

CITRINE CONSULTANTS LIMITED

Registered Office: Diamond Prestige, 41A, A.J.C Bose Road, 8th Floor, Room No.801, Kolkata -700017
CIN: L24291WB1983PLC035829; Email: citrineconsultantslimited@gmail.com; Phone: 033- 6625 5252

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of the Company "Citrine Consultants Ltd." will be held on Wednesday, the 30th day of September, 2020 at 2:00 p.m. at the Registered office of the Company at Diamond Prestige, 41A, A.J.C Bose Road, 8th Floor, Room No.801, Kolkata -700017 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. The Audited Financial Statements for the financial year ending 31stMarch, 2020 together with the Directors' Report and Auditor's Report.
 - b. The Audited Consolidated Financial Statements for the financial year ending 31stMarch, 2020 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Ankush Agarwal (DIN:-07156576) who retires by rotation and being eligible, offers herself for re-appointment.
3. 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under, as amended from time to time, M/s Surajit Datta & Associates, Chartered Accountants (Firm Registration No. 0328815E) be and is hereby appointed as the Statutory Auditors of the Company to hold office from for the term of five years beginning from the conclusion of the 37th Annual General Meeting (AGM) till the conclusion of the 42th AGM of the Company to be held in the year 2025 (subject to ratification of their appointment at every AGM if so required under the Act) at such remuneration plus applicable taxes, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

"RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESS:

4. **APPOINTMENT OF MS. PRIYANKA GOENKA (DIN 08489182) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Priyanka Goenka (DIN 08489182) who was appointed as an Additional Independent Director by the Board of Directors of the Company with effect from 15-07-2020, pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16, 17, 25 and all other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and eligible for appointment and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 14/07/2025, whose period of offices shall not be liable to be determined by retirement by rotation.

"RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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5. **APPOINTMENT OF MR. RANJIT BANERJEE (DIN 06477038) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT Mr. Ranjit Banerjee (DIN 06477038) who was appointed as an Additional Independent Director by the Board of Directors of the Company with effect from 15-07-2020, pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16, 17, 25 and all other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and eligible for appointment and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 14/07/2025, whose period of offices shall not be liable to be determined by retirement by rotation.

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. **APPOINTMENT OF MS. TANESHA AGARWAL (DIN- 07216403) AS A MANAGING DIRECTOR.**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to the requisite approval of the Central Government, if any required for the time being in force, approval of the members of the company be and is hereby accorded to the appointment of **MS.TANESHA AGARWAL (DIN- 07216403)** as a Managing Director of the Company for a period of (five) years *w.e.f.* 15th July 2020 to 14th July 2025 whose period of office shall not be liable to be determined by retirement by rotation, on the terms and conditions including remuneration set out in the Explanatory statements annexed to the notice convening this meeting, with liberty and power to the Board of Directors (herein after referred as ‘the Board’ which expression shall also include the Nomination and Remuneration Committee of the board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment subject to the same not exceeding the limits specified under Schedule V to the companies Act ,2013 or any statutory modification(s) or re-enactment thereof “

“RESOLVED FURTHER THAT the Board be and is here by authorised to do all such acts, deeds matter and things as may be necessary, proper expedient or desirable to give effects this Resolutions and / or to make modification as may be deemed to be in the best interest of the company.”

7. **APPROVAL FOR RELATED PARTY TRANSACTIONS**

To consider and if thought fit, to pass the following Resolution as Special Resolution:

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) as amended, and other provisions of law, as applicable for the time being, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) for entering into transactions involving sale, purchase or supply of any goods or material and/or availing or rendering of any services with a related party within the meaning of Section 2(76) of the

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Act and Regulation 2(1)(zb) of the Listing Regulations, up to a maximum aggregate value of Rs. 4,00,00,000 (Rupees Four Crore Only), provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

8. TO INCREASE BORROWING POWERS OF THE BOARD AND AUTHORIZATION LIMIT TO SECURE THE BORROWINGS

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the "Board") to borrow such sum of moneys, from time to time, at its discretion, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company, such that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business if any) and outstanding at any point of time shall not exceed a sum of Rs. 5,00,00,000 (Rupees Five Crore Only);

"RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to ratification of existing loan of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. AUTHORITY TO GIVE LOANS AND MAKE INVESTMENTS IN OTHER BODIES CORPORATE/MUTUAL FUND

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

"RESOLVED THAT pursuant to the provisions of Section 185, 186 of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make loan(s), including any loan represented by a book debt and / or give guarantee(s) / provide any security(ies) in connection with the loan(s) made or loan taken by any entity ,subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) or give any guarantee or provide any security in connection with any loan taken by any entity or which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) in their absolute discretion deem beneficial and in the interest of the Company in excess of the 60% of the aggregate paid-up share capital and free reserves and securities premium account or 100% of the aggregate of free reserves and securities premium account of the Company as per the limits prescribed under Section 186 in any other bodies corporate as the Board of Directors may decide from time to time as beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding Rs. 5,00,00,000 (Rupees Five Crore Only) at any time together with the existing loan and investments. The Company also hereby ratifies all loans and investments made in excess of limits as prescribed under section 186 of the Companies Act, 2013 and approve that loans and investments as made by the Company are as per provisions of Companies Act, 2013.

"RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to ratification of existing investment made by the company. "

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate the terms, conditions, quantum of loan, repayment, interest and other related matters for providing any loan, guarantee and securities to any of the bodies corporate and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution.”

By Order of the Board
For Citrine Consultants Ltd.



BHAGYASHREE GUPTA
Company Secretary &
Compliance officer

Date:

Place: Kolkata

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other Member.

The instrument of proxy, in order to be effective must be duly filled, stamped and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The proxy holder should prove his/her identity at the time of attending the Meeting.

The Proxy Form is attached to this notice.

2. Corporate Members such as Companies, Societies, etc. intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. 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.
4. Every Member entitled to vote at the Meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, to inspect the proxies lodged, provided that not less than three days’ notice in writing of the intention to inspect is given by the Member to the Company.
5. The Explanatory Statement pursuant to Section 102 of the Act, setting out details relating to Special Businesses to be transacted at the Meeting, is annexed hereto.
6. Brief profile and other required information about the Directors proposed to be appointed/re-appointed, as required under Regulations 26 and 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) are attached to this Notice.

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7. In compliance with the MCA circulars and SEBI Circular dated May 12, 2020 and in order to support the “Green Initiative in the Corporate Governance” by the Ministry of Corporate Affairs, the Annual Report for 2019-20 and the Notice of the 37th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent only through electronic mode to all such Members whose email IDs/addresses are registered with the Company/Depository Participant.

Members may note that the Notice of the 37th Annual General Meeting and Annual Report for 2019-20 will also be available on Company’s website.

8. In order to continue the endeavor towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID/address, to register their e-mail ID/address.

In respect of demat holdings, the members are requested to register their email ID/address with their Depository Participants.

Members who hold shares in physical form are requested to register their e-mail ID/address with the Company’s at citrineconsultantslimited@gmail.com.

9. Members / Proxies / Authorized Representatives should bring the attendance slips duly filled-in for attending the Meeting and deliver the same at the entrance of the Meeting place. Proxy / Authorized Representative of a Member should mark on the Attendance Slip as “Proxy” or “Representative”, as the case may be. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID No. for easy identification of attendance at the Meeting.

10. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members holding shares in physical form are requested to notify change, if any, in their present residential address or bank mandates under their signatures immediately to the Company / Registrar and Share Transfer Agent of the Company, quoting their folio number.

11. Members who wish to inspect any documents referred to in the accompanying Notice and the Explanatory Statement, up to and including the date of the AGM of the Company, can send an e-mail to citrineconsultantslimited@gmail.com

12. Members may also note that the Notice of the 37th AGM and the Annual Report for the Financial Year 2019-20 will also be available on the Company’s website for download.

13. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company, electronically.

14. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent immediately of:
- i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.

15. Members who hold shares in physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company.

16. All Statutory Registers and Documents pertaining to the items referred to in the Notice shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting and also at the meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least seven days before the date of the Meeting so as to enable the Company to keep the information ready.

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17. Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant for various securities market transactions. 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 shares in physical form can submit their PAN details to the Company / RTA for registration of transmission / transposition, deletion of name etc.
18. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, vide Gazette notification dated 8th June, 2018, Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities (except transmission and transposition) would be carried out in dematerialized form only with effect from 1st April, 2019. Thus, the Members holding shares in physical form are requested to dematerialize their shareholding to avoid inconvenience.
19. The Register of Members and Share Transfer Books of the Company will remain closed from, 24th September, 2020 to 30th September, 2020 (both days inclusive).
20. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide to the members, facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting (AGM) by electronic means and the business set out in the notice 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 the venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The remote e-voting period commences on 27th September, 2019 (10:00 a.m.) and ends on 29th September, 2019 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2020, 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.

The process and manner for remote e-voting is as under:

- a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab.
- c. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- d. Next enter the Image Verification character as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL letters and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the

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	number after the first two characters of the name in CAPITAL letters. E.g., If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB or Bank Account Number (Dividend Bank Details)	Enter the Bank Account Number (Dividend Bank Details) or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the depository or in the company records for your folio. 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 (c).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN relevant for the Company "**Citrine Consultant Ltd**".
- k. 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 the option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. 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.
- q. Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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.
 - The list of accounts should be mailed to 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.

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- r. 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- s. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
21. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at csmayankdaga89@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2019 up to 05:00 P.M. without which the vote shall not be treated as valid.
22. The facility for voting through ballot paper shall also be made available for the members at the AGM and the members attending the meeting who have not casted 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.
23. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2020.
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
25. Mr. Mayank Daga, Practising Company Secretary (ACS No. 41279; CP No. 16509) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the Annual General Meeting in a fair and transparent manner.
26. The notice of the AGM will be sent through email only to those Members, whose names appear in the register of members / depositories as at closing hours of business, on 21st August, 2020. A person, who is not a member as on cutoff date of 23rd September, 2020 should treat this notice for information purpose only.
27. Investors who became members of the Company subsequent to the mailing of the notice and holds the shares of the Company as on the cut-off date i.e. 23rd September, 2020 are requested to send a written/email communication to the Company at citrineconsultantslimited@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
28. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2020. The facility of e-voting would be provided once for every folio / client ID, irrespective of the number of joint holders.
29. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
30. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
31. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
32. The results on the above resolutions shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.

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33. The Scrutinizer's decision on the validity of e-voting will be final.
34. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Meeting or in connection therewith.
35. A Route Map showing directions to reach to the venue of the 37th AGM of the Company is given at the end of this Notice.
36. Due to the situation of covid-19 pandemic, the Company will take care of all the protective measures such as social distancing, sanitization of the venue of the meeting, availability of masks and sanitizers for everyone attending the meeting and such other measures as per the advisories issued from the relevant authorities.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has, at its meeting held on 15-07-2020, appointed Ms. Priyanka Goenka (DIN 08489182) as an Additional Independent Director (Non-Executive and Independent) of the Company, with effect from 15th day of July, 2020, in compliance with Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and subject to the approval of the Members of the Company at this ensuing AGM, Ms. Priyanka Goenka has also been appointed as an Independent Director of the Company, for a term of 5 (five) consecutive years, with effect from 15-07-2020 to 14-07-2025, in terms of and in compliance with Sections 149, 152, and other applicable provisions, if any, of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). She is not liable to retire by rotation.

Pursuant to the provisions of Section 161(1) of the Act, Mrs. Priyanka Goenka holds office up to the date of this AGM and is eligible to be appointed as a Director

The Company has received a notice from a Member under Section 160 of the Act proposing the candidature of Ms. Priyanka Goenka for the office of Director of the Company. The Company has received from Ms. Priyanka Goenka, (i) consent in writing to act as Director in Form DIR-2 pursuant to Section 152 of the Act, read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules, to the effect that he is not disqualified in accordance with Section 164(2) of the Act; (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Act as amended, and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, she fulfills the criteria for appointment as an Independent Director as specified in the Act and the Rules made thereunder as well as the Listing Regulations and is independent of the management and is a person of integrity, possessing relevant expertise and experience. Having regard to her qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Ms. Priyanka Goenka as an Independent Director.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval of the Members of the Company, to be passed as an Ordinary Resolution.

Save and except Ms. Priyanka Goenka, being the appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the Notice.

Item No. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has, at its meeting held on 15-07-2020, appointed Mr. Ranjit Banerjee (DIN 06477038) as an Additional Independent Director (Non-Executive and Independent) of the Company, with effect from 15th day of July, 2020, in compliance with Section 161 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and subject to the approval of the Members of the Company at this ensuing AGM, Mr. Ranjit Banerjee (DIN 06477038) has also been appointed as an Independent Director of the Company, for a term of 5 (five) consecutive years, with effect from 15-07-2020 to 14-07-2025, in terms of and in compliance with Sections 149,

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152, and other applicable provisions, if any, of the Act and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He is not liable to retire by rotation.

Pursuant to the provisions of Section 161(1) of the Act, Mr. Ranjit Banerjee (DIN 06477038) holds office up to the date of this AGM and is eligible to be appointed as a Director

The Company has received a notice from a Member under Section 160 of the Act proposing the candidature of Mr. Ranjit Banerjee for the office of Director of the Company. The Company has received from Mr. Ranjit Banerjee, (i) consent in writing to act as Director in Form DIR-2 pursuant to Section 152 of the Act, read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules, to the effect that he is not disqualified in accordance with Section 164(2) of the Act; (iii) declaration that he meets the criteria of independence as provided in Section 149(6) of the Act as amended, and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, he fulfils the criteria for appointment as an Independent Director as specified in the Act and the Rules made thereunder as well as the Listing Regulations and is independent of the management and is a person of integrity, possessing relevant expertise and experience. Having regard to his qualifications, experience and knowledge, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Ranjit Banerjee as an Independent Director.

The Board recommends the Resolution set out at Item No. 5 of the Notice for approval of the Members of the Company, to be passed as an Ordinary Resolution.

Save and except Mr. Ranjit Banerjee, being the appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the Notice.

Item No. 6

On the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 15th July 2020, had appointed Ms.Tanesha Agarwal (DIN- 07216403) as Managing Director and Key Managerial Personnel ('KMP') of the Company subject to the approval of the members, with effect from 15th July 2020. The Board of Directors of the company now seek the member approval to appoint Ms.Tanesha Agarwal as Managing Director of the Company with effect from 15th July 2020, in accordance with the the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for a period of 5 years up to 14th July 2025 whose period of offices shall not be liable to be determined by retirement by rotation.

The salary structure and the terms and conditions for Ms. Tanesha Agarwal, considering her qualification, expertise, experience, seniority and market trend has been decided as follows:

Salary: At the rate of Rs. 10,000 per month

Ms. Tanesha Agarwal shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of her appointment. The above remuneration to be paid to Ms. Tanesha Agarwal as minimum remuneration notwithstanding no profits or inadequate profits in any financial year as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.

The Board recommends the Resolution set out at Item No. 6 of the Notice for approval of the Members of the Company, to be passed as Special Resolution.

Except Ms. Tanesha Agarwal and his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 6 of the Notice.

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Item No. 7

As per the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, a Company is required to obtain Prior approval of Audit Committee, the Board of Directors or as the case may be the approval of Shareholders for entering in to any Related Party Transactions.

Your Company deals in providing consultancy services as a service provider and to ensure stability of sale, purchase or supply of any goods or material and/or availing or rendering of any services, within the Groups and Associate Company are at arm's length, your Company proposes to enter into transaction(s) with Related Party Transaction. The total value of the proposed transaction(s) could reach to Rs. 4,00,00,000 (Rupees Four Crore Only) during any financial year or in aggregate.

Section 188 of the Act and the applicable Rules framed thereunder read with the Listing Regulations provide that any transaction with the Related Party Transaction will require prior approval of shareholders through ordinary resolution. Hence, approval of the shareholders is being sought to authorize the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) or any transactions involving sale, purchase or supply of any goods with the Related Party Transaction(s).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 7 of the Notice.

Item No. 8

The Company is expediting its service area and keeping in view the Unipart's existing and future financial requirements to support its business operations, the Company may need additional funds. Hence it is considered necessary to increase the limits for borrowing of funds up to Rs. 5,00,00,000 (Rupees Five Crore Only);

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

The Board recommends the Resolution set out at Item No. 8 of the Notice for approval of the Members of the Company, to be passed as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 8 of the Notice.

Item No. 9

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 make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186 of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding Rs. 5,00,00,000 (Rupees Five Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

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The Board recommends the Resolution set out at Item No. 9 of the Notice for approval of the Members of the Company, to be passed as Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 9 of the Notice.

By Order of the Board
For Citrine Consultants Ltd.



BHAGYASHREE GUPTA
Company Secretary &
Compliance officer

Date: 06-9-2020
Place: Kolkata

Annexure to the Notice

Requisite details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are provided herein below:

NAME OF DIRECTOR	MR. RANJIT BANERJEE	MRS.PRIYANKA GOENKA	MR. ANKUSH AGARWAL	MS. TANESHA AGARWAL
DIN	6477038	8489182	7156576	7216403
Date of Birth	19-02-1972	03-11-1981	20-06-1987	14-03-1996
Qualification	B.COM (H)	B.COM (H)	B.COM (H)	B.COM (H)
Brief Profile / Expertise in Specific Functional Area	Wide Experience in Consultancy services & Marketing	Wide Experience in Consultancy services & Marketing	Wide Experience in Consultancy services & Marketing	Wide Experience in Finance
List of other companies in which Directorships held	SHAKAMBHARI ISPAT & POWER LIMITED	SHAKAMBHARI ISPAT & POWER LIMITED	ENARGY TIE-UP PRIVATE LIMITED	SHANTI CONSTRUCTION CONSULTANTS PRIVATE LIMITED EQUATE TRADELINKS PRIVATE LIMITED AROHI DEALMARK PRIVATE LIMITED

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	CITRINE CONSULTANTS LTD	CITRINE CONSULTANTS LTD	SHAKAMBHARI AGROTECH PRIVATE LIMITED	CAREFUL DISTRIBUTORS PRIVATE LIMITED
				TACT DISTRIBUTORS PRIVATE LIMITED
		SPS STEELS ROLLING MILLS LIMITED	SHIVRATRI VYAPAAR PRIVATE LIMITED	AAHNA PROPERTIES LIMITED AAHNA HOUSING LIMITED
			CAPABLE INFRADEVELOPERS PRIVATE LIMITED	ANIRDESH COMPLEX LIMITED ANIRDESH VANIJYA LIMITED
				ANIRDESH VINTRADE LIMITED TANZIL BUILDCON LIMITED

ROUTE MAP TO THE VENUE OF THE 37TH ANNUAL GENERAL MEETING OF "CITRINE CONSULTANT LTD "

VENUE: DIAMOND PRESTIGE, 41A, A.J.C BOSE ROAD, 8TH FLOOR, ROOM NO.801, KOLKATA -700017

