

**PARIJAT INDUSTRIES (INDIA) PRIVATE LIMITED**

**Regd. Office:** M-77, M-Block Market, 1<sup>st</sup> & 2<sup>nd</sup> 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 26<sup>th</sup> Annual General Meeting of the members of Parijat Industries (India) Private Limited will be held on Tuesday the 28<sup>th</sup> day of September 2021 at 03:00 pm at Shorter Notice at Plot No. 239, 3rd Floor Okhla Industrial Estate, Phase – III, New Delhi – 110020 through Video Conferencing in due compliance with General Circular No. 02/2021 dated 13/01/2021 issued by Ministry of Corporate Affairs 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 31<sup>st</sup> March 2021 including Balance Sheet as on 31<sup>st</sup> March 2021, Statement of Profit & Loss and Cash-Flow Statement for the year ended 31<sup>st</sup> March 2021, along with the notes to accounts and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended 31<sup>st</sup> March 2021.
3. To declare Dividend on Compulsorily Convertible Preference Shares for the financial year ended on 31<sup>st</sup> March 2021.
4. Re-appointment and fixation of remuneration of M/s S.R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditor 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 the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005) be and are hereby reappointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 31<sup>st</sup> Annual General Meeting.”

**RESOLVED FURTHER THAT** Mr. Sharat Anand, Director is hereby authorized 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 2021-22.”

**SPECIAL BUSINESS**

**5. Ratification of Remuneration of Cost Auditors of the company for the year 2021-22**

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. 90,000/- (Rupees Ninety 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 2021-22.

**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.”

**6. Approval for fixation of related party transactions limit for financial year 2021-22**

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

“**WHEREAS** the Company enters into related party transactions from time to time on the basis of exigencies of business, at arm’s length basis.

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

**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014 including any amendment thereto consent of the Board be and is hereby accorded elated party transactions for financial year 2021-22 arms-length price as tabled below:

<b>Sr. No.</b>	<b>Name of Related Party involved</b>	<b>Nature / Category of transaction</b>	<b>Duration</b>	<b>Proposed amt for FY 21-22 (in Lakhs)</b>
1	Mr. Keshav Anand	Rent Payment	2021-22	6.24
2	Mr. Vikram Anand	Rent Payment	2021-22	6.24
3	Mr. Gautam Raj Anand	Employment Contract	2021-22	15.4
4	Leeds Life Sciences Private Limited	Sales/ Purchase/Service	2021-22	10000
5	Leeds Lifescience Ltd.	Sales/Purchase/Service	2021-22	2500
6	Belin Limited	Sales/Purchase/Service	2021-22	4000
7	Belin International Ltd.	Sales/Purchase/Service	2021-22	250
8	Parijat Mali	Sales/Purchase/Service	2021-22	4500
9	Parijat Crop Protection (India) Private Limited	Rent Payment	2021-22	2.13
10	Parijat Crop Protection (India) Private Limited	Rent Payment	2021-22	9
11	Parijat Entertainment Private Limited	Sales/Purchase/Service	2021-22	500
12	Ms. Aditi Anand	Consultancy Services	2021-22	47.21
13	Crimsun Organics Private Limited	Sales/Purchase/Services	2021-22	12500
14	SGAP & Co., Chartered Accountant	Service	2021-22	20
15	Parijat Tanzania Limited	Sale/Purchase/Service	2021-22	500
16	Parijat Crop Protection (India) Private Limited	Rent Received	2021-22	0.36
17	Parijat Entertainment Private Limited	Rent Received	2021-22	0.36

18	Parijat Arts & Media Private Limited	Rent Received	2021-22	0.36
19	Parijat Fitness Private Limited	Rent Received	2021-22	0.36
20	Parijat Consulting Private Limited	Rent Received	2021-22	0.36
21	Parijat Holdings Private Limited	Rent Received	2021-22	0.36
22	Parijat Innovations Private Limited	Rent Received	2021-22	1.2
23	Parijat Togo SARL	Sale/Purchase/Service	2021-22	100

Note: The amount approved are exclusive of GST or any other tax.

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

**7. To approve the re-appointment of Mr. Gautam Mahajan as an Independent Director of the Company**

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 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the consent of the Shareholders be and is hereby accorded for the re-appointment of Mr. Gautam Mahajan (DIN:00352704) as an ‘Independent Director (Non-Executive) on the Board of the Company for a period of two years with effect from 16<sup>th</sup> September 2021.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149,197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Gautam Mahajan be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time.”

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

Place: Moscow, Russia  
Date: 22.09.2021

**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. Since this AGM will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies of the meeting, and (b) Attendance Slip and Route Map are not being annexed to this Notice.
3. The meeting shall be called through Video Conferencing or Other Audio-Visual means, in due compliance with Circular No. 02/2021 dated 13/01/2021 issued by Ministry of Corporate Affairs.
4. The facility for VC/OAVM allows two-way teleconferencing or webex for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the email address of the Company.
5. The facility for joining the meeting through VC/OAVM shall be kept open 15 minutes before the time scheduled to start the meeting.
6. Appointment of proxies is not allowed. However, u/s 112 & 113 authorized representatives may be appointed for attending the meeting in terms of Circular No. 10/2021 dated 23/06/2021.
7. 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](mailto:anil.s@parijat.in) or M: +91 98737 07481.
8. In case the voting is required through poll the Members shall convey their vote at Company's designated Email ID: [anil.s@parijat.in](mailto:anil.s@parijat.in).
9. The Notice calling this meeting shall also be placed on the Company's website [www.parijatagrochemicals.com](http://www.parijatagrochemicals.com).

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

### **Item No.5**

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 2021-22.

The Board at its meeting held on 22<sup>nd</sup> September 2021 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 2021-22 on the agreed remuneration of Rs. 90,000/- (Rupees Ninety 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 with 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. 5 of the Notice.

### **Item No. 6**

The Board at its meeting held on 22<sup>nd</sup> September 2021 approved the limits for all the material related party transactions subject to the approval of the shareholders through ordinary resolution.

The Company enters into transactions with the related parties which are mentioned in resolution as item no. 6 and are material in nature. Hence in compliance with the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) rules, 2014 the Company proposes to obtain approval of the shareholders by way of ordinary resolution for entering into the said material related party transactions in one or more tranches. It is also informed that the aforesaid transactions shall be entered on arm's length basis.

All the entities falling under the definition of related party shall abstain from voting in the aforesaid resolution.

The Board of Directors recommends the resolution set forth in item no. 6 of this Notice for approval of the shareholders as an Ordinary Resolution.

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

### **Item No. 7**

The Board at its meeting held on 22<sup>nd</sup> September 2021 approved the re-appointment of Mr. Gautam Mahajan (DIN: 00352704) as an Independent Director of the Company subject to the approval of the shareholders through special resolution.

Mr. Gautam Mahajan is the Non-Executive Independent Director of the Company. He has been on the Board of Parijat since September 2016. He is also a member of Audit Committee, CSR Committee and Nomination and Remuneration Committee of the Company.

In terms of Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Gautam Mahajan being eligible and seeking re-appointment

is proposed to be re-appointed Mr. Gautam Mahajan as an Independent director for a second term of 2 years with effect from 16<sup>th</sup> September 2021.

In the opinion of the Board, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and rules made thereunder and he is independent of the management. The Board considers that his continued association would be immense benefit to the Company, and it is desirable to continue to avail the services of as an Independent Director.

Accordingly, the Board recommends the resolution to appoint as an Independent Director for the Approval of members. Except, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.07.

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

Place: Moscow, Russia  
Date: 22.09.2021

**Anil Kumar Sachdeva**  
Company Secretary  
Membership No: A40331