

PAR/CS/NSE/2020-21/26

Date: 17/08/2020

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 of Postal Ballot Notice for slump sale of Factory Unit-II situated at 5901/1, GIDC Industrial Estate, Ankleshwer, Bharuch – 392001, Gujarat, India of the Company**  
**Ref.: Symbol- PAR (NSE Emerge), ISIN: INE04LG01015**

Dear Sir/Madam,

With reference to our letter dated August 5, 2020, vide letter no. PAR/CS/NSE/2020-21/25, pursuant to the Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice for seeking approval for the slump sale of Factory Unit-II situated at 5901/1, GIDC Industrial Estate, Ankleshwer, Bharuch – 392001, Gujarat, India of the Company by way of Postal Ballot.

The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 14<sup>th</sup> August, 2020. The voting period will commence from Wednesday, 19<sup>th</sup> August, 2020 at 09:00 a.m. IST and ends on Friday, 18<sup>th</sup> September, 2020 at 05:00 p.m. IST.

In compliance with the requirements of the General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (the "MCA Circulars"), hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent only through remote e-voting system.

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: Postal Ballot Notice

CC to:		
National Securities Depository Limited	Central Depository Services (India) Limited	Link Intime India Private Limited
4 <sup>th</sup> Floor, Trade World, A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013	"A" Wing, 25 <sup>th</sup> Floor, Marathon Futorex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013	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)

### **POSTAL BALLOT NOTICE**

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (the "MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special business by the members of the Par Drugs And Chemicals Limited ("the Company") by passing resolution through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified in its General Circular No. 22/2020 dated June 15, 2020 for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2020, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent only through remote e-voting system.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

**PROPOSED SPECIAL RESOLUTION**

**ITEM NO. 1: SELL, TRANSFER AND DISPOSAL OF FACTORY UNIT-II OF THE COMPANY SITUATED AT ANKLESHWAR, GUJARAT, INDIA.**

To consider and if thought fit, to pass, the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Companies (Management and Administration) Rules, 2014 and the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approvals, consents and permissions as may be necessary from the concerned statutory authorities and subject to such terms and conditions as may be imposed by them, and which may be agreed to by the Board of Directors (the Board) of the Company (the **Board**, which expression shall also include committees thereof), the consent of the Company be and is hereby accorded to the Board of Directors to sell, transfer and dispose off the whole of the undertaking being Factory Unit-II of the Company situated at 5901/1, GIDC Industrial Estate, Ankleshwar, Bharuch – 392001, Gujarat, India on a going concern basis together with all assets and liabilities, licenses, regulatory approvals, permits, contracts, employees, liabilities and interests thereof pertaining to the said business unit of whatsoever but excluding its brand name or as the Board of Directors may deem fit in this behalf, by way of slump sale on “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company to DHANVEEN PIGMENTS PRIVATE LIMITED, having registered office at Plot No. 3105, 3106, 3107, GIDC Estate, Nr. GarudaCotex, Panoli, Bharuch-394116, Gujarat, India for an overall consideration of Rs. 5.00/- Crore (Rupees Five Crore only) subject to terms and conditions as may be agreed between the parties in terms of the Agreement including all sourcing & ancillary agreements in connection therewith proposed to be executed by the Company with DHANVEEN PIGMENTS PRIVATE LIMITED.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any Committee of Directors or Director or Officer(s) or Authorized Representative(s) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for implementation of the above 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 regard sell, transfer and dispose off entire undertaking of Factory Unit-II of the Company 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  
ForPar Drugs and Chemicals Limited**

**Place: Vadodara  
Date: 17<sup>th</sup> August, 2020**

**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)

#### **NOTES**

1. The Postal Ballot Notice is being sent by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on August 14, 2020 (the 'cut-off date' which will be considered for the purposes of remote e-voting) and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Link Intime India Private Limited ("RTA").
2. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the Postal Ballot Notice who was not a Member of the Company as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
3. In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, and in terms of the MCA Circulars, Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants or with the Company's Registrar and Transfer Agent i.e. Link Intime India Private Limited and express its inability to dispatch hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members whose email address are not registered. The communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Pursuant to the MCA Circulars, 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:

**a. 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 Private Limited, 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.

**b. 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.

**c. 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)*

4. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. September 18, 2020 in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
5. A member cannot exercise his vote by proxy on Postal Ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

6. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Gujarat (in vernacular language, i.e. Gujarati).
7. In case of any query/grievance in connection with the Postal Ballot including e-voting, Members may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000 or the Company Secretary at the contact details given hereinabove or through email on [investors@pardrugs.com](mailto:investors@pardrugs.com).
8. The Postal Ballot Notice is also placed on the website of the Company [www.pardrugs.com](http://www.pardrugs.com) under the investors tab and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> The Postal Ballot 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)
9. The Board has appointed Mr. Dip G. Patel, Proprietor of DG Patel & Associates, Practicing Company Secretary (Membership No. FCS: 10533; CP No: 13774), as the Scrutinizer to conduct the Postal Ballot remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman, Managing Director or Company Secretary of the Company. The result of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/Company Secretary tentatively on September 19, 2020.
10. The results of the postal ballot will be placed on the Company's website at [www.pardrugs.com](http://www.pardrugs.com), on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in> and it 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 Company will also display the results of the postal ballot at its registered office.
11. The last date specified by the Company for remote e-voting shall be the date on which the Resolution shall be deemed to have been passed, if approved by the requisite majority.
12. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business of resolution mentioned in this postal ballot notice is annexed hereto.

## **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, MCA Circulars, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of Link Intime India Private Limited (LI IPL) for the purpose of providing remote e-voting facility to all its members.

**The remote e-voting period for this postal ballot notice begins on Wednesday, 19<sup>th</sup> August, 2020 at 09:00 a.m. IST and ends on Friday, 18<sup>th</sup> September, 2020 at 05:00 p.m. IST.** The remote e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) for voting thereafter. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e Friday, 14<sup>th</sup> August, 2020** may cast their vote electronically. Votes cast after the end of voting period shall be treated as invalid. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. During the above mentioned period, members may cast their vote electronically by accessing the website <https://instavote.linkintime.co.in> and logging in as per the e-voting instructions provided hereunder.

### **E-Voting Instructions for shareholders:**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LI IPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

**A. User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- ❖ Shareholders/ members holding shares in CDSL demat account shall provide either ‘C’ or ‘D’, above
- ❖ Shareholders/ members holding shares in NSDL demat account shall provide ‘D’, above

- ❖ Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

**NOTE:** If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

❖ **If you have forgotten the password:**

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”. Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

### **Cast your vote electronically**

9. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
10. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
11. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.
12. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
13. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
14. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

### **General Guidelines for shareholders:**

- ❖ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.
- ❖ During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- ❖ Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- ❖ In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

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

**Place: Vadodara  
Date: 17<sup>th</sup> August, 2020**

**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)

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

**ITEM NO. 1: SELL, TRANSFER AND DISPOSAL OF FACTORY UNIT-II OF THE COMPANY SITUATED AT ANKLESHWAR, GUJARAT, INDIA.**

The Company had set up the undertaking, Factory Unit-II of the Company situated at 5901/1, GIDC Industrial Estate, Ankleshwar, Bharuch – 392001, Gujarat, India in the financial year 2005 -2006 (known as and referred as the 'Factory Unit -II of the Company') keeping in view the increase in the business volume vis a vis economic. The said unit was in fact in barren land in last few years before acquiring by the Company. The management of the Company followed the continuous Development program in the unit including renovation of plant, providing employment opportunities to persons living in the nearby area and those who are associated with it.

The Factory Unit-II of the Company is gas based plant and consumption cost of gas for the manufacturing of products are very expensive in nature, on the other side, due to critical zone of Ankleshwar GIDC, usage of solid fuel is restricted because of high carbon emission in the atmosphere. So, 100% utilization of plant is not possible which results in the continuously increase in overhead expenses of operations of the plant and also there are transportation cost of raw materials & finished goods from Ankleshwar Unit to Bhavnagar Unit which decreases the overall profit of the Company. In spite of taking of various steps for development in the Factory Unit-II, the response from local persons was negligible and that the Company was less profitable on that unit continuously.

The whole Factory Unit-II is of less than 20% of net worth of the Company so there is no any question of material impact on selling of the Factory Unit-II. Further, the management shall focus on the better development of the existing Factory Unit-I situated at 333/1, GIDC, Estate.Phase-II, Chitra, Bhavnagar - 364004. Gujarat, India to centralize whole production activity at one place so that, production activity at one place will increase production efficiency and effective utilization of manpower and the expenses of the Company can be minimized to certain extent and can deploy the fund in the relevant activity of the Company including deployment of new manufacturing facility within the current factory Unit-I at Bhavnagar.

**Details of the Factory Unit-II plant are as follows:**

Particular	Information
Name of Undertaking	Factory Unit-II of Par Drugs And Chemicals Limited
Location	5901/1, GIDC Industrial Estate, Ankleshwer, Bharuch – 392001, Gujarat, India
Activity	Manufacturing of Fine Chemicals
Capacity	1200 MT Per Annum

Board of Directors of the company in its meeting held on 5<sup>th</sup> August, 2020 considered and approved to sell, transfer and disposal of the entire the whole of the undertaking being Factory Unit-II of the Company situated at 5901/1, GIDC Industrial Estate, Ankleshwer, Bharuch – 392001, Gujarat, India on a going concern basis together with all assets and liabilities, licenses, regulatory approvals, permits, contracts, employees, liabilities and interests thereof pertaining to the said business unit of whatsoever but excluding its brand name or as the Board of Directors may deem fit in this behalf, by way of slump sale on “as is where is” basis.

The certain business properties of Factory Unit-II are GIDC Land, Factory Building, Storage Tank, Plant & Machinery, Electric Installation, Furniture & Fixtures, Office Equipment, Computer, Laboratory Equipments, Air Conditioner, Weighing Scale, Current assets less current liabilities as on date will be transferred by the Company to **DHANVEEN PIGMENTS PRIVATE LIMITED**, for an overall consideration of **Rs. 5.00/- Crore (Rupees Five Crore only)**. The overall consideration amount has been determined based on the value of the Factory Unit-II as a whole and is proposed to be paid as a lump sum consideration for transfer of the Factory Unit-II by the Company to **DHANVEEN PIGMENTS PRIVATE LIMITED** on a going concern basis.

The net sale proceeds received by the Company on disposal of Factory Unit-II, will be utilized for the renewal and expansion of the existing plat at Factory Unit-I or otherwise as may deemed fit by the Board of directors which is in the best interest of the Company.

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013 (Act) any sale, lease or otherwise disposal of whole or substantially the whole of the undertaking of the Company requires the approval of members of the company by way of a special resolution.

The Disposal of Factory Unit-II shall be in the interest of the Shareholders of the Company and will not result in the reduction of Capital of the Company or will not restrict any right of the shareholders in respect of voting, dividend rights etc. Also there will be no change in the management of the company by dispose of the said Factory Unit-II.

In view of the above, the Board commends the Resolutions under Item No. 1 for approval by members by way of a Special Resolution under section 180(1)(a) of the Companies Act, 2013.

Copies of the documents set out in the Explanatory Statement will be available for inspection of the Members at the Registered Office of the Company from the date of dispatch of the postal ballot notice till date of declaration of result of postal ballot by Company between 10 a.m. to 12 noon on all working days (except Saturdays, Sundays and public holidays).

Directors, Key Managerial Personnel and their relatives who are members of the Company, may be deemed to be concerned or interested in this Resolution to the extent of their respective shareholding in the Company to the same extent as that of every other member of the Company.

**By Order of the Board of Directors  
ForPar Drugs and Chemicals Limited**

**Place: Vadodara  
Date: 17<sup>th</sup> August, 2020**

**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)