

PAR/CS/NSE/2020-21/61

Date: 19/03/2021

To,  
The Manager  
Listing department,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block-G,  
Bandra Kurla Complex, Bandra (E),  
Mumbai- 400 051  
Maharashtra

**Subject: Intimation Extra Ordinary General Meeting, Book closure, e-voting period and other information**

**Ref.: Symbol- PAR (NSE Emerge), ISIN: INE04LG01015**

Dear Sir/Madam,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we would like to inform that the Extra-Ordinary General Meeting ("EGM") of the Members of PAR DRUGS AND CHEMICALS LIMITED ("Company") will be held on Thursday, 15<sup>th</sup> Day of April, 2021 at 4:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

The relevant dates w.r.t. Extra-Ordinary General Meeting are as under.

Sr.	Particulars	Relevant Date
1.	Cut-off date to vote on EGM Resolutions through remote e-voting and e-voting during the EGM	Thursday, April 08, 2021
2.	Book Closure period	Friday, April 09, 2021 to Thursday, April 15, 2021
3.	Commencement of E-voting	Monday, April 12, 2021 from 09:00 a.m. IST
4.	End of e-voting	Wednesday, April 14, 2021 till 5:00 p.m. IST
5.	Extra Ordinary General Meeting	Thursday, April 15, 2021



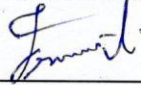
The Company has arranged with Central Depository Services (India) Limited (CDSL) as an agency for providing facilities related to remote e-voting through their platform at [www.evotingindia.com](http://www.evotingindia.com). The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date, being Thursday, April 08, 2021.

The above intimation shall be treated as due compliance of respective provisions under the Companies Act, 2013 and SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015.

Kindly take on the record and acknowledge the receipt.

Yours Faithfully,

**For PAR DRUGS AND CHEMICALS LIMITED**



**(Sanket B. Trivedi)**

**Company Secretary & Compliance Officer**

**Membership No.: ACS-51758**



**Encl: Notice of EGM**

**Copy to:**

**National Securities Depository Limited**

4<sup>th</sup> Floor, Trade World, A Wing,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai - 400013

**Central Depository Services (India) Limited**

"A" Wing, 25th Floor, Marathon Futurex,  
Mafatlal Mills Compounds,  
N M Joshi Marg, Lower Parel (E),  
Mumbai - 400013

**Link Intime India Private Limited**

Office: 506 to 508 Amarnath  
Business Centre, -1 (ABC-1),  
Besides Gala Business Centre,  
Near St. Xaviers College,  
Off C. G. Road, Navrangpura,  
Ahmedabad - 380009



## Par Drugs And Chemicals Limited

(Erstwhile Par Drugs And Chemicals Private Limited)

CIN: L24117GJ1999PLC035512

Registered office: 805, Dwarkesh Complex R.C. Dutt Road, Alkapuri

Vadodara-390007, Gujarat, India

Phone no.: 0265-2342018, 0278-2447013

Website: [www.pardrugs.com](http://www.pardrugs.com) Email: [investors@pardrugs.com](mailto:investors@pardrugs.com)

### **NOTICE**

Notice is hereby given that Extra-Ordinary General Meeting ("EGM") of the Members of **PAR DRUGS AND CHEMICALS LIMITED ("Company")** will be held on **Thursday, 15<sup>th</sup> Day of April, 2021 at 4:00 P.M.** (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business to transact the following businesses.

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY TO ENABLE ISSUE OF BONUS SHARES.**

*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 61 and 64 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members of the company be and is hereby accorded to increase Authorized Share Capital of the Company from existing Rs. 8,75,00,000/- (Rupees Eight Crore Seventy Five Lacs Only) divided into 8750000 (Eighty Seven Lacs Fifty Thousands) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lacs Only) divided into 12500000 (One Crore Twenty Five Lac) Equity shares of Rs. 10 /- (Rupees Ten only) each by creation of additional 3750000 (Thirty Seven Lacs Fifty Thousands) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company."

**"RESOLVED FURTHER THAT** any present Directors or Company Secretary of the company and/or any Committee of Directors or Director or Officer(s) or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any



Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

**“RESOLVED FURTHER THAT** all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

**ITEM NO. 2: TO ALTER CLAUSE V OF MEMORANDUM OF ASSOCIATION TO REFLECT THE INCREASE IN THE AUTHORIZED SHARE CAPITAL PROPOSED UNDER ITEM NO. 1**

*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 Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members of the company be and is hereby accorded for amending existing Clause V of the Memorandum of Association of the company by deleting the same and substituting in its place and stead the following new Clause V:

“

- V. The Authorized Share Capital of the Company is Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lacs Only) divided into 12500000 (One Crore Twenty Five Lac) Equity shares of Rs. 10 /- (Rupees Ten only) each.”**

**“RESOLVED FURTHER THAT** any present Directors or Company Secretary of the company and/or any Committee of Directors or Director or Officer(s) or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

**“RESOLVED FURTHER THAT** all actions taken by the directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

**ITEM NO. 3: TO APPROVE ISSUE OF BONUS EQUITY SHARES.**

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

**“RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to any other regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company, the consent of Members of the company be and is hereby accorded to capitalize sum of Rs. 6,15,23,180/- (Rupees Six Crore Fifteen Lac Twenty Three Thousand One Hundred Eighty Only) out of sum of Rs. 16,82,48,800/- (Rupees Sixteen Crores Eighty Two Lacs Forty Eight Thousands Eight Hundred Only) outstanding to the credit of the Securities Premium account as per the last Audited Financial Statements i.e. as on March 31, 2020 by considering applicable accounting standard of the Company and transfer to the Share Capital Account towards issuance and allotment of Equity shares not exceeding 6152318 (Sixty One Lac Fifty Two Thousand Three Hundred Eighteen) of Rs. 10/- (Rupees Ten only) each for the purpose of issue of Bonus Equity Shares to be allotted as fully paid-up equity shares to the existing equity shareholders of the Company, whose names appear on the Register of Members of the Company/list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the record date as to be determined by the Board, in the proportion of 1:1 i.e. 1 (One) New Equity Share of the nominal value of Rs. 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each and that the Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company.”

**“RESOLVED FURTHER THAT** the Bonus Shares to be allotted shall be subject to the Memorandum and the Article of Association of the Company and shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares In physical form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.”

**“RESOLVED FURTHER THAT** the Issue and allotment of the Bonus Shares to Non-Resident Indians, Foreign Institutional Investors (FIIs) & other foreign investors, shall be subject to the approvals, if any, of the Reserve Bank of India and such other Regulatory authorities, as may be necessary under the Foreign Exchange Management Act, 1999.”

**“RESOLVED FURTHER THAT** Board of Directors be and is hereby authorised to take necessary steps for listing of the Equity Shares so allotted at the Stock Exchanges where the securities of the Company is listed as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Laws, Rules and Regulations.”

**“RESOLVED FURTHER THAT** any present Directors or Company Secretary of the company and/or any Committee of Directors or Director or Officer(s) or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary applications, forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.

**“RESOLVED FURTHER THAT** all actions taken by the directors of the Company in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

**By Order of the Board of Directors  
For Par Drugs and Chemicals Limited**

**Place: Vadodara  
Date: 18<sup>nd</sup> March, 2021**

**Sd/-**

**Sanket B. Trivedi  
Company Secretary & Compliance Officer  
(Membership No: ACS: 51758)**

Par Drugs And Chemicals Limited  
(Erstwhile Par Drugs And Chemicals Private Limited)  
CIN: L24117GJ1999PLC035512  
Registered office: 805, Dwarkesh Complex R.C. Dutt Road, Alkapuri  
Vadodara-390007, Gujarat, India  
Phone no.: 0265-2342018, 0278-2447013  
Website: [www.pardrugs.com](http://www.pardrugs.com) Email: [investors@pardrugs.com](mailto:investors@pardrugs.com)

## **NOTES**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to Ministry's General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 22/2020 dated June 15, 2020, General Circular no. 33/2020 dated September 28, 2020 and General Circular no. 39/2020 dated December 31, 2020 issued by Ministry of Corporate Affairs (collectively 'MCA Circulars') and relevant SEBI Circulars, physical attendance of the Members to the Extra Ordinary General Meeting (hereinafter called "EGM") venue is not required and EGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, the EGM of the members of the Company is being convened and conducted through VC/ OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the EGM will be provided by CDSL.
3. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a scanned copy (PDF/JPG Format) certified copy of its Board or Governing Body Resolution/Authorization etc. authorizing its representative to attend EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [csdgpattel@gmail.com](mailto:csdgpattel@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.pardrugs.com](http://www.pardrugs.com). The Notice can also be accessed from the websites of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and on NSE Emerge platform at [https://www1.nseindia.com/emerge/index\\_sme.htm](https://www1.nseindia.com/emerge/index_sme.htm). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
8. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 22/2020 dated June 15, 2020, General Circular no. 33/2020 dated September 28, 2020 and General Circular no. 39/2020 dated December 31, 2020.
9. Further, in terms of the MCA Circulars and the SEBI Circulars, the Company is sending this EGM Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories.
10. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business under Item No. 1 to 3 of the Notice is annexed hereto.
11. The Register of Members and Share Transfer Books shall remain closed from Friday, April 09, 2021 to Thursday, April 15, 2021 (both days inclusive) for the purpose of EGM.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
13. All the Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days, between 11:00 a.m. and 5:00 p.m. up to the date of meeting and shall also be available at the website of our Company during the EGM at [www.pardrugs.com](http://www.pardrugs.com)
14. Members desirous of obtaining any information concerning accounts or operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting through email on [investors@pardrugs.com](mailto:investors@pardrugs.com) so that the information required may be made available at the Meeting and the same will be replied by the Company suitably.
15. As per Regulation 40 of SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited via email at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)
16. Members holding shares in dematerialized mode are requested to intimate all changes with respect



to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their respective Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.

17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form-SH 13 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company Affairs.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Private Limited, for consolidation into a single folio via email at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
19. Members who hold shares in physical form and Non-Resident Indian Members are requested to inform Link Intime India Private Limited via e-mail [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in), immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. To support the "Green Initiative in Corporate Governance" taken by the Ministry of Corporate Affairs by allowing paperless compliance and stating that service of notices / documents can be effected by sending the same through electronic mode to the registered e-mail addresses of the shareholders. Notices/documents are now being sent by electronic mode to the shareholders whose e-mail addresses have been registered with the Company. Members who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses as under:

**Registration of email id for shareholders holding physical shares:**

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt Ltd, by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB).

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

**For Permanent Registration for Demat shareholders:**

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

**For Temporary Registration for Demat shareholders:**

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) in their web site [www.linkintime.co.in](http://www.linkintime.co.in) at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. (This will only help us in getting with touch with them in case of reminders emails for unclaimed dividend if any further the data will be only use as referral data and will not be updated in the system)

21. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
22. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
23. **Instructions for e-voting and joining the EGM are as follows:**

**E-Voting (voting through electronic means):**

- 1) In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, Standard 8 of the Secretarial Standards on General Meetings and in compliance with Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer the facility of voting through electronic means. The Company has made necessary arrangements with Central Depository Services (India) Limited ("CDSL") to facilitate the members to cast their votes electronically, ("remote e-voting").
- 2) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date Thursday, April 08, 2021** shall be entitled to avail the facility of remote e-voting or voting at the EGM. Persons who are not members as on the cut-off date should treat this notice for information purpose only.
- 3) Any person who have acquired shares of the company and becomes member of the company after the dispatch of this EGM Notice and holding shares as on the cut-off date may obtain the User Id and Password by referring e-voting instructions given in this notice as uploaded on our website at [www.pardrugs.com](http://www.pardrugs.com) and [www.evotingindia.com](http://www.evotingindia.com)
- 4) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 5) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.

- 6) A member can opt for only one mode of voting i.e. either through remote e-voting or e-Voting on the day of the EGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.
- 7) The Company has appointed Mr. Dip G. Patel, Proprietor of DG Patel & Associates, Practising Company Secretary (Membership No. FCS: 10533; CP No: 13774), to act as the Scrutinizer to scrutinize the voting during the EGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The Scrutinizer will submit his report to the Chairman who shall countersign the same. The result of the voting on the Resolutions shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer's Report, will be posted on the website of the Company [www.pardrugs.com](http://www.pardrugs.com) and on the website of the CDSL [www.cdslindia.com](http://www.cdslindia.com) and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and communicated to the Stock Exchanges.

**MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS BELOW TO CAST THEIR VOTE THROUGH REMOTE E-VOTING:**

- (i) **The voting period begins on Monday, April 12, 2021 from 09:00 a.m. IST and ends on Wednesday, April 14, 2021 till 5:00 p.m. IST.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Thursday, April 08, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to e-Voting on the day of the EGM.
- (iii) The shareholders should log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders / Members.
- (v) Now Enter your User ID;
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on

an earlier voting of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

FOR MEMBERS HOLDING SHARES BOTH IN DEMAT FORM OR PHYSICAL FORM	
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to get the sequence number via contacting the email at <a href="mailto:investors@pardrugs.com">investors@pardrugs.com</a></li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details <b>or</b> Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant PAR DRUGS AND CHEMICALS LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image

verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also use Mobile app - "m - Voting" for e voting. Shareholders may log in to m-Voting using their e-voting credentials to vote for the Company resolution(s).

(xix) Note for Non - Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a Compliance user should be created using the admin login and password. A Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@pardrugs.com](mailto:investors@pardrugs.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@pardrugs.com](mailto:investors@pardrugs.com)
- 2) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL- 16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to email to [investors@pardrugs.com](mailto:investors@pardrugs.com)
- 3) The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**



- 1) Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Facility of joining the EGM through VC / OAVM shall open 30 minutes before the time scheduled for the EGM.
- 2) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 3) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/ask questions during the EGM may register themselves as an attendee by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at [investors@pardrugs.com](mailto:investors@pardrugs.com).
- 6) The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at [investors@pardrugs.com](mailto:investors@pardrugs.com). These queries will be replied to by the company suitably by email.
- 7) Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting.
- 8) The member who have not registered themselves as an attendee but have queries during the EGM can use the chat box/ send query button and ask the question.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

- 1) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- 2) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- 3) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 4) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533 or 022-23058543/8542

**By Order of the Board of Directors  
For Par Drugs and Chemicals Limited**

**Place: Vadodara  
Date: 18<sup>th</sup> March, 2021**

**Sd/-**

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**Sanket B. Trivedi  
Company Secretary & Compliance Officer  
(Membership No: ACS: 51758)**

**Par Drugs And Chemicals Limited**  
(Erstwhile Par Drugs And Chemicals Private Limited)  
CIN: L24117GJ1999PLC035512  
Registered office: 805, Dwarkesh Complex R.C. Dutt Road, Alkapuri  
Vadodara-390007, Gujarat, India  
Phone no.: 0265-2342018, 0278-2447013  
Website: [www.pardrugs.com](http://www.pardrugs.com) Email: [investors@pardrugs.com](mailto:investors@pardrugs.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NOS. 1 & 2:**

**INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY TO ENABLE ISSUE OF BONUS SHARES & TO ALTER CLAUSE V OF MEMORANDUM OF ASSOCIATION TO REFLECT THE INCREASE IN THE AUTHORIZED SHARE CAPITAL PROPOSED UNDER ITEM NO. 1.**

The Board in its meeting held on March 18, 2021, approved and recommended subject to the consent of the members of the Company and approval of other regulatory authorities, issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each by capitalizing a sum of Rs. 6,15,23,180/- (Rupees Six Crore Fifteen Lac Twenty Three Thousand One Hundred Eighty Only) out of sum of Rs. 16,82,48,800/- (Rupees Sixteen Crores Eighty Two Lacs Forty Eight Thousands Eight Hundred Only) outstanding to the credit of the Securities Premium account as per the last Audited Financial Statements i.e as on March 31, 2020 by considering applicable accounting standard of the Company.

The present Authorized share capital of the company is Rs. 8,75,00,000/- (Rupees Eight Crore Seventy Five Lacs Only) divided into 8750000 (Eighty Seven Lacs Fifty Thousands) Equity shares of Rs. 10/- (Rupees Ten Only) each.

In order to facilitate issue of bonus shares, it is proposed to increase the Authorised Share Capital to Rs. 12,50,00,000/- (Rupees Twelve Crores Fifty Lacs Only) divided into 12500000 (One Crore Twenty Five Lac) Equity shares of Rs. 10 /- (Rupees Ten only) each by creation of additional 3750000 (Thirty Seven Lacs Fifty Thousands) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13, 61 and 64 of the Companies Act, 2013.

Accordingly, Resolutions under Item no. 1 and 2 of this Notice seek Members' approval by way of Ordinary Resolution for increase in authorized share capital and consequential amendments to Memorandum of Association of the Company.

The Board recommends the resolutions under Item no. 1 and 2 for approval of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions under Item no. No. 1 and 2 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company.

**ITEM NOS. 3: TO APPROVE ISSUE OF BONUS EQUITY SHARES.**

The equity shares of your Company are listed on the SME Platform of National Stock Exchange of India Limited (NSE). The Board of Directors of the company were of the view to capitalize the Securities Premium account by issuing Bonus Equity Shares for the benefit of the members of the company. Hence, the Board in its meeting held on March 18, 2021, approved and recommended subject to the consent of the members of the Company and approval of other regulatory authorities, issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each in the proportion of 1:1 i.e. 1 (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each held by the Members on the "Record Date" to be determined by the Board by capitalizing a sum of Rs. 6,15,23,180/- (Rupees Six Crore Fifteen Lac Twenty Three Thousand One Hundred Eighty Only) out of sum of Rs. 16,82,48,800/- (Rupees Sixteen Crores Eighty Two Lacs Forty Eight Thousands Eight Hundred Only) outstanding to the credit of the Securities Premium account as per the last Audited Financial Statements i.e as on March 31, 2020 by considering applicable accounting standard of the Company

Pursuant to the provisions of Sections 63 and other applicable provisions of the Companies Act, 2013 and subject to other applicable statutory and regulatory approvals, issue of bonus shares require approval of the Members by way of Ordinary Resolution.

Accordingly, Resolution under Item no. 3 of this Notice seek Members' approval by way of Ordinary Resolution for issue of bonus shares.

The Board recommends the resolution under Item no. 3 for approval of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution under Item no. No. 3 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company.

**By Order of the Board of Directors  
For Par Drugs and Chemicals Limited**

**Place: Vadodara  
Date: 18<sup>th</sup> March, 2021**

**Sd/-**

**Sanket B. Trivedi  
Company Secretary & Compliance Officer  
(Membership No: ACS: 51758)**

Par Drugs And Chemicals Limited  
(Erstwhile Par Drugs And Chemicals Private Limited)  
CIN: L24117GJ1999PLC035512  
Registered office: 805, Dwarkesh Complex R.C. Dutt Road, Alkapuri  
Vadodara-390007, Gujarat, India  
Phone no.: 0265-2342018, 0278-2447013  
Website: [www.pardrugs.com](http://www.pardrugs.com) Email: [investors@pardrugs.com](mailto:investors@pardrugs.com)