. in Lacs)
1.	M/s Parijat Industries (India) Private Limited	Sales/Purchase/Services	2024-25	12500.00
2.	M/s Leeds Life Sciences Private Limited	Sales/Purchase/Services	2024-25	5000.00

RESOLVED FURTHER THAT the Chairman of the meeting or the Company Secretary of the Company be and are hereby severally authorized to ensure all the ROC compliances in this regard and to take necessary action/execute documents to bring this resolution into force.”

4. To appoint Mr. Sekhar Kavasseri Rajagopalan (DIN: 03168413) as Nominee Director on the Board of the Company

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

“**RESOLVED THAT** pursuant to Section 161 of the Companies Act, 2013, the relevant provisions of Companies (Appointment & Qualification) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded to appoint Mr. Sekhar Kavasseri Rajagopalan (DIN: 03168413) representative of M/s Parijat Industries (India) Pvt Ltd as Nominee Director on the Board of the Company with effect from 15th June 2024.

RESOLVED FURTHER THAT the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8 and Form MBP-1 disclosing interest of the Director as submitted by Mr. Sekhar Kavasseri Rajagopalan be and are hereby noted by the Board.

RESOLVED FURTHER THAT the Chairman of the meeting or the Company Secretary of the Company be and are hereby severally authorized to make all necessary applications, for the purpose of the appointment of Mr. Sekhar Kavasseri Rajagopalan as Nominee Director of the Company and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution. Further any Director of the Company is severally authorized for verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies and any other authority in this regard and to make necessary entry in the register of Directors.

RESOLVED FURTHER THAT a certified copy of the resolution signed by the Chairman, or the Company Secretary of the Company be given to anyone concerned or interested in the matter.”

5. To appoint Mr. Chetan Gulati (DIN: 07926815) as Nominee Director on the Board of the Company

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

“**RESOLVED THAT** pursuant to Section 161 of the Companies Act, 2013, the relevant provisions of Companies (Appointment & Qualification) Rules, 2014 and Articles of Association of the Company, the consent of Shareholders be and is hereby accorded to appoint Mr. Chetan Gulati (DIN: 07926815), nominated representative of M/s Parijat Industries (India) Pvt Ltd, as Nominee Director on the Board of the Company with effect from 3rd August 2024.

RESOLVED FURTHER THAT the consent for appointment as Director of the Company given in Form DIR-2, declaration in Form DIR-8 and Form MBP-1 disclosing interest of the Director as submitted by Mr. Chetan Gulati be and are hereby noted by the Board.

RESOLVED FURTHER THAT the Chairman of the meeting or Managing Director or the Company Secretary of the Company be and are hereby severally authorized to make all necessary applications, for the purpose of the appointment of Mr. Chetan Gulati as Nominee Director of the Company and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies and any other authority in this regard and to make necessary entry in the register of Directors.

RESOLVED FURTHER THAT a certified copy of the resolution signed by the Chairman of the meeting, or the Company Secretary of the Company be given to anyone concerned or interested in the matter.”

6. To appoint Mr. Soundrapandian Radhakrishnan (DIN: ____) as a Non-Executive Director on the Board of the Company

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

“**RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013, read with Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for time being in force) and other applicable provisions of the Companies Act, 2013, if any and the articles of association of the Company the consent of the Shareholders be and is hereby accorded for appointment of Mr. Soundrapandian Radhakrishnan (DIN: _____) to act as a Non-Executive Director on the Board of the Company with effect from 3rd August 2024.

RESOLVED FURTHER THAT the consent for appointment as Non-Executive Director of the Company given in Form DIR-2, declaration in Form DIR-8 and Form MBP-1 disclosing interest of the Director as submitted by Mr. Soundrapandian Radhakrishnan (DIN: _____) be and are hereby noted by the Board.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to make all necessary applications, for the purpose of the appointment of Mr. Soundrapandian Radhakrishnan as a Non-Executive Director of the Company and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution, including verifying, signing and filing, the prescribed e-Form DIR-12 with the relevant Registrar of Companies and any other authority in this regard and to make necessary entry in the register of directors.”

**By order of the Board
For Crimsun Organics Private Limited**

Date: 08.08.2024
Place: New Delhi

Anil Kumar Sachdeva
Company Secretary
M. No.: F11493

NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
2. Since this AGM will be held through Video Conferencing ('VC')/Other Audio-visual Means ('OAVM'), (a) Members will not be able to appoint proxies of the meeting, and (b) Attendance Slip and Route Map are not being annexed to this Notice.
3. The meeting shall be called through Video Conferencing or Other Audio-Visual means, in due compliance with General Circular No. 09/2023 dated 25/09/2023 issued by Ministry of Corporate Affairs.
4. The facility for VC/OAVM allows two-way teleconferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the email address of the Company.
5. The facility for joining the meeting through VC/OAVM shall be kept open 15 minutes before the time scheduled to start the meeting.
6. Appointment of proxies is not allowed. However, u/s 112 & 113 authorized representatives may be appointed to attend the meeting in terms of Circular No. 10/2021 dated 23/06/2021.
7. The members shall click on the link shared over their Email ID (i.e., Join Microsoft Teams Meeting) to join the meeting and in case of any error may contact Mr. Anil Kumar Sachdeva, at Email ID: anil.s@parijat.in or M: +91 98737-07481.
8. In case the voting is required through poll the Members shall convey their votes from their registered Email ID to Scrutinizer Email ID at csbharatbhatt2013@gmail.com.
9. The Notice calling this meeting shall also be placed on the Company's website <https://crimsunorganics.com/>.

ANNEXURE TO THE NOTICE

Explanatory Statement under section 102 of the Companies Act 2013 [“ACT”] and Explanation about reasons for passing of the resolution.

Item no. 3

The Board at its meeting held on 15th June 2024 approved the limits for all the material Related Party Transactions subject to the approval of the shareholders.

The Company enters into transactions with the Related Parties which are mentioned in resolution as item no. 3 and are material in nature. Hence, in compliance with the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) rules, 2014, the Company proposes to obtain approval of the shareholders by way of ordinary resolution for entering into the said material Related Party transactions in one or more tranches. It is also informed that the aforesaid transactions shall be entered on arm’s length basis.

Following Directors, Key Managerial Personnel or their relatives are interested in the below mentioned Related Party Transactions:

S. No.	Name of Related Party involved	Interested Directors, Key Managerial Personnel or their relatives	Nature of Relationship
1.	M/s Parijat Industries (India) Private Limited	Mr. Keshav Anand, Mr. Raj Deep Bhatia and Mr. Anil Kumar Sachdeva.	Holding Company
2	M/s Leeds Life Sciences Private Limited	Mr. Keshav Anand, Mr. Anil Kumar Sachdeva and Mr. Raj Deep Bhatia	Mr. Anil Kumar Sachdeva & Mr. Raj Deep Bhatia are Common Directors and Mr. Keshav Anand is Nominee Shareholder in Leeds Life Sciences Private Limited.

The Board of Directors recommends the resolution set forth in item no. 3 of this Notice for approval of the shareholders as an Ordinary Resolution.

Accordingly, approval of the members is being sought to pass the Ordinary Resolution as set out in the Notice.

None of the Directors, Key Managerial Personnel and their relatives, except as mentioned above, are concerned or interested, financially or otherwise, in the resolution.

Item No. 4

It is informed the Board of Directors in their Meeting held on 15th June 2024 considered and approved the appointment of Mr. Sekhar Kavasseri Rajagopalan (DIN: 03168413) as a Nominee Director of the Company on behalf of M/s Parijat Industries (India) Pvt Ltd with effect from 15th June 2024 pursuant to the Section 161 of Companies Act 2013 along with the rules made thereunder, each as amended (“Companies Act”), and Articles of Association of the Company.

Details of Director as per Secretarial Standards-2 are as under:

DIN	03168413
Date of Birth	10/07/1962
Age	62 years
Date of first appointment on the Board	June 15, 2024

Qualifications	<p>Mr. Sekhar is a highly accomplished professional with a strong academic and professional background. He completed his graduation from St. Xavier's College, Kolkata, followed by a Post Graduation Diploma in Business Administration.</p> <p>He is also a Certified Sustainability Professional and an esteemed member of the Graduate Competent Boards of Canada. He has further enriched his expertise by pursuing various prestigious courses, including the Advanced Management Program from the Indian School of Business, Kellogg, the Leadership Program from Harvard University, and Digital Marketing from ISB, Hyderabad.</p>
Expertise in specific functional areas	<p>Mr. Sekhar is the CEO / Managing Director of Bayer Vapi, where he initiated and spearheaded a transformative four-year program based entirely on the ESG model.</p> <p>Additionally, he works as an advisor to private equity firms, an investment banking firm, and two family-managed companies in the agro-chemical sector. In these roles, he advises on enhancing safety and manufacturing standards, improving profitability, and implementing ESG programs and reporting.</p> <p>His special projects encompass operational excellence, real estate deals, DEI, and CSR. He is skilled in business strategy, supply chain and strategic sourcing, ESG and sustainability, risk management, deals and issues resolution, leadership, CEO mentoring, and other interpersonal skills. He is passionate about driving lasting and meaningful change towards a sustainable world and making a meaningful impact on human lives.</p>
Terms and conditions of appointment	As per the appointment letter
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration sought to be paid: NIL Remuneration Last Drawn: NIL
Directorship in other companies	NIL
Membership of Committees/ Chairmanship in other Companies	NIL
No. of Board meetings attended during the year	N.A.
No. of shares held	NIL

In the opinion of the Board, Mr. Sekhar Kavasseri Rajagopalan fulfills the conditions specified in the Act and the Rules made there under for appointment as a Nominee Director and he is independent of the management. In compliance with the provisions of Section 161 of the Act read with rules made thereunder, the appointment of Mr. Sekhar Kavasseri Rajagopalan as a Nominee Director is now being placed before the Members in General Meeting for their approval.

The Board of Directors accordingly recommends the resolution set out at item no 4 of the accompanying notice for the approval of shareholders by passing "Ordinary Resolution". Therefore, Item No. 4 of this notice is circulated to the members for their approval as such.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Item: 5

It is informed the Board of Directors in their meeting held on 3rd August 2024 considered and approved the appointment of Mr. Chetan Gulati (DIN: 07926815) as a Nominee Director of the Company on behalf of M/s Parijat Industries (India) Pvt Ltd with immediate effect pursuant to the Section 161 of Companies Act 2013 along with the rules made thereunder, each as amended (“**Companies Act**”), and Articles of Association of the Company.

Details of Director as per Secretarial Standards-2

DIN	07926815
Date of Birth	08/10/1987
Age	36 years
Date of first appointment on the Board	August 03, 2024
Qualifications	Mr. Chetan is a B. Com. graduate and holds Certification in Accounting Technician.
Expertise in specific functional areas	Mr. Chetan has rich experience of more than 10 years in the field of accounting, income tax, GST and various statutory compliances including secretarial compliances.
Terms and conditions of appointment	As per the appointment letter
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration sought to be paid: NIL Remuneration Last Drawn: NIL
Directorship in other companies	He holds the Directorship in Parijat Fitness Private Ltd, Parijat Entertainment Pvt Ltd and Neelam Studios Pvt Ltd.
Membership of Committees/ Chairmanship in other Companies	NIL
No. of Board meetings attended during the year	N.A.
No. of shares held	NIL

In the opinion of the Board, Mr. Chetan Gulati fulfills the conditions specified in the Act and the Rules made there under for appointment as a Nominee Director and he is independent of the management. In compliance with the provisions of Section 161 of the Act read with rules made thereunder, the appointment of Mr. Chetan Gulati as a Nominee Director is now being placed before the Members in General Meeting for their approval.

The Board of Directors accordingly recommends the resolution set out at item no 5 of the accompanying notice for the approval of shareholders by passing “Ordinary Resolution”. Therefore, Item No. 5 of this notice is circulated to the members for their approval as such.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Item: 5

It is informed the Board of Directors in their Meeting held on 3rd August 2024 considered and approved the appointment of Mr. Soundrapandian Radhakrishnan (DIN:_____) as a Non-Executive Director of the Company with immediate effect pursuant to the Section 152 of Companies Act 2013 along with the rules made thereunder, each as amended (“**Companies Act**”), and Articles of Association of the Company.

Details of Director as per Secretarial Standards-2

DIN	
Date of Birth	08/01/1965
Age	59
Date of first appointment on the Board	03 rd August 2024
Qualifications	
Expertise in specific functional areas	
Terms and conditions of appointment	
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration sought to be paid: NIL Remuneration Last Drawn: NIL
Directorship in other companies	
Membership of Committees/ Chairmanship in other Companies	NIL
No. of Board meetings attended during the year	N.A.
No. of shares held	NIL

In the opinion of the Board, Mr. Soundrapandian Radhakrishnan fulfills the conditions specified in the Act and the Rules made there under for appointment as a Non-Executive Director and he is independent of the management. In compliance with the provisions of Section 152 of the Act read with rules made thereunder, the appointment of Mr. Soundrapandian Radhakrishnan as a Non-Executive Director is now being placed before the Members in General Meeting for their approval.

The Board of Directors accordingly recommends the resolution set out at item no 6 of the accompanying notice for the approval of shareholders by passing "Ordinary Resolution". Therefore, Item No. 6 of this notice is circulated to the members for their approval as such.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

**By order of the Board
For Crimsun Organics Private Limited**

Date: 08.08.2024
Place: New Delhi

Anil Kumar Sachdeva
Company Secretary
M. No.: F11493