

# CLASSIC GROWERS LIMITED

CIN: L01119WB1992PLC055908

68 A, "Karnani Estate", 2nd Floor, 209, A.J.C.Bose Road, Kolkata – 700 017.

Ph. No. (033) 2280-6879, E-mail: classicg@rediffmail.com

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## NOTICE

NOTICE IS HEREBY GIVEN THAT the **32nd Annual General Meeting** of the Members of the Company will be held at the Registered Office of the Company situated at **68A, Karnani Estate, 2nd Floor, 209, A.J.C. Bose Road, Kolkata-700 017 on Thursday, the 26th day of September, 2024 at 02.00 P.M.** to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement (including Consolidated Financial Statements like Balance Sheet, Statement of Profit & Loss, Cash Flow Statements and other Financial Reports) of the Company for the financial year ended **31st March, 2024** and the Report of the Auditors and Directors thereon.
2. To appoint a Director of the Company in place of Mr. Sandeep Agarwal (DIN: 00557801), who will retire by rotation and being eligible, offer herself for re-appointment.

### **SPECIAL BUSINESS**

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

Confirmation of Appointment of Mrs. Nupur Somani (DIN 09604391) as an Independent Director

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Nupur Somani (DIN 09604391), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 01/03/2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till February 28, 2029, and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Confirmation of Appointment of Mr. Pawan Kumar Tiwari (DIN: 03642702) as an Independent Director

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Pawan Kumar Tiwari (DIN 03642702), who was appointed as an Additional Director in the capacity of an Independent Director with effect from August 30, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till August 29, 2029, and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:  
68A, Karnani Estate, 2nd Floor,  
209, A.J.C.Bose Road, Kolkata-700 017

Date: 30th August, 2024

By Order of the Board of Directors  
For Classic Growers Ltd.

SD/-

Surya Prakash Maheshwari  
Company Secretary/Compliance Officer

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## NOTES

1. A member entitled to attend and vote at the AGM meeting is entitled to appoint a proxy to attend and vote in the meeting instead of himself/ herself and the proxy need not be a member of the Company. Proxies, in order to be effective must be received at the Company's Registered Office at 68A, Karnani Estate, 2nd Floor, 209, A.J.C.Bose Road, Kolkata-700 017, not less than 48 hours before the commencement of the Annual General Meeting.  
A person can act as a Proxy on behalf of members not exceeding 50 members and holding in the aggregate not more than 10% of the Total Share Capital of the Company.
2. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company the certified copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
3. Brief resume of Director including those propose to be appointed/re-appointed, nature of their expertise in specific functional area, names of Companies in which they hold directorship and membership/Chairmanship of Board Committees, shareholding and relationship in between Directors inter-se as stipulated Pursuant to Regulation 36 of the SEBI (Listing obligation and disclosures Requirement) Regulation, 2015.
4. Members, Proxies and Authorised representative are requested to bring their attendance slip along with their copy of Annual Report to 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. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.  
  
The Register of members and Share Transfer Books of the Company will remain closed from Friday, 20th September, 2024 to Thursday, 26th September, 2024. (both days inclusive).
7. The Board has not recommended any dividend to maintain strong reserve and appreciation in value of Shares.
8. Members holding shares in electronic form may note that bank particulars and any other details registered against their respective depository accounts will be used by the Company for any purpose. The Company or its Registrars and Transfer Agents, Niche Technologies Private Limited (the “Niche”) cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical forms are requested to advise any change in their address or bank mandates immediately to the Company/Niche.
10. A route map showing direction to reach the venue of the Annual General Meeting is annexed.

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11. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding share in physical form are required to submit their PAN details to the Company/Niche and or its Registrars & Share Transfer Agent.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. The Company has implemented the ‘Green Initiative’ as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notice/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding provisions of section 219 of the Companies Act, 1956). Members holding shares in electronic form are requested to keep their email addresses updated with the Depository Participants. Members holding shares in physical forms are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Member holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

## 15. **VOTING THROUGH ELECTRONIC MEANS**

I.) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

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II.) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again:

### III.) The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on Monday, 23rd September, 2024 (9:00 am) and ends on Wednesday, 25th September, 2024 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 19th September, 2024, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first 2 Characters of the Name in CAPITAL letter. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"><li>Please Enter the DOB or Bank Account Number in order to Login.</li><li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li></ul>

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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. “**CLASSIC GROWERS LTD.**” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

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- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (xx) Shareholders can also cast their vote using CDLS’S mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google play store. i phone and windows phone users can download the app from the app store and the windows phone store respectively on or after 17<sup>th</sup> August, 2024. Please follow the instruction as prompted by the mobile app while voting on your mobile.
16. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [agarwalvj18@gmail.com](mailto:agarwalvj18@gmail.com) (Scrutiniser E-mail ID) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 25, 2024, up to 5.00 pm. without which the vote shall not be treated as valid.
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2024. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. The notice of the Annual General Meeting will be sent to the members whose name appear in the register of members/beneficiary owners as at closing hours of business on 16<sup>th</sup> August 2024.
20. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2024 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
21. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode. Members may also note that Notice of 32nd Annual General Meeting and Annual Report for 2023-24 will also be available on Company’s website at [www.classicgrowers.in](http://www.classicgrowers.in) for their download.
22. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 19th September, 2024 are requested to send the written / email communication to the Company at [investor.classicg@rediffmail.com](mailto:investor.classicg@rediffmail.com)

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by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

23. Mr. Bijay Agarwal, Practicing Company Secretary (Certificate of Practice Number F10323) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The Results declared along with the Scrutinizer's Report shall be placed on the Company's Website [www.classicgrowers.in](http://www.classicgrowers.in) and on the website of CDSL. The same will be communicated to the listed stock exchange viz. The Calcutta Stock Exchange Ltd., where the shares of the Company are listed.

**Registered Office:**

**68A, Karnani Estate, 2nd Floor  
209, A.J.C.Bose road, Kolkata-700 017**

**Date: 30th August, 2024**

**By Order of the Board of Directors**

**For Classic Growers Ltd.**

**SD/-**

**Surya Prakash Maheshwari**

**Company Secretary/Compliance Officer**

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

### **Additional Information of Directors seeking re-appointment at the 31st Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015**

Name of Director	Mr. Sandeep Agarwal
Directors Identification Number	00557801
Date of Birth	02.09.1971
Date of First Appointment	06.08.1999
Educational Qualification	B.Com
Expertise in specific functional areas	Business
Chairmanship/Membership of Committees in this Company	Member of Audit Committee
Present status of directorship in this Company	Director
Directorship in other Public Limited Companies	None
Chairmanship/Membership of Committees in other Public Limited Companies	None
Shareholding as on 31 <sup>st</sup> March, 2024	300
Seeking appointment/re-appointment	Retire by rotation and seeking re-appointment
Rotational Status	Retire by rotation

Name of Director	Mrs. Nupur Somani
Directors Identification Number	09604391
Date of Birth	30.10.1990
Date of First Appointment	01.03.2024
Educational Qualification	B.Com (H)
Expertise in specific functional areas	Financial Sector
Chairmanship/Membership of Committees in this Company	Chairman of the Audit Committee and Member of Nomination and Remuneration Committee and Stakeholders Relationship Committee
Present status of directorship in this Company	Additional Non-Executive Independent Director
Directorship in other Public Limited Companies	None
Chairmanship/Membership of Committees in other Public Limited Companies	Chairman of the Audit Committee and Member of Nomination and Remuneration Committee and Stakeholders Relationship Committee in CPL Industries Limited
Shareholding as on 31 <sup>st</sup> March, 2024	Nil
Seeking appointment/re-appointment	Confirmation of his appointment as an Independent Director
Rotational Status	N.A.

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Name of Director	Pawan Kumar Tiwari
Directors Identification Number	03642702
Date of Birth	23.06.1990
Date of First Appointment	30.08.2024
Educational Qualification	B.Com (H) and Company Secretary
Expertise in specific functional areas	Financial Sector
Chairmanship/Membership of Committees in this Company	N.A.
Present status of directorship in this Company	Additional Non-Executive Independent Director
Directorship in other Public Limited Companies	None
Chairmanship/Membership of Committees in other Public Limited Companies	None
Shareholding as on 31 <sup>st</sup> March, 2024	Nil
Seeking appointment/re-appointment	Confirmation of his appointment as an Independent Director
Rotational Status	N.A.

### Item no. 3 - Confirmation of the Appointment of Nupur Somani as an Independent Director of the Company:

Pursuant to Section 161 of the Companies Act, 2013, the Board, on March 01, 2024, appointed Nupur Somani as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (five) years with effect from March 01, 2024 to February 28, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Nupur Somani:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies(Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- A declaration to the effect that he meets the criteria of independence as provided in sub- section (6) of Section 149 of the Act and under the LODR Regulations;
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies(Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Nupur Somani. In the opinion of the Board, Nupur Somani fulfils the conditions for

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independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Nupur Somani skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Nupur Somani is justified considering his long spanning career handling challenging roles across various reputed organisations.

A copy of the draft letter for the appointment of Nupur Somani as an Independent Director setting out the terms and conditions is available for inspection by the members during normal business hours on working days up to Saturday, September 26, 2024.

The resolution seeks the approval of members for the appointment of Nupur Somani as an Independent Director of the Company for a term of 5 (five) years with effect from March 01, 2024 to February 28, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Nupur Somani as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Nupur Somani, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.

## **Item no. 4 - Confirmation of the Appointment of Pawan Kumar Tiwari as an Independent Director of the Company:**

Pursuant to Section 161 of the Companies Act, 2013, the Board, on August 30, 2024, appointed Pawan Kumar Tiwari as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (five) years with effect from August 30, 2024 to August 29, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Pawan Kumar Tiwari:

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies(Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub- section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;

# CLASSIC GROWERS LIMITED

CIN: L01119WB1992PLC055908

68 A, "Karnani Estate", 2nd Floor, 209, A.J.C.Bose Road, Kolkata – 700 017.

Ph. No. (033) 2280-6879, E-mail: classicg@rediffmail.com

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(v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;

(vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies(Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Pawan Kumar Tiwari. In the opinion of the Board, Pawan Kumar Tiwari fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Pawan Kumar Tiwari skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Pawan Kumar Tiwari is justified considering his long spanning career handling challenging roles across various reputed organisations.

A copy of the draft letter for the appointment of Pawan Kumar Tiwari as an Independent Director setting out the terms and conditions is available for inspection by the members during normal business hours on working days up to Saturday, September 26, 2024.

The resolution seeks the approval of members for the appointment of Pawan Kumar Tiwari as an Independent Director of the Company for a term of 5 (five) years with effect from August 30, 2024 to August 29, 2024 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Pawan Kumar Tiwari as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Pawan Kumar Tiwari, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

**Registered Office:**  
68A, Karnani Estate, 2nd Floor,  
209, A.J.C.Bose Road, Kolkata-700 017

**Date:** 30th August, 2024

**By Order of the Board of Directors**  
**For Classic Growers Ltd.**  
**SD/-**  
**Surya Prakash Maheshwari**  
**Company Secretary/Compliance Officer**

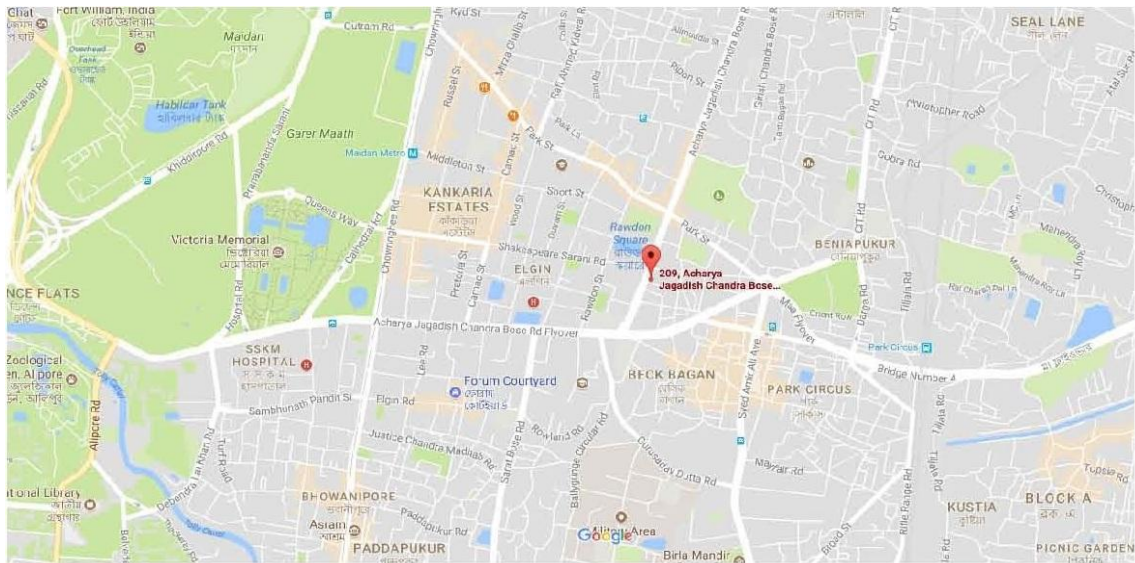
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## ROUTE MAP TO THE VENUE OF AGM



# CLASSIC GROWERS LIMITED

CIN: L01119WB1992PLC055908

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## ATTENDANCE SLIP

Thirty First Annual General Meeting at 68A, Karnani Estate, 209, A.J.C Bose Road, Kolkata – 700017, held on Thursday,

26<sup>th</sup> day of September, 2024 at 02.00 P.M.

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the Annual General Meeting at 68A, Karnani Estate, 209, A.J.C Bose Road, Kolkata – 700017, held on Thursday, 26<sup>th</sup> day of September, 2024 at 02.00 P.M.

\_\_\_\_\_  
Signature of Shareholder/ Proxy/ Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

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## FORM NO. MGT - 11

### 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	
E-mail ID	
Folio No. / *DP-ID & Client	

\*Applicable for Investors holding shares in electronic form.

I / We, being the member (s) of ..... shares of the above named company, hereby appoint:

1.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

2.	Name:	Address:
	E-mail Id:	Signature:

Or falling him

3.	Name:	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting at 68A, Karnani Estate, 209, A.J.C Bose Road, Kolkata – 700017, held on Thursday, 26<sup>th</sup> day of September, 2024 at 02.00 P.M.

., and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

\*\* I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Resolution(s)		
Ordinary Business		For	Against
1.	To be passed as ordinary Resolution Adoption of Standalone and Consolidated financial statement of the Company for the year ended 31 March, 2024 together with the reports of the Director's and Auditors thereon.		
2.	To be passed as ordinary Resolution Re-appointment Mr. Sandeep Agarwal (holding DIN: 00557801), who retires by rotation.		
Special Business			
3.	Confirmation of the Appointment of Mrs. Nupur Somani (DIN 09604391) as an Independent Director of the Company upto February 02, 2029		
4.	Appointment of Mr. Pawan Kumar Tiwari (DIN:03642702) as an Independent Director upto August 29, 2029		

Signed this ..... day of ..... 2024.

Affix Re.1  
Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s):

#### Notes:

- This form should be signed across the stamp as per specimen signature registered with the Company.
- 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.
- A proxy need not be a member of the Company.
- A person can act as 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.
- \*\*This is only optional. Please 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 the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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## (ANNEXURE TO THE NOTICE FOR THE 32ND ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, 26TH SEPTEMBER, 2024 AT 02.00 P.M.)

1. Name & Registered Address of Sole/First named Member:

2. Joint Holders Name (If any) :

3. Registered Folio No. / DP ID & Client ID\* :  
(\*Applicable to investors holding shares in Demat form)

4. No. of Equity Shares Held :

Dear Shareholder,

### **Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 Regulation 44 of SEBI (Listing Obligation and Discloser Requirements) Regulations, 2015, of the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) will be held on Thursday, 26<sup>th</sup> September, 2024 at 02.00 P.M at 68A, Karnani Estate, 2nd Floor, 209, A.J.C. Bose Road, Kolkata-700017.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN</b> (Electronic Voting Sequence Number)	<b>User ID</b>	<b>PAN / Sequence No.</b>
<b>240823036</b>		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
Monday, 23rd September, 2024 at 9:00 A.M. (IST)	Wednesday, 26th September, 2024 at 5:00 P.M. (IST)

Please read the instructions mentioned in the notice of AGM before exercising your vote.

**Registered Office:**  
68A, Karnani Estate, 2nd Floor  
209, A.J.C.Bose Road, Kolkata-700 017

**Date: 30th August, 2024**

**By Order of the Board of Directors**  
**For Classic Growers Ltd.**  
**SD/-**  
**Surya Prakash Maheshwari**  
**Company Secretary/Compliance Officer**

Encl: AGM Notice/Attendance Slip/Proxy Form.