

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 for the 29th Annual General Meeting of the members of M/s Parijat Industries (India) Private Limited to be held at Shorter Notice on Thursday, the 26th day of September 2024 at 04:00 p.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 2024 including Balance Sheet as at 31st March 2024, Statement of Profit & Loss and Cash-Flow Statement for the year ended 31st March 2024, 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 on 31st March 2024.
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 2024-25.”

SPECIAL BUSINESS

4. **To approve material related party transactions limit for financial year 2024-25**

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 approval of the shareholder for any such transactions (as applicable).

S. No.	Name of Related Party involved	Nature/Category of transaction	Approved RPT for F.Y. 24-25 (in millions)
1	Leeds Life Sciences Private Limited	Sales/Purchase/Service	1,500.00
2	Belin Limited, Russia	Sales/Purchase/Service	1,100.00
3	Parijat Mali	Sales/Purchase/Service	1,250.00
4	Crimsun Organics Private Limited	Sales/Purchase/Service	1,250.00
5	Ms. Aditi Anand	Consultancy Services	4.72

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 for approval of the related party transactions for financial year 2024-25 at arms-length basis as tabled below which are exclusive of taxes.

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.

5. **To ratify remuneration of Cost Auditors of the Company for the year 2024-25**

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. 2,00,000/- (INR 0.2 million) 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 2024-25.

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.”

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



Anil Kumar Sachdeva
Company Secretary
Membership No: F11493



Date: 06.09.2024
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.
10. The meeting shall be held at Shorter Notice.

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 at its meeting held on 20.06.2024 approved the limits for all the material related party transactions subject to the approval of the shareholders through ordinary resolution (wherever applicable).

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 an 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.	Belin Limited, Russia	Mr. Anil Kumar Sachdeva	Wholly Owned Subsidiary of Parijat Industries (India) Private Limited
3.	Parijat Mali	Mr. Keshav Anand Mr. Raj Deep Bhatia, Mr. Shivraj Anand	Joint Venture of Parijat Industries (India) Private Limited
4.	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.
5.	Ms. Aditi Anand	Ms. Aditi Anand	Relative of Director of Parijat Industries (India) Private Limited

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.

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. 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 conduct audit of the cost records of Company for Financial Year 2024-25.

The Board at its meeting held on 20.06.2024 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 2024-25 on the agreed remuneration of INR 0.2 million 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.

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



Anil Kumar Sachdeva
Company Secretary
Membership No: F11493



Date: 06.09.2024
Place: New Delhi