

Parshva Enterprises Ltd.

C.I.N=L51909MH2017PLC297910



Date: 18.05.2023

Scrip Code:542694

The Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort Mumbai - 400 001

Sub: Submission of Notice of 6th Annual General Meeting

Dear Sir

With reference to the above captioned subject and in terms of applicable regulations of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 we hereby submit a copy of the Notice of 6th Annual General Meeting of the Company, to be held on Saturday, June 10, 2023 at 01:00 p.m. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”).

Kindly take the same on record.

Thanking you,

Yours faithfully

For Parshva Enterprises Limited

Prashant Vora
Managing Director
DIN: 06574912

Encl: As above.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 6th Annual General Meeting of the Members of Parshva Enterprises Limited ("Company") will be held on Saturday, June 10, 2023 At 01.00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM") facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Harsh Vora (DIN : 07861487), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Appointment of Statutory Auditors and fix their Remuneration**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Bohara Shah & Co, Chartered Accountants (Firm Registration No. 143865W) be and is hereby appointed as the Statutory Auditor of the Company, in place of the retiring Statutory Auditors, M/s. Choudhary Choudhary & Co., Chartered Accountants (Firm Reg. No. 02910C), to hold office for a term of five consecutive years from the conclusion of 6th Annual General Meeting till the conclusion of 11th Annual General Meeting of the Company to be held in the year 2028, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Prashant Vora as the Managing Director of the Company**

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

"RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and as recommended by Nomination & Remuneration Committee, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Prashant Vora (DIN: 06574912) as the Managing Director of the Company, liable to retire by rotation for a further period of three years w.e.f. 1st April, 2024 to 31st March, 2027 on a remuneration of Rs. 24,00,000/- p.a. in the salary grade of Rs. 24,00,000/- p.a. to Rs. 30,00,000/- p.a. (all inclusive) with an authority to the Nomination & Remuneration Committee or Board of Directors to consider and give increment from time to time or on yearly basis within the grade as

specified here above and on such other terms and conditions as may decided and approve during the tenure of his re-appointment, subject to requisite approval if required under Schedule V Part II Section II B of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as the case may be necessary for the aforesaid purpose.”

5. Re-appointment of Ms. Mamta Patel as an Independent Director for a second term of five years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Ms. Mamta Patel (DIN: 08419890), who was appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 12th April, 2019 and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that she meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment be and is hereby re-appointed as an Independent Non- Executive Director of the Company, to hold office for a second term of further period of five consecutive years i.e. from 12th April, 2024 upto 11th April, 2029, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution.”

By Order of the Board of Directors
 For **Parshva Enterprises Limited**

Sd/-
Prashant Vora
 Chairman
 DIN: 06574912

Date: 15.05.2023

Place: Mumbai

NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April, 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular no. SEBI/HO/CFD/PoD-

2/P/CIR/2023/4 dated 05th January,2023 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. In continuation of this Ministry's General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, or become due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 10/2022 dated December 28, 2022 & Circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January,2023 and the Ministry of Corporate Affairs issued Circular No.20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022. The deemed venue of the AGM shall be registered office of the Company at 811 A Wing, Jaswanti Allied Business Centre Ramchandra Lane Extn., Malad West Mumbai 400064.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") in respect of item nos. 3 to 5 as mentioned in the above notice is annexed as Annexure I. The Additional information required under the Act, Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Director seeking appointment / re-appointment at this AGM is annexed as annexure II to this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at info@parshvaenterprises.co.in with a copy marked to evoting@nsdl.co.in
5. As per Regulation 40 of SEBI Listing Regulations, as amended, as mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DP's. Members can contact the Company or Company's Registrars and Transfer Agents, Bigshare Services Private Limited (BSPL) for assistance in this regard.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Parshva Enterprises Limited at info@parshvaenterprises.co.in in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Parshva Enterprises Limited in case the shares are held by them in physical form.

8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Parshva Enterprises Limited in case the shares are held in physical form. 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 AGM.
9. Members seeking any information with regard to the financial statements or any other matter to be placed at the 6th AGM, are requested to write to the Company from their registered e-mail address, mentioning their name, DP ID and Client ID / Folio Number and mobile number, at the Company's e-mail address, info@parshvaenterprises.co.in on or before Thursday, June 8, 2023, (5:00 p.m. IST). Such questions by the Members shall be taken up during the AGM and replied by the Company suitably.
10. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
11. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate to ensure smooth conduct of the AGM.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.parshvaenterprises.co.in, websites of the Stock Exchanges i.e. BSE Limited www.bseindia.com, and on the website of NSDL <https://www.evoting.nsdl.com>.
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since the AGM will be held through VC / OAVM in accordance with the Circulars, the route map and attendance slip are not annexed to this Notice.
14. The Board of Directors has appointed Mr. Prashant Diwan (Membership No. FCS :1403/CP:1979) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
15. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 & Circular no. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January,2023 physical attendance of the Members to the EGM/AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

3. The remote e-Voting period commences on Wednesday, June 7, 2023 (9:00 a.m. IST) and ends on Friday, June 9, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, June 3, 2023 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences June 7, 2023 to June 9, 2023 or e-Voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
4. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
7. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.





Details on Step 1 are mentioned below:

I) Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	A. NSDL IDeAS facility If you are already registered, follow the below steps: <ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter

	<p>your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

II) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders / Member" section.
- A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file. open the pdf file.
The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) In case you have not registered your e-mail address with the Company / Depository, please follow instructions mentioned below in this notice.
7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- a) Click on "**Forgot User Details / Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pddiwan@yahoo.co.in with a copy marked to evoting@nsdl.co.in Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-Voting you may refer to the FAQs for Shareholders and e-Voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in
4. The instructions for members for e-Voting on the day of the AGM are mentioned in point number 17 (A).

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@parshvaenterprises.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 info@parshvaenterprises.co.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM. The link for VC/OAVM will be sent to the shareholder/members. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800 1020 990 and 1800 22 44 30 or contact Sanjeev Yadav, Assistant Manager – NSDL at evoting@nsdl.co.in .

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website info@parshvaenterprises.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Annexure I to the Notice

EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY AND SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

Pursuant to the provision of Section 139 of the Act read with the Companies (Accounts) Rules, 2014, M/s. Choudhary Choudhary & Co., Chartered Accountants (ICAI Firm Registration No. 02910C) was appointed as Statutory Auditors of the Company at 2nd Annual General Meeting of the Company held on April 30, 2019 and shall retire at the conclusion of the 6th AGM of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 15, 2023, has approved and recommended the appointment of M/s. Bohara Shah & Co, Chartered Accountants (Firm Registration No. 143865W) as the Statutory Auditors of the Company in their place, for a term of five consecutive years, from the conclusion of the ensuing 6th Annual General Meeting of the Company till the conclusion of the 11th Annual General Meeting to be held in the year 2028.

The details required to be disclosed under provisions of Regulation 36(5) of the Listing Regulations are as under:

- A. **Proposed fees payable to the Statutory Auditors:** The remuneration proposed to be paid to the Statutory Auditors shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors consultation with the Audit Committee may alter and vary the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed between M/s. Bohara Shah & Co, Chartered Accountants, Firm Registration No. 143865W and the Board of Directors of the Company.
- B. **Terms of Appointment:** Appointment as Statutory Auditors of the Company for 5 years from the conclusion of the 6th Annual General Meeting till the conclusion of 11th Annual General Meeting of the Company.
- C. **In case of a new auditor, any material change in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:** There is no material change in the remuneration paid to M/s. Choudhary Choudhary & Co., the retiring Statutory Auditors, for the statutory audit conducted for the year ended March 31, 2023 and the remuneration proposed to be paid to M/s. Bohara Shah & Co for the year ending March 31, 2024.
- D. **Basis of recommendation for appointment:** The Committee considered various parameters like capability to serve averse and complex business landscape as that of the Company, market standing of the firm, clientele served, technical Knowledge, governance & competitiveness etc., and found M/s. Bohara Shah & Co, Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.
- E. **Credentials of the Statutory Auditors proposed to be appointed:** M/s. Bohara Shah & Co is a firm of Chartered Accountants with service offerings in the key areas of Audit & Assurance. It is peer review compliance since inception. It has its office situated at 17, Building No. A-1, Ostwal Ornate, Jesal Park, Bhayandar East, Thane – 401105.

As per the requirement of the Act, M/s. Bohara Shah & Co, Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditors in terms of the provisions of the Sections 139 and 141 of the Act and the rules made thereunder.

Pursuant to the Regulation 33(1)(d) of the Listing Regulations, the Statutory Auditors have confirmed that they are subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the ordinary resolution set out in Item No. 3 for your approval.

ITEM NO. 4:

The members of the Company at the Extra-Ordinary General Meeting held on 4th April, 2019, had appointed Mr. Prashant Vora as Managing Director of the Company for a period of Five years i.e. from 1st April, 2019 till 31st March, 2024.

Further, the existing tenure of Mr. Prashant Vora as Managing Director of the Company will be expired on 31st March, 2024. Mr. Prashant Vora is been associated with the day to day affairs of the Company. On recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 15th May, 2023 has re-appointed Mr. Prashant Vora as Managing Director of the Company for a further period of three years with effect from 1st April, 2024 till 31st March, 2027 on a remuneration of Rs. 24,00,000/- p.a. in the salary grade of Rs. 24,00,000/- p.a. to Rs. 30,00,000/- p.a. (all inclusive) with an authority to the Board of Directors to consider and give an increment from time to time or on yearly basis within the grade as specified here above and on such terms and conditions as the Nomination & Remuneration Committee or Board of Directors may decide and approve during the tenure of his re-appointment and in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Act, 2013 subject to requisite approval as required under Schedule V Part II Section II B of the Companies Act, 2013.

The Board of Directors recommends Special Resolution set out at as item no. 4 of the Notice for your approval.

The brief profile of Mr. Prashant Vora is annexed in the notice.

Except Mr. Harsh Vora being a relative of Mr. Prashant Vora, none of the Directors and/or Key Managerial Personnel of Company is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

STATEMENT AS REQUIRED UNDER SECTION II OF PART II OF SCHEDULE V

I. GENERAL INFORMATION

1)	Nature of Industry	The Company's main business is of Buying and Selling of Diamonds.	
2)	Date or expected date of commencement of commercial production	27/07/2017	
3)	In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
4)	Financial performance based on given indicators	Particulars	Year ended 31.03.2023 (Rs. in Lakhs)
		Total Revenue	1829.53
		Profit / (Loss) before Interest, depreciation, Tax and Extraordinary items	45.39
		Financial Expenses	10.21
		Depreciation & Amortization	4.82
		Extraordinary items	0.72
		(Loss)/ Profit Before Tax	29.65
		Taxation for the year	8.33
		(Loss)/ Profit After Tax	21.32
		Deferred Tax Adjustment	0.12
		Net (Loss) Profit after Deferred Tax Adjustment	21.44

		Profit/(Loss) brought forward from previous year	20.98
		Balance carried forward	42.42
5)	Foreign investments or collaborators, if any	N.A.	

II. INFORMATION ABOUT THE APPOINTEE

Sr. No	Particulars	Mr. Prashant Vora
1)	Background details	Mr. Prashant Vora is a Promoter and Managing Director of Company. He has experience of over 14 years in trading and distribution business, equity investments and real estate and over 6 years of experience in gems and jewellery business. He is entrusted with the responsibility of looking after the overall management and operations, planning and implementation of the strategies of our Company.
2)	Past Remuneration	NIL
3)	Recognition or awards	-
4)	Job Profile and suitability	He has experience of over 6 year in gems and jewellery sector
5)	Remuneration proposed	Rs. 24,00,000/- p.a.
6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration compares favorably with that being offered to similarly qualified and experienced persons from industry and the professionals with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to factors such as past experience, position held, their contribution as Managing Director to the growth of the Company, its business and its profitability and age and merits of both.
7)	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Harsh Vora is the Whole-time Director of the Company. They are related to each other as Father Son.

III. Other Information

1)	Reasons of loss or inadequate profits	The ever changing domestic and international market conditions, high cost of materials and manpower expense.
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ITEM NO. 5:

Pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Mamta Patel (DIN: 08419890), was appointed as an Independent Non-Executive Director of the Company at the 2nd Annual General Meeting of the Company to hold office as an Independent Non-Executive Director of the Company for a period up to five (5) consecutive years i.e. from 12th April, 2019 till 11th April, 2024.

As per Section 149(10) of the Act, an Independent Director can hold office for a term up to five (5) consecutive years on the Board of a Company and may be re-appointed for another term up to five (5) consecutive years, with the approval of Members of the Company by way of Special Resolution.

In the opinion of the Board of Directors of the Company, Ms. Mamta Patel fulfils the conditions of re-appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and is independent of the management.

The Board of Directors on the recommendation of the Nomination and Remuneration Committee and based on the satisfactory performance evaluation result, considered that given her professional background and experience and contributions made by her during her tenure, the association of Ms. Mamta Patel would be beneficial to the Company and it is desirable to re-appoint her as an Independent Director for another term up to five (5) consecutive years with effect from 12th April, 2024 till 11th April, 2029.

Copy of the draft letter of appointment of Ms. Mamta Patel setting out the terms and conditions of reappointment will be made available on request.

The details of Ms. Mamta Patel as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions are annexed to this Notice.

Ms. Mamta Patel does not hold by herself or for any other person on a beneficial basis, any shares in the Company. Ms. Mamta Patel has given a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out in the Notice for approval by the Members.

Annexure II to the Notice:

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) AND CLAUSE 1.2.5 OF THE SS-2 WITH REGARD TO DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE SIXTH ANNUAL GENERAL MEETING:

Particulars	Mr. Harsh Vora	Mr. Prashant Vora	Ms. Mamta Patel
DIN	07861487	06574912	08419890
Date of Birth	22/04/1999	19/04/1970	15/08/1996
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	01/04/2019	01/04/2019	12/04/2019
Qualifications	B.com and Pursuing MBA	F. Y. B.com	B.com
Brief resume	Qualified with B. Com joined the Company's Board since incorporation as a Director and He contributes towards the Management and Business Administration and accordingly, brings in value addition to the Company.	Mr. Prashant Vora is a Promoter and Managing Director of Company and thereafter looking after management and operations of the Company.	Qualified with B. Com joined the Company's Board as an Independent Director and she has experience of about 4 year in the field of accounting.
Nature of expertise in specific functional areas	He is a Graduate from the University of Mumbai. He is specialized in the field of accounts and Book Keeping. He has experience of over 6 year in gems and jewellery sector.	He has experience of over 14 years in trading and distribution business, equity investments and real estate and over 6 years of experience in gems and jewellery business He is entrusted with the responsibility of looking after the overall management and	She is a Graduate from the University of Mumbai. she has experience of about 4 year in the field of accounting.

		operations, planning and implementation of the strategies of our Company.	
Terms and condition of appointment / re-appointment along with remuneration to be drawn	<p>Retire by rotation:</p> <ul style="list-style-type: none"> ▪ Liable to retire by rotation. <p>Duties:</p> <ul style="list-style-type: none"> ▪ To adhere as provided under Section 166 of the Act. ▪ To adhere to Schedule V of the Companies Act, 2013. <p>Code of Conduct:</p> <ul style="list-style-type: none"> ▪ Abide by the Code of Conduct devised by the Company. <p>Remuneration: Rs. 2400000 p.a. (proposed)</p>	<p>Retire by rotation:</p> <ul style="list-style-type: none"> ▪ Liable to retire by rotation. <p>Duties:</p> <ul style="list-style-type: none"> ▪ To adhere as provided under Section 166 of the Act. ▪ To adhere to Schedule V of the Companies Act, 2013. <p>Code of Conduct:</p> <ul style="list-style-type: none"> ▪ Abide by the Code of Conduct devised by the Company. <p>Remuneration: Rs. 2400000 p.a. (proposed)</p>	<p>Retire by rotation:</p> <ul style="list-style-type: none"> ▪ Not liable to retire by rotation. <p>Duties:</p> <ul style="list-style-type: none"> ▪ To adhere as provided under Section 166 of the Act. ▪ To adhere to Schedule V of the Companies Act, 2013. <p>Code of Conduct:</p> <ul style="list-style-type: none"> ▪ Abide by the Code of Conduct devised by the Company. <p>Remuneration: NA</p>
Relationship with other Directors, Manager and other KMP	Son of Mr. Prashant Vora	Father of Mr. Harsh Vora	There is no relationship with other Directors, Manager and other KMP.
No. of Board meeting attended during the year	07	07	07
Directorships held in other companies (excluding foreign companies) as on date	NIL	NIL	NIL
Memberships/ Chairmanships of committees of the Company	Member of Audit Committee	Member of Stakeholders Relationship Committee	Member of Audit Committee and Stakeholders Relationship Committee And Chairperson of Nomination and Remuneration Committee.
Memberships/ Chairmanships of committees of other companies	NIL	NIL	NIL
Listed entities from which the person has resigned in the past three years	NA	NA	NA
Number of shares held in the Company	1,83,000	40,25,939	NIL