

**PARIJAT INDUSTRIES (INDIA) PRIVATE LIMITED**

**Regd. Office:** M-77, M-Block Market, 1<sup>st</sup> & 2<sup>nd</sup> Floor

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CIN: U24219DL1995PTC161189

Web: [www.parijatagrochemicals.com](http://www.parijatagrochemicals.com)

**NOTICE**

Notice for the 27<sup>th</sup> Annual General Meeting of the members of M/s Parijat Industries (India) Private Limited to be held on Thursday, the 8<sup>th</sup> day of September, 2022 at 11:00 a.m. at Plot No. 239, 3<sup>rd</sup> Floor Okhla Industrial Estate, Phase-III, New Delhi-110020 via Video Conferencing in due compliance with General Circular No. 02/2022 dated 05/05/2022 issued by Ministry of Corporate Affairs to transact the following businesses:

**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 2022 including Balance Sheet as at 31<sup>st</sup> March 2022, Statement of Profit & Loss and Cash-Flow Statement for the year ended 31<sup>st</sup> March 2022, 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 2022.
3. Fixation of remuneration of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, 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 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 2022-23.”

**SPECIAL BUSINESS**

4. **Ratification of Remuneration of Cost Auditors of the Company for the year 2022-23**

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 2022-23.

**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.”

5. **Ratification of transaction limit with M/s Leeds Life Sciences Pvt. Ltd. for FY 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 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 the consent of the shareholders be and is hereby accorded for ratification of the below mentioned transaction at arm length price for the financial year 2021-22:

Sr. No.	Name of Related Party involved	Nature/Category of transaction	Approved RPT fixed for F.Y. 21-22 (in lacs)	Utilized Limit F.Y. 21-22 (in lacs)
1	Leeds Life Sciences Private Limited	Sales/Purchase/Service	10000.00	11851.44

**RESOLVED FURTHER THAT** any director or the Company Secretary of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to this resolution and to do all such acts, deeds, things as may be necessary in its absolute discretion and to finalize any documents and writings related thereto.”

6. **Approval for Related Party Transactions limit**

i.) **Fixation of Related Party Transactions limit for financial year 2022-23**

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 related party transactions for financial year 2022-23 arms-length price as tabled below:

Sr. No.	Name of Related Party involved	Nature/Category of transaction	Financial Year	Amount for FY 2022-23 (in lacs)
1	Leeds Life Sciences Private Limited	Sales/ Purchase/Service	2022-23	15000.00
2	Leeds Life Science Ltd.	Sales/Purchase/Service	2022-23	2500.00
3	Belin Limited	Sales/Purchase/Service	2022-23	7500.00
4	Belin International Ltd.	Sales/Purchase/Service	2022-23	250.00
5	Parijat Mali	Sales/Purchase/Service	2022-23	5000.00
6	Crimsun Organics Private Limited	Sales/Purchase/Services	2022-23	12500.00
7	Parijat Tanzania Limited	Sale/Purchase/Service	2022-23	500.00
8	Parijat Togo SARL	Sale/Purchase/Service	2022-23	100.00
9	Mr. Keshav Anand	Rent Payment	2022-23	6.87

10	Mr. Vikram Anand	Rent Payment	2022-23	6.87
11	Mr. Gautam Raj Anand	Employment Contract	2022-23	15.40
12	Ms. Aditi Anand	Consultancy Services	2022-23	47.22
13	Parijat Crop Protection (India) Private Limited	Rent Received	2022-23	0.36
14	Parijat Entertainment Private Limited	Rent Received	2022-23	0.36
15	Parijat Arts & Media Private Limited	Rent Received	2022-23	0.36
16	Parijat Fitness Private Limited	Rent Received	2022-23	0.36
17	Parijat Consulting Private Limited	Rent Received	2022-23	0.36
18	Leeds Life Sciences Private Limited	Rent Received	2022-23	0.36
19	Parijat Holdings Private Limited	Rent Received	2022-23	0.36
20	Parijat Innovations Private Limited	Rent Received	2022-23	1.20
21	Parijat Crop Protection (India) Private Limited	Rent Payment	2022-23	2.35
22	Parijat Crop Protection (India) Private Limited	Rent Payment	2022-23	9.00

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.”

**ii.) To approve related party transaction with Mr. Keshav Anand (Managing Director & CEO) and Mr. Vikram Anand (Director)**

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 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, the consent of the Shareholders be and is hereby accorded to approve the below mentioned transaction at arm length basis:

<b>Name of Related Party involved</b>	<b>Location</b>	<b>Nature/Category of transaction</b>	<b>Amount for approval (in Rs.)</b>
Mr. Keshav Anand	Plot I (Property admeasuring 1052 Sq Yds i.e., 2 Kanal 26 Marla, Village Mandhaur, Ambala)	Purchase of Land & Building	65,82,000
Mr. Vikram Anand	Plot II (Property admeasuring 1000 Sq Yds i.e., 2 Kanal 5 Marla, Village Mandhaur, Ambala)	Purchase of Land & Building	68,64,000

**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.”

**iii.) To approve related party transaction for assignment of trademark with M/s. Leeds Life Sciences Pvt. Ltd.**

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 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, the consent of the shareholders be and is hereby accorded to approve the below mentioned transaction at arm length basis with M/s. Leeds Life Sciences Pvt. Ltd. (Wholly owned subsidiary):

<b>Name of Related Party involved</b>	<b>Nature/Category of transaction</b>	<b>Amount for approval (in Rs.)</b>
M/s. Leeds Life Sciences Pvt. Ltd	Sale of Service	1,92,000

**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. Approval for increase in remuneration of Mr. Keshav Anand (DIN: 01050275) Managing Director & CEO of the Company**

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

“**RESOLVED THAT** pursuant to section 2(54), 196 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of Companies Act, 2013, if any, the consent of the Shareholders be and is hereby accorded for increase in remuneration of Mr. Keshav Anand (DIN: 01050275), Managing Director & CEO of the Company from annual CTC of Rs. 78,03,477/- to Rs. 87,78,900/- (Out of total remuneration of Rs. 87,78,900/, Rs. 3,90,173/- shall be variable based on achievement of Company’s AOP) with effect from 1<sup>st</sup> April 2022. Apart from the above, he shall be eligible for fuel reimbursement, car maintenance, reimbursement of driver’s salary, telephone/mobile reimbursement, leave travel assistance, gratuity etc. as applicable as per Company Policy.

**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, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**8. Approval for increase in remuneration of Mr. Sharat Anand (DIN: 00083237), Executive Director of the Company**

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

“**RESOLVED THAT** pursuant to section 2(54), 196 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of Companies Act, 2013, if any, the consent of the Shareholders be and is hereby accorded for increase in remuneration of Mr. Sharat Anand (DIN: 00083237), Executive Director of the Company from annual CTC of Rs. 73,88,166/- to Rs. 83,11,687/- (Out of total remuneration of Rs. 83,11,687/-, Rs. 3,69,408/- shall be variable based on achievement of Company’s AOP) with effect from 1st April 2022. Apart from the above, he shall be eligible for fuel reimbursement, car maintenance, reimbursement of driver’s salary,

telephone/mobile reimbursement, leave travel assistance, gratuity etc. as applicable as per Company Policy.

**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, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

9. **Approval for increase in remuneration of Mr. Vikram Anand (DIN: 00081386), Executive Director of the Company**

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

“**RESOLVED THAT** pursuant to section 2(54), 196 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of Companies Act, 2013, if any, the consent of the Shareholders be and is hereby accorded for increase in remuneration of Mr. Vikram Anand (DIN: 00081386), Executive Director of the Company from annual CTC of Rs. 76,63,062/- to Rs. 86,20,945/- (Out of total remuneration of Rs. 86,20,945/-, Rs. 3,83,153/- shall be variable based on achievement of Company’s AOP) with effect from 1<sup>st</sup> April 2022. Apart from the above, he shall be eligible for fuel reimbursement, car maintenance, reimbursement of driver’s salary, telephone/mobile reimbursement, leave travel assistance, gratuity etc. as applicable per Company Policy.

**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, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

10. **Approval for increase in remuneration of Mr. Shivraj Anand (DIN: 05269953), Whole-Time Director of the Company**

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

“**RESOLVED THAT** pursuant to section 2(54), 196 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of Companies Act, 2013, if any, the consent of the Shareholders be and is hereby accorded for increase in remuneration of Mr. Shivraj Anand (DIN: 05269953), Whole-Time Director of the Company from annual CTC of Rs. 50,46,344/- to Rs. 56,77,137/- (Out of total remuneration of Rs. 56,77,137/-, Rs. 2,52,317/- shall be variable based on achievement of Company’s AOP) with effect from 1<sup>st</sup> April 2022. Apart from the above, he shall be eligible for fuel reimbursement, car maintenance, reimbursement of driver’s salary, telephone/mobile reimbursement, leave travel assistance, gratuity etc. as applicable as per Company Policy.

**RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and is hereby severally authorized to do all the act, deeds and things which are necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

11. **Approval for increase in remuneration of Mr. Uday Raj Anand (DIN: 06432765) Whole-Time Director of the Company**

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

“**RESOLVED THAT** pursuant to section 2(54), 196 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of Companies Act, 2013, if any, the consent of the Shareholders be and is hereby accorded for increase in remuneration of

Mr. Uday Raj Anand (DIN: 06432765), Whole-Time Director of the Company from annual CTC of Rs. 49,18,756/- to Rs. 55,33,601/- (Out of total remuneration of Rs. 55,33,601/-, Rs. 2,45,938/- shall be variable based on achievement of Company's AOP) with effect from 1<sup>st</sup> April 2022. Apart from the above, he shall be eligible for fuel reimbursement, car maintenance, reimbursement of driver's salary, telephone/mobile reimbursement, leave travel assistance, gratuity etc. as applicable as per Company Policy.

**RESOLVED FURTHER THAT** any Director/Company Secretary of the Company be and is hereby severally authorized to do all the act, deeds and things which are necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**12. To fix and propose limit fixed for Loans or Investments and to give Guarantees or to provide security in connection with a loan made under Section 186 of The Companies Act, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013 ("the Act") read with relevant rules made as applicable thereunder and any other applicable provisions of the Act, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company and subject to such other approvals and sanctions as may be necessary, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as "the Board" which term shall include any Committee thereof) to give any loan(s) and/or any guarantee(s) and/or to provide any security(ies) in connection with any loan(s) to any other body corporate or person and/or to make any further investments/acquisitions by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, up to an amount of Rs. 109 Cr. (Rupees One Hundred Nine Crores only) over and above the limits available to the company of sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize and execute all contracts, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to the foregoing resolution and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the company.”

**13. 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.”

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

Date: 12.08.2022  
Place: New Delhi

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

**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. 02/2022 dated 5<sup>th</sup> May 2022 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).



## ANNEXURE TO THE NOTICE

Explanatory Statement under section 102 of the Companies Act 2013 [“ACT”] and Explanation about reasons for passing of the resolution.

### **Item No. 4**

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 2022-23.

The Board at its meeting held on 02<sup>nd</sup> June 2022 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 2022-23 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. 4 of the Notice.

### **Item No. 5**

The Board of Directors in their meeting held on 2<sup>nd</sup> June 2022 passed resolution for ratification of related party transaction limit for Rs. 1851.44 Lakhs with M/s Leeds Life Sciences Private Limited for FY 2021-22 as mentioned below at arms-length basis:

<b>Sr. No.</b>	<b>Name of Related Party involved</b>	<b>Nature/Category of transaction</b>	<b>Approved RPT fixed for F.Y. 21-22 (in lacs)</b>	<b>Utilized Limit F.Y. 21-22 (in lacs)</b>
1	Leeds Life Sciences Private Limited	Sales/Purchase/Service	10000.00	11851.44

The Board of Directors recommends the resolution set forth in item no. 5 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.

Save and except Mr. Anil Kumar Sachdeva, Mr. Uday Raj Anand, Mr. Shivraj Anand, Mr. Keshav Anand, Mr. Sharat Anand, Mr. Vikram Anand and Mr. Raj Deep Bhatia to the extent of their shareholding interest, if any, none of the other directors/key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

## Item No. 6

### i) Fixation of Related Party Transactions limit for financial year 2022-23

The Board at its meeting held on 02<sup>nd</sup> June 2022 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(i) 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.

Following Directors, Key Managerial Personnel or their relatives are interested in the below mentioned Related Party Transactions:

S. No.	Name of Related Party involved	Interested Directors, Key Managerial Personnel or their relatives	Nature of Relationship
1.	Leeds Life Sciences Private Limited	Mr. Anil Kumar Sachdeva, Mr. Raj Deep Bhatia, Mr. Keshav Anand, Mr. Sharat Anand, Mr. Vikram Anand, Mr. Shivraj Anand & Mr. Uday Raj Anand	Wholly Owned Subsidiary of Parijat Industries (India) Private Limited
2.	Leeds Lifescience Ltd.	Mr. Shivraj Anand	Wholly Owned Subsidiary of Parijat Industries (India) Private Limited
3.	Belin Limited	Mr. Anil Kumar Sachdeva	Wholly Owned Subsidiary of Parijat Industries (India) Private Limited
4.	Belin International Ltd.	-	Wholly Owned Subsidiary of Parijat Industries (India) Private Limited
5.	Parijat Mali	Mr. Keshav Anand Mr. Raj Deep Bhatia, Mr. Shivraj Anand	Joint Venture of Parijat Industries (India) Private Limited
6.	Crimsun Organics Private Limited	Mr. Keshav Anand, Mr. Sharat Anand, Mr. Raj Deep Bhatia & Mr. Anil Kumar Sachdeva	Common Directors of Subsidiary Company. Mr. Anil Kumar Sachdeva is a KMP in the Company and Director in Subsidiary Company.
7.	Parijat Tanzania Limited	Mr. Shivraj Anand	Wholly Owned Subsidiary of Parijat Industries (India) Private Limited
8.	Parijat Togo SARL	-	Subsidiary of Parijat Industries (India) Private Limited
9.	Mr. Keshav Anand	Mr. Keshav Anand	Managing Director & CEO of Parijat Industries (India) Private Limited
10.	Mr. Vikram Anand	Mr. Vikram Raj Anand	Director of Parijat Industries (India) Private Limited
11.	Mr. Gautam Raj Anand	Mr. Sharat Anand	Relative of Director of Parijat Industries (India) Private Limited

12.	Ms. Aditi Anand	Ms. Aditi Anand	Relative of Director of Parijat Industries (India) Private Limited
13.	Parijat Crop Protection (India) Private Limited	Mr. Keshav Anand, Mr. Sharat Anand, Mr. Vikram Anand, Mr. Uday Raj Anand and Mr. Shivraj Anand	Common Shareholders and Directors
14.	Parijat Entertainment Private Limited	Mr. Keshav Anand	Common Director
15.	Parijat Holdings Private Limited	Mr. Sharat Anand, Mr. Uday Raj Anand & Mr. Shivraj Anand	Common Directors
16.	Parijat Arts & Media Private Limited	Mr. Vikram Anand	Common Director and Shareholder
17.	Parijat Fitness Private Limited	Mr. Uday Raj Anand	Common Director and Shareholder
18.	Parijat Consulting Private Limited	Mr. Sharat Anand & Mr. Shivraj Anand	Common Director and Shareholder
19.	Parijat Innovations Private Limited	Mr. Sharat Anand, Mr. Shivraj Anand and Mr. Uday Raj Anand	Common Directors and Shareholders

The Board of Directors recommends the resolution set forth in item no. 6(i) 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.

None of the Directors, Key Managerial Personnel and their relatives, except as mentioned above, are concerned or interested, financially or otherwise, in the resolution.

**ii) To approve related party transaction with Mr. Keshav Anand (Managing Director & CEO) and Mr. Vikram Anand (Director)**

The Board at its meeting held on 20<sup>th</sup> July 2022 approved the limits for material related party transaction for purchase of Land & Building from Mr. Keshav Anand and Mr. Vikram Anand subject to the approval of the shareholders through ordinary resolution. The said properties are already being used by the Company for its manufacturing and warehousing facility taken on lease by the Company from Mr. Keshav Anand and Mr. Vikram Anand. The Company will benefit from Lease rental saving as well as ease of operations having complete area of the Unit 1 in its own ownership as other two plots of Unit 1 are already under the name of the Company.

The Board of Directors recommends the resolution set forth in item no. 6(ii) 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.

Except Mr. Keshav Anand, Mr. Sharat Anand, Mr. Vikram Anand, Mr. Shivraj Anand and Mr. Uday Raj Anand none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

**iii) To approve related party transaction for assignment of trademark with M/s Leeds Life Sciences Pvt. Ltd.**

The Board at its meeting held on 20<sup>th</sup> July 2022 approved the limits for material related party transaction with M/s Leeds Life Sciences Pvt. Ltd. (Wholly owned subsidiary) for assignment of 24 Trademarks total value of Rs. 1,92,000/- subject to the approval of shareholders in the meeting. These Trademarks shall be used by Leeds for expansion of its business in existing local or international markets. Expansion of Leeds business with these Trademarks shall give benefit to the Company on consolidation basis since Leeds is a 100% Wholly owned subsidiary of the Company.

The Board of Directors recommends the resolution set forth in item no. 6(iii) 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.

Except Mr. Keshav Anand, Mr. Sharat Anand, Mr. Vikram Anand, Mr. Shivraj Anand and Mr. Uday Raj Anand, Mr. Raj Deep Bhatia and Mr. Anil Kumar Sachdeva none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

**Item No. 7**

The Board of Directors, on the recommendation of Nomination & Remuneration Committee, in their meeting held on 11<sup>th</sup> July 2022 have increased the remuneration, subject to the shareholder's approval. The proposed increase in remuneration is commensurate to the contribution of Mr. Keshav Anand in the business and growth of the Company.

The Board recommends the special resolution as set out at Item No. 7 of the Notice for approval of the members.

Save and except Mr. Keshav Anand, Mr. Sharat Anand, Mr. Vikram Anand and Mr. Uday Raj Anand to the extent of their shareholding interest, if any, none of the other directors/key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 7 of the Notice.

**Item No. 8**

On the recommendation of Nomination & Remuneration Committee, the Board of Directors in their meeting held on 11<sup>th</sup> July 2022 increased remuneration of Mr. Sharat Anand subject to the shareholder's approval. The proposed increase in remuneration is commensurate to the contribution of Mr. Sharat Anand in the business and growth of the Company.

The Board recommends the special resolution as set out at Item No. 8 of the Notice for approval of the members.

Save and except Mr. Keshav Anand, Mr. Sharat Anand, Mr. Vikram Anand and Mr. Shivraj Anand, to the extent of their shareholding interest, if any, none of the other directors/key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice.

**Item No. 9**

On the recommendation of Nomination & Remuneration Committee, the Board of Directors in their meeting held on 11<sup>th</sup> July 2022 increased remuneration of Mr. Vikram Anand, Executive Director of the Company have increased the remuneration, subject to the shareholder's approval. The proposed increase

in remuneration is commensurate to the contribution of Mr. Vikram Anand in the business and growth of the Company.

The Board recommends the special resolution as set out at Item No. 9 of the Notice for approval of the members.

Save and except Mr. Keshav Anand, Mr. Sharat Anand and Mr. Vikram Anand to the extent of their shareholding interest, if any, none of the other directors/key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 9 of the Notice.

#### **Item No. 10**

On the recommendation of Nomination & Remuneration Committee, the Board of Directors in their meeting held on 11<sup>th</sup> July 2022 increased remuneration of Mr. Shivraj Anand, Whole-time Director of the Company subject to the shareholder's approval. The proposed increase in remuneration is commensurate to the contribution of Mr. Shivraj Anand in the business and growth of the Company.

The Board recommends the special resolution as set out at Item No. 10 of the Notice for approval of the members.

Save and except Mr. Shivraj Anand and Mr. Sharat Anand, to the extent of their shareholding interest, if any, none of the other directors/key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 10 of the Notice.

#### **Item No. 11**

On the recommendation of Nomination & Remuneration Committee, the Board of Directors in their meeting held on 11<sup>th</sup> July 2022 increased remuneration of Mr. Uday Raj Anand, Whole-time Director of the Company, subject to the shareholder's approval. The proposed increase in remuneration is commensurate to the contribution of Mr. Uday Raj Anand in the business and growth of the Company.

The Board recommends the special resolution as set out at Item No. 11 of the Notice for approval of the members.

Save and except Mr. Uday Raj Anand and his relatives, to the extent of their shareholding interest, if any, none of the other directors/key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 11 of the Notice.

#### **Item No. 12**

As per sub-section (2) & (3) of section 186 of the Companies Act, 2013, a company is required to obtain the prior approval of the members through a special resolution, in case the company wants to-

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Due to adoption of financial statements in IND AS there are major impacts on the Share Capital, Free Reserves and Securities Premium amount. Since, based on calculations as per Financials as on 31st March 2022 present and proposed limit exceeds board power. Hence, the same is required to be taken to Shareholders meeting for their approval in the AGM based on recommendation of Audit Committee and Board of the Company.

The said approval is sought keeping in mind the fund requirements of company's subsidiaries/sister concerns in the group companies to meet urgent needs from time to time to yield and grow in business segment.

None of the Directors and/or Key Managerial Personnel (KMP) of the company and/or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 12 of the accompanying Notice.

The Board commends the passing of the Special Resolution as set out at Item No. 12 of the Notice.

### **Item No. 13**

It is informed to the shareholders that in accordance with Third Amendment and Supplementary Agreement dated 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 aforesaid Third 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 13 of the accompanying notice for the approval of shareholders by passing "Special Resolution". Therefore, Item No. 13 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.

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

Date: 12.08.2022  
Place: New Delhi

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