

PAR/CS/NSE/2020-21/30

Date: 19/09/2020

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: Proceedings of the Postal Ballot pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

Dear Sir/Madam,

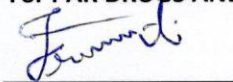
Dear Sir/Madam,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of Postal Ballot Notice dated 17th August, 2020 for slump sale of Factory Unit-II situated at 5901/1, GIDC Industrial Estate, Ankleshwer, Bharuch – 392001, Gujarat, India of the Company

The Postal Ballot Remote E-voting period was commenced from Wednesday, 19th August, 2020 at 09:00 a.m. IST and concluded on Friday, 18th September, 2020 at 05:00 p.m. IST

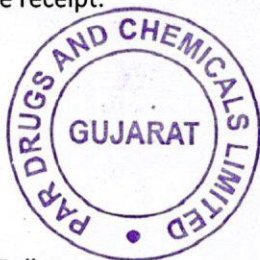
Kindly take on the record and acknowledge the receipt.

For PAR DRUGS AND CHEMICALS LIMITED



(Sanket B. Trivedi)

Company Secretary & Compliance Officer



Annexure: Summary of proceedings of Postal Ballot

SUMMARY OF THE PROCEEDINGS OF THE SPECIAL RESOLUTIONS PASSED BY THE MEMBERS OF PAR DRUGS AND CHEMICALS LIMITED THROUGH POSTAL BALLOT PROCEDURE U/S 110 OF THE COMPANIES ACT, 2013 ON FRIDAY, 18TH DAY OF SEPTEMBER, 2020 THROUGH REMOTE E-VOTING PROCESS

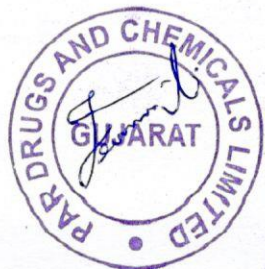
The Company, at the Board Meeting held on August 05, 2020, decided to obtain consent of the members through Postal Ballot under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following matter:

1. SELL, TRANSFER AND DISPOSAL OF FACTORY UNIT-II OF THE COMPANY SITUATED AT ANKLESHWAR, GUJARAT, INDIA.

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, the Company was seeking approval of members for the proposed special business of slump sale of Factory Unit-II situated at 5901/1, GIDC Industrial Estate, Ankleshwar, Bharuch - 392001, Gujarat, India of Company and also set out in Notice of Postal Ballot by passing special resolution by way of postal ballot (only through remote e-voting).

The Postal Ballot notice dated August 17, 2020 was sent to Members of Company whose names appeared on the Register of Members/List of beneficiaries as on August 14, 2020 (Cut-Off date). The Company as on 18-08-2020, has completed dispatch of Postal Ballot Notice along by way of emails, through along with the details of Login Id and Password to the members/ shareholders who have registered their email ids with depositories or with the Company.

The Postal Ballot Notice was sent to all the Members of the Company, 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 was 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").



The Company as on August 18, 2020, has completed dispatch of Postal Ballot Notice along by way of emails, through Link Intime India Private Limited ("RTA") along with the details of Login Id and Password to the members/ shareholders who have registered their email ids.

Further, in compliance with Regulation 30 & 47 SEBI Listing Regulations, Newspaper Advertisement of Postal Ballot Notice was published in Newspaper dated August 18, 2020 in The Economic Times (English) and Navgujarat Samay (Gujarati) for obtaining approval of members for the proposed Special Resolution as set out in the Postal Ballot Notice by way of remote e-voting only.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had also made arrangement for voting by electronic means and availed the services of Link Intime India Private Limited ("RTA") to provide the facility to the members for voting by electronic means.

The e-voting period commenced on on Wednesday, 19th August, 2020 at 09:00 a.m. IST and ends on Friday, 18th September, 2020 at 05:00 p.m. IST. The Members were requested to cast their votes electronically up to 05:00 p.m. IST on Friday, 18th September, 2020.

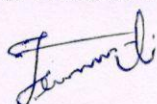
The Board of Directors at their meeting held on August 05, 2020, appointed CS Dip G. Patel, proprietor of DG Patel & Associates, Practicing Company Secretary, be and is hereby appointed as Scrutinizer for a period not exceeding 60 (sixty) days from the date of appointment for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

The scrutinizer carried out the scrutiny of votes polled electronically up to Friday, 18th September, 2020 at 05:00 p.m. IST and the scrutinizer submitted his report dated September 19, 2020. For the ready reference

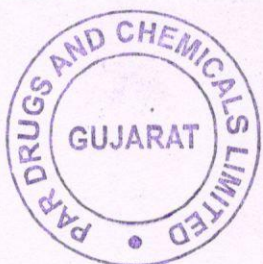
Based on the scrutinizer's report as attached herewith, the Special Resolution contained in the Postal Ballot Notice dated August 17, 2020 has been duly passed as per the details given below.

Item No.	Brief description of the Resolution	Type of Resolution	No. of votes polled	No. of Votes – in favour	No. of Votes– against	% of Votes in favour on votes polled	% of Votes against on votes polled
1	SELL, TRANSFER AND DISPOSAL OF FACTORY UNIT-II OF THE COMPANY SITUATED AT ANKLESHWAR, GUJARAT, INDIA.	Special Resolution	4520318	4520318	0	100.00%	0.00%

For PAR DRUGS AND CHEMICALS LIMITED



(Sanket B. Trivedi)
Company Secretary & Compliance Officer





Date: 19th September, 2020

To,
Mr. Falgun Vallabhbhai Savani
The Chairman,
Par Drugs And Chemicals Limited
805, Dwarkesh Complex R.C. Dutt Road, Alkapuri
Vadodara-390007, Gujarat, India.

**Sub: Scrutinizer's Report on passing of Special Resolution through Postal Ballot
(remote e-voting)**

Dear Sir,

I, **Dip G. Patel**, of DG Patel & Associates, Practicing Company Secretaries, had been appointed as a Scrutinizer by the Board of Directors of **PAR DRUGS AND CHEMICALS LIMITED** [the Company] on 5th August, 2020 pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and Rules made thereunder, as amended, for conducting the process of postal ballot in a fair and transparent manner for passing following **Special Resolution** through Postal Ballot only through remote e-voting process:

- 1) SELL, TRANSFER AND DISPOSAL OF FACTORY UNIT-II OF THE COMPANY SITUATED AT ANKLESHWAR, GUJARAT, INDIA.

Accordingly, I had undertaken the assignment of scrutinizing the entire records and now, I hereby submit my report:

1. The Company is in compliance with the provisions of Section 110 of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rules 20 and 22 of the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as the 'Rules') and MCA Circulars dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 in relation to 'Clarification on passing of ordinary/special resolutions under the Companies Act and rules made thereunder on account of the threat posed by COVID-19.

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2. On account of the threat posed by COVID-19 pandemic situation and as permitted by MCA Circulars, the Company served the requisite notice pursuant to Section 110 of the Act along with draft of the Resolution and Explanatory Statement as required under Section 102 of the Act read with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ("Delisting Regulations") in electronic form only to the members of the Company, whose names appeared in the Register of Members / records of Depositories viz. CDSL/NSDL as on Friday, August 14, 2020 and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the Members as per the exemptions provided in the MCA circulars mentioned above. Hence, the communication of the assent or dissent of the Members had to take place through the E-voting system only.
3. Accordingly, in compliance with Section 108 of the Companies Act, 2013 read with Rules made thereunder and MCA Circulars and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015 ("Listing Regulations"), the Company extended only remote e-voting facility to its members to enable them to cast their votes electronically instead of postal ballot form.
4. The Company has appointed and availed the services of the Company's Registrar & Transfer Agent (RTA), M/s Link Intime India Private Limited (LIPL), to facilitate e-voting by the members through their remote e-voting system. The instructions for remote e-voting were part of the Postal Ballot Notice communicated to the members.
5. In order to facilitate those members who had not registered their e-mail address, a proper procedure was laid down for the shareholders to get their email registered with the RTA so that they could also participate in the remote e-voting facility. The Company had made a special arrangement with LIPL for registration of temporary e-mail address in terms of MCA Circulars.
6. As stated in Sub-Rule 4 of Rule 20 as well as rule 22 of the Companies (Management and Administration) Rules, 2014, and as provided in the MCA Circular mentioned above, a public notice by way of an advertisement was published in two newspapers i.e. in The Economic Times edition in English language and in Navgujarat Samany edition in Gujarati language, on August 18, 2020, informing about the sending of the postal ballot Notice by e-mail. Suitable mention was also made therein for those members, who have not provided their email id, to contact the RTA for voting through electronic means.
7. The Postal Ballot Notice along with the Explanatory Statement were uploaded on the website of the Company i.e. www.pardrugs.com and LIPL i.e. <https://instavote.linkintime.co.in> and the website of National Stock Exchange of India



Limited www.nseindia.com. The results of the Postal Ballot will also be made available on these websites.

8. The voting results along with the Scrutinizer's report will also be hosted on websites of the Company i.e. www.pardrugs.com, LIPL i.e. <https://instavote.linkintime.co.in> National Stock Exchange of India i.e. www.nseindia.com.
9. I hereby report as under:

Sr. No.	Particulars	Particulars
1.	Total number of shareholders as on the cut off date of August 14, 2020.	380
2.	Number of members to whom Notice was sent through email on August 17, 2020	287
3.	Remote E-voting period:	From Wednesday, 19 th August, 2020 at 09:00 a.m. IST to Friday, 18 th September, 2020 at 05:00 p.m. IST
4.	Number of members voted	9
5.	Invalid Votes / Abstain	0
6.	Total number of valid voters	9

10. All votes casted through remote e-voting facility up to 05:00 p.m. IST on Friday, 18th September, 2020, the last date and time fixed by the Company for remote e-voting were considered for my scrutiny.

11. In view of the above scrutiny, I hereby certify that the Special Resolution as contained in the notice of Postal Ballot has been passed with requisite majority on September 18, 2020.

12. I hereby submit my Report on the result of the remote e-voting in respect of the Special Resolution as contained in the notice of Postal Ballot.

The result of Postal Ballot through remote e-voting is as under in respect of resolution:



Result of postal Ballot

Resolution No. 1: Special Resolution


**SELL, TRANSFER AND DISPOSAL OF FACTORY UNIT-II OF THE COMPANY
SITUATED AT ANKLESHWAR, GUJARAT, INDIA.**

Particulars	Number of Members Voted through			Number of valid Votes contained in			Percent age
	Postal Ballot Forms	Remote e-voting	Total	Postal Ballot Forms	Remote e-voting	Total	Total
Assent	N.A.	9	9	N.A.	4520318	4520318	100.00
Dissent	N.A.	0	0	N.A.	0	0	0.00
Total	N.A.	9	9	N.A.	4520318	4520318	100.00

13. Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 1 the Notice of the Postal Ballot dated 17^h August, 2020 has been passed with requisite majority.

Thanking you,
Yours faithfully,

FOR DG PATEL & ASSOCIATES
Company Secretaries


Dip G. Patel
(Proprietor)

M. No: FCS 10533; COP No.13774

UDIN: F010533B000735356



Dated: 19th September, 2020

Place: Bhavnagar