

PARIJAT INDUSTRIES (INDIA) PRIVATE LIMITED

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

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CIN: U24219DL1995PTC161189

Web: www.parijatagrochemicals.com

NOTICE

Notice is hereby given that 2nd Extra Ordinary General Meeting of Members of M/s Parijat Industries (India) Private Limited will be held on Wednesday, the 22nd day of March 2023 at 03:30 PM through Video Conferencing with the consent of Shareholders as prescribed at Plot No. 239, 3rd Floor, Okhla Industrial Estate, Phase – III, New Delhi – 110020 to transact the following business, in due compliance with MCA General Circular No. 11/2022 dated 28th December 2022.

SPECIAL BUSINESSES

1. APPOINTMENT OF MR. MITCHELL WAYNE MANSFIELD AS NOMINEE DIRECTOR ON THE BOARD 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 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. Mitchell Wayne Mansfield (DIN: 10044503), representative of India Agri Business Fund II Limited as Nominee Director on the Board of the Company with effect from 22nd February 2023.

RESOLVED FURTHER THAT any Director/Company Secretary of the Company be and is hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs, for the purpose of the appointment of Mr. Mitchell Wayne Mansfield 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 and declaration in Form DIR-8 as submitted by Mr. Mitchell Wayne Mansfield be and are hereby noted by the Board.

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.”

2. APPOINTMENT OF MR. JASON ALEKSANDER KARDACHI AS NOMINEE DIRECTOR ON THE BOARD 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 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. Jason Aleksander Kardachi (DIN: 07632180), representative of India Agri Business Fund II Limited as Nominee Director on the Board of the Company with effect from 22nd February 2023.

RESOLVED FURTHER THAT any Director/Company Secretary of the Company be and is hereby severally authorized to make all necessary applications, reporting, forms on the website of the Ministry of Corporate Affairs, for the purpose of the appointment of Mr. Jason Aleksander Kardachi 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 and declaration in Form DIR-8 as submitted by Mr. Jason Aleksander Kardachi be and are hereby noted by the Board.

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.”

3. APPROVAL FOR THE ALTERATION TO THE 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 and rules, circulars, notifications thereunder (as amended, modified or restated from time to time), the provisions of the existing articles of association of the Company (“**Existing Articles**”), pursuant to the approval of the Board of Directors in their meeting held on March 22, 2023, and subject to the execution of the Fourth Amendment Agreement to the Shareholders’ Agreement dated June 08, 2016 (“**Shareholders Agreement**”), the approval of the Members be and is hereby accorded for substitution of the Existing Articles with the amended and restated articles of association of the Company (“**Restated Articles**”), the draft of which was placed before the Members, for incorporation of the relevant terms of the Fourth Amendment Agreement to the Shareholders’ Agreement, to be effective upon the execution of the Fourth Amendment Agreement to the Shareholders’ Agreement.

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 including but not limited to completing the necessary formalities relating to filing of necessary statutory forms and any other relevant documents in relation to alteration of the articles of association of the Company.

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

Anil Kumar Sachdeva
Company Secretary
Membership No.: F11493

Date: 22.03.2023
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. 11/2022 dated 28th December 2022.
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 23rd June 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 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.
9. The Notice calling this meeting shall also be placed on the Company's website 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.

Item No. 1

It is informed the Board of Directors in their Meeting held on 22nd February 2023 considered and approved the appointment of Mr. Mitchell Wayne Mansfield (DIN: 10044503) as a Nominee Director of the Company on behalf of India Agri Business Fund II Limited with effect from 22nd February 2023 pursuant to the Sections 161 of Companies Act 2013 along with the rules made thereunder, each as amended (“**Companies Act**”), and Articles of Association of the Company.

Details of Director as per Secretarial Standards-2

DIN	10044503
Date of Birth	27/01/1986
Age	37 years
Date of first appointment on the Board	February 22, 2023
Qualifications	Mitchell is a Chartered Accountant, Official Liquidator and Registered Liquidator in Australia.
Expertise in specific functional areas	<p>Mitchell is a Managing Director with Kroll’s Restructuring Advisory practice and the Head of the Cayman Islands operations. He has over 15 years of experience delivering bespoke solutions in respect of complex cross border restructurings, liquidations, shareholder disputes and valuations, investigations and litigation across Australia, Asia, North America, the Middle East and the Caribbean.</p> <p>He also leads the Funds and Asset Management services for Kroll’s Restructuring Advisory practice. In this position, he is responsible for providing advisory and discretionary asset management services for illiquid or distressed investments, including divestments, rationalizing management cost structures, restructuring of single investments or portfolio realizations.</p>
Terms and conditions of appointment	As per Shareholders Agreement dated 8 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	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, Mr. Mitchell Wayne Mansfield fulfills the conditions specified in the Act and the Rules made there under for appointment as a Nominee Director and he is independent of the management. In compliance with the provisions of Section 161 of the Act read with rules made thereunder, the appointment of Mr. Mitchell Wayne Mansfield as a Nominee 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 the Board of Directors in their Meeting held on 22nd February 2023 considered and approved the appointment of Mr. Jason Aleksander Kardachi (DIN: 07632180) as a Nominee Director of the Company on behalf of India Agri Business Fund II Limited with effect from 22nd February 2023 pursuant to the Sections 161 of Companies Act 2013 along with the rules made thereunder, each as amended (“Companies Act”), and Articles of Association of the Company.

Details of Director as per Secretarial Standards-2

DIN	07632180
Date of Birth	28/08/1972
Age	52 years
Date of first appointment on the Board	February 22, 2023
Qualifications	Mr. Jason holds a Bachelor of Commerce and a Bachelor of Economics from the University of Adelaide, and he is a Chartered Accountant. He is the founding member of the TMA Southeast Asia (SEA) chapter and is the first president of the regional TMA chapter.
Expertise in specific functional areas	He leverages more than 27 years of experience in corporate advisory and restructuring in Asia Pacific, the last 19 of which have been in Hong Kong and Singapore. He has led and managed complex debt restructurings and turnarounds, liquidations and receiverships and provided practical and commercial solutions to key stakeholders. Mr. Jason was awarded the TMA International Chapter Impact Award 2019, and he is the first practitioner outside of the U.S. to have received an Individual award since the launch of the TMA Awards in 1993.
Terms and conditions of appointment	As per Shareholders Agreement dated 8 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	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, Mr. Jason Aleksander Kardachi (DIN: 07632180) fulfills the conditions specified in the Act and the Rules made there under for appointment as a Nominee Director and he is independent of the management. In compliance with the provisions of Section 161 of the Act read with rules made thereunder, the appointment of Mr. Jason Aleksander Kardachi as a Nominee 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 2 of the accompanying notice for the approval of shareholders by passing "Ordinary 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

It is informed to the Shareholders that Board of Directors in their meeting held on March 22, 2023 approved adoption of restated Articles of Association of the Company subject to the execution of Fourth Amendment Agreement to the Shareholders' Agreement dated June 08, 2016 ("**Shareholders Agreement**"), accordingly, the approval of Members is required for substitution of the Existing Articles with the Amended and restated articles of association of the Company ("**Restated Articles**"), the draft of which was placed before the Members for incorporation of the relevant terms of the Fourth Amendment Agreement to the Shareholders' Agreement, to be effective upon the execution of the Fourth Amendment Agreement to the Shareholders' Agreement.

The Board of Directors accordingly 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.

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

Anil Kumar Sachdeva
Company Secretary
Membership No.: F11493

Date: 22.03.2023
Place: New Delhi