

PAR/CS/NSE/2024-25/46

Date: 02/12/2024

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

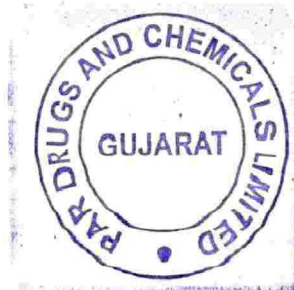
Subject: Outcome of the Board Meeting held on Monday, 2nd day of December, 2024 in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), 2015

Ref.: Symbol- PAR, ISIN: INE04LG01015

Dear Sir/Madam,

The meeting of Board of Directors of the Company held on **Monday, 2nd day of December, 2024 at 4:00 P.M.** through Video Conferencing ("VC") mode , transacted the following businesses:

Item No.	Outcomes
1.	After the recommendation of Audit Committee, the Board of Directors considered, discussed and approved the Slump Sale of existing Establishment (Land, Building, Plant & Machinery, specific Current Assets & Current Liabilities). Details of the same is given as specified in Para A of Part A of Schedule III of the LODR Regulations is attached herewith Annexure 1
2.	After the recommendation of Audit Committee, the Board of Directors considered, discussed and approved to directly or indirectly enter into the business of the Clean and Renewable energy.
3.	After the recommendation of Audit Committee, the Board of Directors considered, discussed and approved to directly or indirectly venture in to the business of Real-estate and Construction.
4.	After the recommendation of Audit Committee, the Board of Directors considered, discussed and approved to make venturing in to a Capital Market.



5. The Board considered and decided to call an Extra Ordinary General Meeting on Tuesday 31st December, 2024 through Video Conferencing ("VC") mode/ 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 Notice of EGM will be sent in due course.

The Board considered and decided relevant dates w.r.t. ensuing Extra Ordinary General Meeting of the company; e-voting which are as under:

Sr.	Particulars	Relevant date
1	Cut-off date: For the purpose of voting through remote e-voting, voting at the time of the EGM and attending the EGM.	Monday, 23 rd December, 2024
2	Commencement of E-voting	Saturday, December 28, 2024 from 09:00 A.M. IST
3	End of e-voting	Monday, December 30, 2024 till 5:00 P.M. IST

The Board has decided to appoint Link Intime India Private Limited ("RTA" of the Company) an Agency for providing facility of e-voting for the ensuing EGM.

The Board decided to appoint CS Jaymeen Dineshbhai Trivedi, proprietor of Jaymeen Trivedi & Associates, Company Secretaries (FCS: 9137; COP No. 10035, Peer Review Certificate: 2936/2023) as a Scrutinizer to scrutinize the votes cast by the members through remote e-voting as well as voting during the Extra Ordinary General Meeting in a fair and transparent manner.

The Board considered and approved the drafts of advertisements to be published in newspapers regarding EGM Notice, e-voting information and other related disclosures. The Board decided to publish the said advertisements in the relevant news paper time to time.

6. After the recommendation of CSR Committee, The Board has discussed, decided and approved CSR projects with (i) Gohilwad Leauva Patidar Kelavni Mandal Bhavnagar, to construct hostel - Madhav Sankul - for rural students through contribution of CSR amount of Rs.25.00 Lakhs and (ii) Shree Sarveshwar Gau Dham Trust Kobadi, for the purpose of animal welfare through contribution of CSR amount of Rs. 7.00 Lakhs for the F.Y. 2024-25.

7. There were no other material items to be discussed and taken for proposal.

Further, with reference to our intimation dated 27th November, 2024 and pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendment made time to time till date and according to Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, the trading window for trading in securities of the Company will be opened at the end of the day of 05.12.2024 for Designated persons, Designated employees and their Immediate relatives.

The Board Meeting was commenced at 4:00 PM and concluded at 5:28 PM.

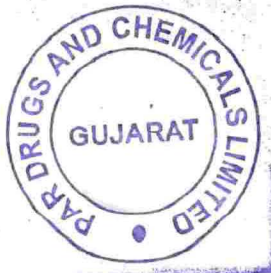
Kindly take on the record and acknowledge the receipt.

Yours Faithfully,

For PAR DRUGS AND CHEMICALS LIMITED

(Sanket B. Trivedi)

Company Secretary & Compliance Officer

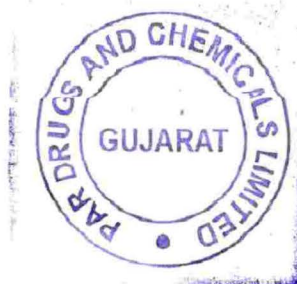


Annexure :1

Details which a listed entity needs to disclose for the events that are deemed to be material as specified in Para A of Part A of Schedule III of the LODR Regulations

Slump Sale of existing Establishment Land, Building, Plant & Machinery, specific Current Assets & Current Liabilities

Sr No	Particulars	Details								
A	the amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division or undertaking or subsidiary or associate company of the listed entity during the last financial year;	<p>the amount and percentage of the turnover or revenue or income and net worth contributed by such unit</p> <table border="1"> <thead> <tr> <th>Amount</th> <th>Percentage (%)</th> <th>Net worth</th> </tr> </thead> <tbody> <tr> <td>Rs. 9510.66 lakhs</td> <td>99.44% (of Net Revenue from Operations)</td> <td>Rs. 8563.20 Lakhs</td> </tr> </tbody> </table>	Amount	Percentage (%)	Net worth	Rs. 9510.66 lakhs	99.44% (of Net Revenue from Operations)	Rs. 8563.20 Lakhs		
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B	date on which the agreement for sale has been entered into	Prospective date of execution of Agreement will be 14 th December, 2024 which will be Subject to shareholders approval								
C	the expected date of completion of sale/disposal	31 st March, 2025								
D	consideration received from such sale/disposal	Rs. 92.88 Crore (Rs. 93 Crore approx.)								
E	brief details of buyers and whether any of the buyers belong to the promoter/promoter group/group companies. If yes, details thereof	<p>Buyer is PHAL-JIG FINE CHEMICALS PRIVATE LIMITED CIN: U24231GJ1991PTC015166</p> <p>Registered Office: Takhteshwar Plot 42 B 3-4, Nr. Home School, Bhavnagar-364001, Gujarat, India.</p> <p>Promoters of Buyer entity are also the part of Promoters group of the listed entity.</p> <p>Details of Buyer belonging to promoter/ promoter group/group of listed entities:</p> <table border="1"> <thead> <tr> <th>Sr No</th> <th>PHAL-JIG FINE CHEMICALS PRIVATE LIMITED</th> </tr> <tr> <th colspan="2">Name of Promoters</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>SARITABEN VALLABHABHDAS SAVANI</td> </tr> <tr> <td>2</td> <td>SHILPA FALGUNBHAI SAVANI</td> </tr> </tbody> </table>	Sr No	PHAL-JIG FINE CHEMICALS PRIVATE LIMITED	Name of Promoters		1	SARITABEN VALLABHABHDAS SAVANI	2	SHILPA FALGUNBHAI SAVANI
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F	whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"	<p>Yes, the transaction would fall within related party transaction and the same is at arm's length price. The valuation reports from the Registered Valuers for immovable & Moveable fixed assets have been obtained by management of the company and the highest valuation of the unit has been considered by the management of the company.</p> <p>Further, the transaction has been approved by the Board of Directors of the Company and the same shall be subject to approval of the shareholders of the Company pursuant to section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI LODR and other statutory approval, permission, authorisation if any.</p>													
G	whether the sale, lease or disposal of the undertaking is outside Scheme of Arrangement? If yes, details of the same including compliance with regulation 37A of LODR Regulations	<p>Yes, sale, lease or disposal of the undertaking is outside Scheme of Arrangement.</p> <p>The Company shall comply with regulation 37A of SEBI LODR Regulations.</p>													
•	Object and Commercial rationale for carrying out such sale lease or otherwise disposal of the whole or substantially the whole of the undertaking of the entity as per Regulation 37 A of SEBI (LODR) Regulations, 2015	Looking to the present scenario, the promoters of the company have found more opportunities in the sector of real estate & construction market, capital market and clean energy market as compared to the existing business of the company.													
•	Details of the use of the Proceeds arising therefrom as per Regulation 37 A of SEBI (LODR) Regulations, 2015	<p>The Promoters of the company will utilize the fund into the three different sector and the details are as below;</p> <table border="1" data-bbox="805 1265 1401 1489"> <thead> <tr> <th>Sr No</th> <th>Name</th> <th>Amount (approx)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Real estate and Construction</td> <td>Rs. 27 Crore</td> </tr> <tr> <td>2</td> <td>Clean energy Market</td> <td>Rs. 25 Crore</td> </tr> <tr> <td>3</td> <td>Capital Market</td> <td>Rs. 41 Crore</td> </tr> </tbody> </table>	Sr No	Name	Amount (approx)	1	Real estate and Construction	Rs. 27 Crore	2	Clean energy Market	Rs. 25 Crore	3	Capital Market	Rs. 41 Crore	
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H	<p>additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale;</p> <table border="1" data-bbox="295 1590 1401 1982"> <thead> <tr> <th>Sr No</th> <th>Particulars</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>in case of cash consideration – amount or otherwise share exchange ratio;</td> <td> <p>The details of cash consideration and share exchange ratio are as follows;</p> <table border="1" data-bbox="893 1758 1380 1915"> <tr> <td>Cash Consideration</td> <td>Rs. 92.88 Crore (Rs. 93 Crore approx.)</td> </tr> <tr> <td>Share exchange Ration</td> <td>Nil</td> </tr> </table> </td> </tr> <tr> <td>2</td> <td>brief details of change in shareholding pattern (if any) of listed entity</td> <td>NA</td> </tr> </tbody> </table>	Sr No	Particulars	Details	1	in case of cash consideration – amount or otherwise share exchange ratio;	<p>The details of cash consideration and share exchange ratio are as follows;</p> <table border="1" data-bbox="893 1758 1380 1915"> <tr> <td>Cash Consideration</td> <td>Rs. 92.88 Crore (Rs. 93 Crore approx.)</td> </tr> <tr> <td>Share exchange Ration</td> <td>Nil</td> </tr> </table>	Cash Consideration	Rs. 92.88 Crore (Rs. 93 Crore approx.)	Share exchange Ration	Nil	2	brief details of change in shareholding pattern (if any) of listed entity	NA	
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