

PARIJAT INDUSTRIES (INDIA) PRIVATE LIMITED

Regd. Office: M-77, M-Block Market, 1st & 2nd Floor

Greater Kailash - II, New Delhi-110048

Ph.: +91-11-45766000, Fax: +91-11-45766055

CIN: U24219DL1995PTC161189

Web: www.parijatagrochemicals.com

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the members of Parijat Industries (India) Private Limited will be held on Tuesday the 15th day of December, 2020 at 11:00 A.M. at registered office of the company situated at M-77, M-Block Market, 1st & 2nd Floor, Greater Kailash - II, New Delhi 110048 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 including Auditor's Report, Balance Sheet as at March 31, 2020, Statement of Profit & Loss and Cash-Flow Statement for the year ended March 31, 2020, along with the notes to accounts and the Reports of the Board of Directors and Auditors thereon.
2. **Fixation of remuneration of M/s S.R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditor of the Company for financial year 2020-21**

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 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the consent of the shareholders be and is hereby accorded to authorize Mr. Sharat Anand, Director for fixation of remuneration to be paid to M/s S.R. Batliboi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company for the financial year 2020-21.

RESOLVED FURTHER THAT Mr. Sharat Anand, Director of the Company be and is hereby authorized to do such acts, deeds and things as may be considered necessary and appropriate to give effect to the above resolution.”

SPECIAL BUSINESS

3. **Ratification of Remuneration of Cost Auditors of the company for the year 2020-21**

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 148(3) and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment hereof, for the time being in force) as amended from time to time, the Company hereby ratifies the remuneration of Rs. 80,000/- (Rupees Eighty Thousand only) plus Goods & Service Tax (GST) & re-imburement of out-of-pocket expenses payable to M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) who are appointed as Cost Auditors of the Company to conduct the audit of the cost accounts maintained by the Company for the Financial year 2020-21.

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

4. **Appointment of Mr. Suneet Gupta, Nominee 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 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. Suneet Gupta (DIN:01653720), representative of India Agri Business Fund II Limited as Nominee Director on the Board of the Company with effect from 11th November, 2020.

RESOLVED FURTHER THAT any Director/Company Secretary of the Company be and is hereby severally authorized to make all necessary applications, reportings, forms on the website of the Ministry of Corporate Affairs, for the purpose of the appointment of Mr. Suneet Gupta 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 in this regard and to make necessary changes in the register of directors and key managerial personnel of the Company.

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. Suneet Gupta, be and are hereby noted by the shareholders.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorised to certify a copy of this resolution and issue the same to all concerned parties.”

By order of the Board
For **Parijat Industries (India) Private Limited**

Place: New Delhi
Date: 23.11.2020

Anil Kumar Sachdeva
Company Secretary
Membership No: A40331

NOTES:

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 as may be applicable shall be specified.
2. The meeting shall be called through Video Conferencing or Other Audio-Visual means, in due compliance with Circular No. 20/2020 dated 05/05/2020 Circular No. 14/2020 dated 8/04/2020 alongwith Circular No. 17/2020, dated 13/04/2020.
3. 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.
4. The facility for joining the meeting through VC/OAVM shall be kept open 15 minutes before the time scheduled to start the meeting.
5. Appointment of proxies is not allowed. However u/s 112 & 113 authorized representatives may be appointed for attending the meeting in terms of Circular No. 14/2020 dated 08/04/2020.
6. The member 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 to Mr. Anil Kumar Sachdeva, Company Secretary at Email ID: anil.s@parijat.in or M: +91 98737 07481.
7. In case the voting is required through poll the Members shall convey their vote at Company's designated Email ID: anil.s@parijat.in.
8. The Notice calling this meeting shall also be placed on the Company's website www.parijatagrochemicals.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of Company for Financial Year 2019-20.

The Board at its meeting held on 07th August, 2020 has approved the appointment of M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201) as the Cost Auditor of the Company for the financial year 2020-21 on the agreed remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) plus Goods & Service Tax (GST) & reimbursement of all out-of-pocket expenses incurred, if any, in connection with the cost audit.

The remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

Accordingly, the Directors recommend the Ordinary Resolution to the Members for their acceptance.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution at Item No. 1 of the Notice.

Item No. 4

It is informed that as per the shareholder agreement executed on 8th June 2016, two nominee directors were appointed on the Board of the Company representing India Agri Business Fund II Limited (Investor). It is further informed that Mr. Suneet Gupta being nominated in place of Mr. Avinash Gupta, to be appointed as Nominee Director on the Board of the Company w.e.f. 11th November, 2020 as Mr. Avinash Gupta has resigned from the post of Nominee Director.

As per the declaration received, Mr. Suneet Gupta is not disqualified for being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

Details of Director as per Secretarial Standards-2

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|---|---|
| DIN | 01653720 |
| Date of Birth | 20/02/1970 |
| Age | 50 years |
| Date of first appointment on the Board | 11/11/2020 |
| Qualifications | He has done master's in business economics from Delhi University and a Bachelor's degree in Electronics and Communication Engineering. |
| Expertise in specific functional areas | He has experience of 26 years in financial services which include 23 years in Private Equity and 3 years in Consulting/advisory. His track record includes both sector agnostic and sector specialist funds with investments across Pharmaceuticals, Packaging, IT, Telecom, Logistics, Infrastructure, Food & Agri Business. |
| Terms and conditions of appointment | As per the Shareholder Agreement dated 8th June, 2016 |
| 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 | Nominee Director in M/s Beloorbayir Biotech |

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| | Limited, M/s Bayir Extracts Private Limited, M/s Nature Bio-Foods Limited, M/s Ecopure Specialties Limited and Director in M/s Olive Bar & Kitchen Private Limited. |
| Membership of Committees/ Chairmanship in other Companies | - |
| No. of Board meetings attended during the year | N.A. |
| No. of shares held | NIL |

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

None of Directors or Key Managerial Personnel of the Company including their relatives are in any way, concerned or interested in the resolution, except to the extent of their shareholding, if any, in the Company.

By order of the Board
For **Parijat Industries (India) Private Limited**

Place: New Delhi
Date : 23.11.2020

Anil Kumar Sachdeva
Company Secretary
Membership No: A40331