

PARIJAT INDUSTRIES (INDIA) PRIVATE LIMITED

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

Greater Kailash - II, New Delhi-110048

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CIN: U24219DL1995PTC161189

Web: www.parijatagrochemicals.com

NOTICE

Notice for the 28th Annual General Meeting of the members of M/s Parijat Industries (India) Private Limited to be held on Friday, the 29th day of September 2023 at 11:30 A.M. at Plot No. 239, 3rd 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 31st March 2023 including Balance Sheet as at 31st March 2023, Statement of Profit & Loss and Cash-Flow Statement for the year ended 31st March 2023, 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 31st March 2023.
3. To fix 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 2023-24.”

SPECIAL BUSINESS

4. **To ratify of related party transaction limit for Financial Year for the financial 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 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 2022-23:

Sr. No.	Name (s) of the related party & nature of relationship	Nature of relationship	Nature of contracts/ arrangement /transaction	Approved for FY 2022-23 (INR in million)	Utilized for FY 2022-23 (INR in million)	Exceeded Amount (INR in million)
1.	Parijat Mali	Joint Venture	Sales/Purchase/Services	500.00	555.36	55.36
2.	Belin Limited	Wholly Owned Subsidiary	Sales/Purchase/Services	750.00	771.49	21.49

RESOLVED FURTHER THAT any Executive 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.”

5. **To approve related party transactions limit for financial year 2023-24**

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 the Board for any such transactions subject to the approval of shareholders.

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, the consent of the Shareholders be and is hereby accorded to approve the related party transactions for financial year 2023-24 at arms-length basis as tabled below which are exclusive of taxes:

S. No.	Name of Related Party involved	Nature/Category of transaction	RPT fixed for F.Y. 22-23 (in millions)	Utilized Limits F.Y. 22-23 (in millions)	RPT Fixed for FY 2023-24 (in millions)
1	Leeds Life Sciences Private Limited	Sales/ Purchase/Service	1,500.00	1,106.91	1500.00
2	Leeds Lifescience Ltd.	Sales/Purchase/Service	250.00	114.48	250.00
3	Belin Limited	Sales/Purchase/Service	750.00	771.49	1100.00
4	Belin International Ltd.	Sales/Purchase/Service	25.00	0.00	25.00
5	Parijat Mali	Sales/Purchase/Service	500.00	555.36	1000.00
6	Crimsun Organics Private Limited	Sales/Purchase/Services	1250.00	720.35	1250.00
7	Parijat Tanzania Limited	Sale/Purchase/Service	50.00	9.46	50.00
8	Parijat Togo SARL	Sale/Purchase/Service	10.00	0.00	10.00
9	*Mr. Keshav Anand	Rent Payment (Village Mandhur, Ambala)	0.69	0.69	0.03
10	*Mr. Vikram Anand	Rent Payment (Village Mandhur, Ambala)	0.69	0.69	0.03
11	Mr. Gautam Raj Anand	Employment Contract	1.54	1.33	1.54
12	Ms. Aditi Anand	Consultancy Services	4.72	4.72	4.72
13	Parijat Crop Protection (India) Private Limited	Rent Received (Registered office at GK-2, New Delhi)	0.04	0.04	0.04
14	Parijat Entertainment Private Limited	Rent Received (Registered office at GK-2, New Delhi)	0.04	0.04	0.04
15	Parijat Arts & Media Private Limited	Rent Received (Registered office at GK-2, New Delhi)	0.04	0.04	0.04
16	Parijat Fitness Private Limited	Rent Received (Registered office at GK-2, New Delhi)	0.04	0.04	0.04
17	Parijat Consulting Private Limited	Rent Received (Registered office at GK-2, New Delhi)	0.04	0.04	0.04
18	Leeds Life Sciences Private Limited	Rent Received (Registered office at GK-2, New Delhi)	0.04	0.04	0.04

19	Parijat Holdings Private Limited	Rent Received (Registered office at GK-2, New Delhi)	0.04	0.04	0.04
20	Parijat Innovations Private Limited	Rent Received (Registered office at GK-2, New Delhi)	0.12	0.12	0.12
21	Parijat Crop Protection (India) Private Limited	Rent Payment (Tehsil Shahzadpur, Ambala, Haryana)	0.24	0.24	0.26
22	Parijat Crop Protection (India) Private Limited	Rent Payment (Tehsil Naraingarh, Ambala, Haryana)	0.90	0.90	0.90
23	Leeds Life Sciences Private Limited	Sale of Service i.e., Assignment of 21 Trademarks)	0.19	0.19	0.00
24	Leeds Life Sciences Private Limited	Rent Payment	2.80	2.80	0.00
25	*Mr. Keshav Anand	Purchase of Property (Land & Building)	6.58	0.00	6.58
26	*Mr. Vikram Anand	Purchase of Property (Land & Building)	6.86	0.00	6.86

*This is informed that approval for the Agreement to Sell for property situated at Village Mandhaur, Ambala from Mr. Keshav Anand and Mr. Vikram Anand was approved in the Board meeting held on 20th July 2022 and the same is executed in the financial year on 14th April 2023.

RESOLVED FURTHER THAT any Executive 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.”

6. **To ratify remuneration of Cost Auditors of the Company for the year 2023-24**

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 the Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force as amended from time to time, the Company is hereby ratifying the remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus Goods & Service Tax (GST) & re-imbursement 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 2023-24.

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

7. **To reclassify Preference Authorized Share Capital to Equity Authorized Share Capital and subsequent alteration of Capital Clause of Memorandum of Association**

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

“RESOLVED THAT pursuant to Section 61 and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) thereto or re-enactments) thereof for the time being in force, the consent of the Shareholders be and is hereby accorded to reclassify the Authorized Share Capital of the company:

from 40,00,00,000 (Rupees Forty Crores Only) Consisting of Equity Share Capital of Rs. 35,00,00,000 (Rupees Thirty-Five Crores Only) divided into 35000000 (Three Crore Fifty Lakhs) Equity shares of Rs. 10/- each and Preference Share Capital of Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 5000000 (Fifty Lakhs) Preference Shares of Rs. 10/- each;

to 40,00,00,000 (Rupees Forty Crores Only) divided into 40000000 (Four Crores) Equity shares of Rs. 10/- each

FURTHER RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act 2013, the existing Clause V of the Memorandum of Association of the company be and is hereby altered by deleting the same and substituting in its place the following as new Clause V:

V. The Authorized Share Capital of the Company is 40,00,00,000 (Rupees Forty Crores) divided into 40000000 (Four Crore) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the company be and is hereby authorized to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Registrar of Companies and execution of any documents on behalf of the company and to represent the company before any governmental authorities as and when necessary.”

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



Anil Kumar Sachdeva
Company Secretary
Membership No: F11493

Date: 06.09.2023
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 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 5th 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 members 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 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.

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

The Board of Directors in their meeting held on 04.09.2023 passed resolution for ratification of related party transaction limit for INR 55.36 million with M/s Parijat Mali and for INR 21.49 million with M/s Belin Limited for FY 2022-23 as mentioned below at arms-length basis:

Sr. No.	Name (s) of the related party & nature of relationship	Nature of relationship	Nature of contracts/ arrangement /transaction	Approved for FY 2022-23 (INR in million)	Utilized for FY 2022-23 (INR in million)	Exceeded Amount (INR in million)
1.	Parijat Mali	Joint Venture	Sales/Purchase/Services	500.00	555.36	55.36
2.	Belin Limited	Wholly Owned Subsidiary	Sales/Purchase/Services	750.00	771.49	21.49

The Board of Directors recommends the resolution set forth in item no. 4 of this Notice for approval of the shareholders as an Ordinary Resolution.

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

Save and except Mr. Keshav Anand, Mr. Shivraj Anand, Mr. Raj Deep Bhatia and Mr. Anil Kumar Sachdeva 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. 4 of the Notice.

Item No. 5

The Board at its meeting held on 04.09.2023 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. 5 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. 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, Russia	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.	Prijat Mali	Mr. Keshav Anand Mr. Raj Deep Bhatia, Mr. Shivraj Anand	Joint Venture of Prijat 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.	Prijat Tanzania Limited	Mr. Shivraj Anand	Wholly Owned Subsidiary of Prijat Industries (India) Private Limited
8.	Prijat Togo SARL	-	Subsidiary of Prijat Industries (India) Private Limited
9.	Mr. Keshav Anand	Mr. Keshav Anand	Managing Director & CEO of Prijat Industries (India) Private Limited
10.	Mr. Vikram Anand	Mr. Vikram Raj Anand	Director of Prijat Industries (India) Private Limited
11.	Mr. Gautam Raj Anand	Mr. Sharat Anand	Relative of Director of Prijat Industries (India) Private Limited
12.	Ms. Aditi Anand	Ms. Aditi Anand	Relative of Director of Prijat Industries (India) Private Limited
13.	Prijat 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.	Prijat Entertainment Private Limited	Mr. Keshav Anand	Common Director
15.	Prijat Holdings Private Limited	Mr. Sharat Anand, Mr. Uday Raj Anand & Mr. Shivraj Anand	Common Directors
16.	Prijat Arts & Media Private Limited	Mr. Vikram Anand	Common Director and Shareholder
17.	Prijat Fitness Private Limited	Mr. Uday Raj Anand	Common Director and Shareholder
18.	Prijat Consulting Private Limited	Mr. Sharat Anand & Mr. Shivraj Anand	Common Director and Shareholder
19.	Prijat 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. 5 of this Notice for approval of the shareholders as an Ordinary Resolution.

Accordingly, approval of the members is being sought to pass 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 this resolution.

Item No. 6

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 conduct audit of the cost records of Company for Financial Year 2023-24.

The Board at its meeting held on 04.09.2023 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 2023-24 on the agreed remuneration of Rs. 1,00,000/- (Rupees One Lakh 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. 6 of the Notice.

Item No. 7

In accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 the Board of Directors in their meeting held on 04.09.2023 passed resolution for reclassification of the Authorized Share Capital of the company from 40,00,00,000 (Rupees Forty Crores Only) consisting of Equity Share Capital of Rs. 35,00,00,000 (Rupees Thirty-Five Crores Only) divided into 35000000 (Three Crore Fifty Lakhs) Equity shares of Rs. 10/- each and Preference Share Capital of Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 5000000 (Fifty Lakhs) Preference Shares of Rs. 10/- each to 40,00,00,000 (Rupees Forty Crores Only) divided into 40000000 (Four Crores) Equity shares of Rs. 10/- each

Subsequently, in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company will be altered with the new Clause V.

V. The Share Capital of the Company is Rupees 40,00,00,000 divided into 40000000 Equity Shares of Rs. 10/- each.

The Board of Directors recommends the resolution set forth in item no. 7 of this Notice for approval of the shareholders as an Ordinary Resolution.

Accordingly, approval of the members is being sought to pass the Special Resolution as set out in the Notice.

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



Anil Kumar Sachdeva
Company Secretary
Membership No: F11493

Date: 06.09.2023

Place: New Delhi