

**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-  
45766055CIN:  
U24219DL1995PTC161189  
Web: www.parijatagrochemicals.com

**NOTICE**

Notice is hereby given that **(02/2021-22)** Extra Ordinary General Meeting of Members of Parijat Industries (India) Private Limited will be held on Wednesday, the 29<sup>th</sup> day of December 2021 at 06:30 P.M. at Shorter Notice through Video Conferencing with the consent of Shareholders as prescribed at Plot No. 239, 3<sup>rd</sup> Floor, Okhla Industrial Estate, Phase – III, New Delhi – 110020 to transact the following business, in due compliance with MCA General Circular No. 20/2021 dated 08/12/2021.

**SPECIAL BUSINESSES**

**1. APPOINTMENT OF DR. (MRS.) KARUNA VISHUNAVAT (DIN: 09438491) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the recommendation of Board of Directors of M/s Parijat Industries (India) Limited (the **“Company”**) and pursuant to the Sections 149, 152 and 164 read with Schedule IV and the other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (**“Companies Act”**), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and other applicable provisions thereof, if any, the approval of the Shareholders of the Company be and is hereby accorded to Dr. (Mrs.) Karuna Vishunavat (DIN: 09438491), who is not disqualified under Section 164(2) of the Companies Act and who has submitted a declaration that he meets the criteria for appointment as an Independent Director under the Companies Act and the SEBI Listing Regulations (if applicable) and is eligible for appointment be and is hereby appointed as an Independent Director on the Board of Directors of the Company (the **“Board”** or **“Board of Directors”**), who shall hold office for a term of [five years] commencing on 17<sup>th</sup> December, 2021, and not be liable to retire by rotation. Dr. (Mrs.) Karuna Vishunavat shall be entitled to receive sitting fees of Rs. 50,000/- each for attending meetings of the Board or any committees and as may be determined by the Board from time to time.

**RESOLVED FURTHER THAT** the Board notes the consent letter, in the Form DIR-2, received from Dr. (Mrs.) Karuna Vishunavat providing her consent to act as an Independent Director of the Company.

**RESOLVED FURTHER THAT** the Board does note the declaration in writing from Dr. (Mrs.) Karuna Vishunavat in Form No. DIR-8 confirming that she is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

**RESOLVED FURTHER THAT** any Director/ Company Secretary of the Company be and is hereby severally authorized to do all the acts, deeds and things which are necessary to the appointment of Dr. (Mrs.) Karuna Vishunavat as an independent director of the Company, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.

**RESOLVED FURTHER THAT** the certified copies of this resolution be provided to those concerned under the hands of a Director and/or Company Secretary wherever required.”

## **2. ADOPTION OF RESTATED ARTICLES OF ASSOCIATION 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 applicable provisions of the Companies Act, 2013, the provisions of the existing articles of association (**“Existing Articles”**) of the Company, subject to the approval of Registrar of Companies, NCT of Delhi & Haryana, approval of the members be and is hereby accorded to adopt the restated articles of association (**“Restated Articles”**) as the articles of association of the Company, in substitution of the Existing Articles of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforementioned resolution any Director/Company Secretary of the Company be and is/are hereby authorized severally to do all acts, matters, deeds and things and to take all such steps and do all such things and give all such directions as the Board may, in its absolute discretion, consider necessary, expedient or desirable in order to give effect to the above resolution and take all steps which are incidental and ancillary in this connection.

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

## **3. CONVERSION OF EXISTING 0.01% COMPULSORILY CONVERTIBLE CUMULATIVE PREFERENCE SHARES INTO EQUITY SHARES**

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

### **I. Conversion of balance Tranche-1 CCCPs**

**“RESOLVED THAT** pursuant to the provisions of Section 48, 55 & 62 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded for conversion of paid-up Preference Share Capital of Rs. 73,58,890/- (Rupees Seventy-Three Lakhs Fifty-Eight Thousand Eight Hundred Ninety only) consisting of 7,35,889, 0.01% Compulsorily Convertible Cumulative Preference Shares (CCCPs) having a face value of Rs. 10/- acquired at premium of Rs. 90/- per share (CCCPs) be converted into 8,14,577 Equity shares of having a face value of Rs. 10/- each issued at a premium of Rs. 80.34/- per share.

**RESOLVED FURTHER THAT** the Equity Shares of the Company to be allotted upon conversion of the Compulsorily Convertible Cumulative Preference Shares, in accordance with the terms above, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

### **II. Conversion of Tranche 3A & 3B CCCPs**

**RESOLVED THAT** pursuant to the provisions of Section 48, 55 & 62 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force, the consent of the Shareholders of the Company be and is hereby accorded for conversion of paid-up Preference Share Capital of Rs. 2,00,00,000/- (Rupees Two Crores only) consisting of 20,00,000, 0.01% Compulsorily Convertible Cumulative Preference Shares (CCCPs) having a face value of Rs. 10/-

acquired at premium of Rs. 90/- per share (CCCPs) be converted into 24,86,944 Equity shares having face value of Rs 10/- each issued at a premium of Rs. 70.42/- per share.

**RESOLVED FURTHER THAT** the Equity Shares of the Company to be allotted upon conversion of the Compulsorily Convertible Cumulative Preference Shares, in accordance with the terms above, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- each of the Company.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.”

**For & On behalf of  
Parijat Industries (India) Private Limited**

**Anil Kumar Sachdeva**  
Company Secretary  
Membership No.-F11493  
29, F.F., Right Side, Ishwar Colony  
Near Rana Pratap Bagh, New Delhi – 110009.

Date: 29.12.2021  
Place: New Delhi

## 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 EGM 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 MCA General Circular No. 20/2021 dated 08/12/2021.
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. 20/2021 dated 08/12/2021.
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

Explanatory Statement under section 102 of the Companies Act 2013 [“ACT”] and Explanation about reasons for passing of the resolution as required under Rule 22(1) of Companies (Management & Administration) Rules, 2014

### **Item No. 01**

The Nomination and Remuneration Committee recommended the proposed candidature of Dr. (Mrs.) Karuna Vishunavat. After considering the candidature on the recommendation made by NRC Committee, the Board of Directors in their Meeting held on 17<sup>th</sup> December 2021 consider and approved the appointment of Dr. (Mrs.) Karuna Vishunavat (DIN: 09438491) as an Independent Director of the Company with effect from 17<sup>th</sup> December 2021 pursuant to the Sections 149, 152 and 164 read with Schedule IV and the other applicable provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“**Companies Act**”), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), and other applicable provisions thereof, if any.

Further, in terms of Section 149 and other applicable provisions of the Act, Dr. (Mrs.) Karuna Vishunavat is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

### **Details of Director as per Secretarial Standards-2**

DIN	09438491
Date of Birth	16/06/1954
Age	67 years
Date of first appointment on the Board	December 17, 2021
Qualifications	She is Ph.D. in Plant Pathology from C.S.A.U.A&T., Kanpur
Expertise in specific functional areas	She has in length experience of 34 years in working on seed borne diseases of significance, in plant crops and vegetables in particulate and has developed several methods for detection and diagnosis of seed borne pathogens of significance, their location and transmission through seed. She has also been principal investigator of AICRP National Seed Project) Seed Pathology” nominated by ICAR since 2007. She has also authored 4 books on the subject concerned. She has also been honored as guest speaker in several International and national symposia and has travelled United Kingdom, as visiting scientist and Philippines and Nepal as resource person and was also honored with “Best citizen of India” award by International Publishing House for her outstanding contribution in teaching. Presently she is serving as emeritus scientist, ICAR, Plant Protection at GBPUA&T., Pantnagar.
Terms and conditions of appointment	As per the appointment letter
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Remuneration sought to be paid: NIL Remuneration Last Drawn: NIL
Directorship in other companies	NIL

Membership of Committees/ Chairmanship in other Companies	NIL
No. of Board meetings attended during the year	N.A.
No. of shares held	NIL

In the opinion of the Board, Dr. (Mrs.) Karuna Vishunavat fulfills the conditions specified in the Act and the Rules made there under for appointment as an Independent Director and she is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Dr. (Mrs.) Karuna Vishunavat as an Independent Director is now being placed before the Members in General Meeting for their approval.

The Board of Directors accordingly recommends the resolution set out at item no 1 of the accompanying notice for the approval of shareholders by passing "Ordinary Resolution". Therefore, Item No. 1 of this notice is circulated to the members for their approval as such.

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

### **Item No. 02**

It is informed to the shareholders that in accordance with Second Amendment and Supplementary Agreement dated 29<sup>th</sup> December 2021 to the Shareholders' Agreement dated 8<sup>th</sup> June 2016 it is required to adopt new set of articles which are in line with the above said second amendment and supplementary agreement the Members are hereby informed that the Company adopts the restated articles of association ("**Restated Articles**") as the articles of association of the Company, in substitution of the Existing Articles of the Company.

The Board of Directors accordingly recommends the resolution set out at item no 2 of the accompanying notice for the approval of shareholders by passing "Special Resolution". Therefore, Item No. 2 of this notice is circulated to the members for their approval as such.

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

### **Item No. 03**

The Board of Directors in its meeting held on 29<sup>th</sup> December 2021 approved the conversion of 0.01% Compulsorily Convertible Cumulative Preference Shares into Equity Shares of the Company in accordance with terms of Shareholder Agreement dated 8<sup>th</sup> June 2016, Amendment and Supplementary Agreement dated 13 December 2019 & Second Amendment and Supplementary Agreement dated 29<sup>th</sup> December 2021 as mentioned below:

#### **I. Conversion of Tranche -1 CCCPS**

<b>Particulars</b>	<b>CCCPS</b>	<b>Equity shares</b>
<b>India Agri Business Fund II Limited</b>	7,28,531	8,06,431
<b>Real Trust II</b>	7,358	8,146

II. Conversion of Tranche 3A and 3B CCCPS

<b>Particulars</b>	<b>CCCPS</b>	<b>Equity shares</b>
<b>India Agri Business Fund II Limited</b>	19,80,000	24,62,075
<b>Real Trust II</b>	20,000	24,869

The Board of Directors recommends the resolution set out at item no 3 of the accompanying notice for the approval of shareholders by passing “Special Resolution”. Therefore, Item No. 3 of this notice is circulated to the members for their approval as such.

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

**For & On behalf of  
Parijat Industries (India) Private Limited**

**Anil Kumar Sachdeva**  
Company Secretary  
Membership No.-F11493  
29, F.F., Right Side, Ishwar Colony  
Near Rana Pratap Bagh, New Delhi - 110009

Date: 29.12.2021  
Place: New Delhi