

NOTICE

Dear Member(s),

"Notice is hereby given that the Eighth (08th) Annual General Meeting of the Members of Parvati Sweetners & Power Limited ("the Company") will be held at CME Hall, J.K Hospital & Research Centre, Kolar Road, Bhopal -462042 (MP) on Monday, the September 30, 2019 at 12:30 P.M (IST) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Anupam Chouksey who retires by rotation and, being eligible, offers herself for re-appointment and in this connection to consider and if deemed fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Anupam Chouksey, be and is hereby re-appointed as a Director of the Company, who is liable to retire by rotation."

SPECIAL BUSINESS

3. To increase the limit for the mortgage/Charge on the assets of the Company and in this regard to consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION under Section 180 (1)(a) of the Companies Act, 2013

"RESOLVED THAT in supersession of all earlier resolutions passed in this connection, the approval and consent of the Shareholders be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, for:

- All and any mortgages and charges created or to be created on all the immovable and movable properties of the Company wherever situated (whether present or future); or on the whole of the undertakings of the company and/or
- taking over the management of the business and undertaking/s of the company in certain events (whether such power is contained in the documents creating the mortgage/charge or otherwise)

to or in favour of any bank or Financial Institution or Lender(s) to secure repayment of any Term Loan or other monies lent or advance by them from time to time together with interest at the agreed rates, compound interest, additional interest, commitment charges, premium on pre-payment, costs, charges, expenses and all other monies and loan agreements entered into/to be entered into by the company, within overall limits of INR 100 Crores (Indian Rupees One Hundred Crores Only)."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, usual or expedient for giving effect to the above resolution and also to make any alteration and amendments thereto from time to time as may be required by the respective bank or financial institution."

4. To increase the borrowing limits of the Company and in this regard to consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION under Section 180(1)(c) of the Companies Act, 2013

"RESOLVED THAT in accordance with the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and also subject to the other approvals as may be required. The Board of Directors of the Company be and is hereby

authorized to borrow monies for the purpose of the business of the Company, notwithstanding that the monies to be so borrowed by the company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital & free reserves of the Company, that is to say, reserves not set apart for any specific purpose for the time being, provided the total amount including the money/s already borrowed by the company shall not exceed INR 100 Crores (Indian Rupees One Hundred Crores Only)."

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. Regularisation & Appointment of Mr. Ashish Jaiswal (DIN- 07972271) as Non-Executive Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** Mr. Ashish Jaiswal (DIN-07972271) who was appointed as an Additional Director of the Company with effect from 29th September 2018 by the Board of Directors who holds office upto the date of this Annual General Meeting of the Company under Section 161 (1) of the Companies Act, 2013 ("the Act"), but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from himself proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. Regularisation & Appointment of Mrs. Pooja Shree Chouksey (DIN- 07575058) as Non-Executive Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** Mrs. Pooja Shree Chouksey (DIN-07575058) who was appointed as an Additional Director of the Company with effect from 29th September 2018 by the Board of Directors who holds office upto the date of this Annual General Meeting of the Company under Section 161 (1) of the Companies Act, 2013 ("the Act"), but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from herself proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

7. Regularisation & Appointment of Mr. Manvendra Mohan Kanoongo (DIN- 01851481) as Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** Mr. Manvendra Mohan Kanoongo (DIN-01851481) who was appointed as an Additional Director of the Company with effect from 12th November 2018 by the Board of Directors who holds office upto the date of this Annual General Meeting of the Company under Section 161 (1) of the Companies Act, 2013 ("the Act"), but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act

from himself proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company for the period of 05 years with effect from the conclusion of ensuing Annual General Meeting and during such period shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

8. Regularisation & Appointment of Mr. Vineet Richhariya (DIN- 08277328) as Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Manvendra Mohan Kanoongo (DIN-01851481) who was appointed as an Additional Director of the Company with effect from 12th November 2018 by the Board of Directors who holds office upto the date of this Annual General Meeting of the Company under Section 161 (1) of the Companies Act, 2013 (“the Act”), but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from himself proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for the period of 05 years with effect from the conclusion of ensuing Annual General Meeting and during such period shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

9. Regularisation & Appointment of Mr. Ajay Gupta (DIN- 07656280) as Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** Mr. Ajay Gupta (DIN-07656280) who was appointed as an Additional Director of the Company with effect from 12th November 2018 by the Board of Directors who holds office upto the date of this Annual General Meeting of the Company under Section 161 (1) of the Companies Act, 2013 (“the Act”), but who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160(1) of the Act from himself proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for the period of 05 years with effect from the conclusion of ensuing Annual General Meeting and during such period shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

10. To consider and approve the payment of remuneration to Mrs. Poonam Chouksey, Chairperson & Managing Director of the Company even in case of loss/inadequacy of Profit.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within

the maximum permissible remuneration i.e. 84 Lakhs as permitted under Section II of Schedule V to the Companies Act, 2013 (as set out below and reproduced in the Explanatory Statement), in case the Company has no profits or the profits of the Company are inadequate.

(1)	(2)
Where the effective capital is	Limit of yearly remuneration payable shall not exceed (Rupees)
i. Negative or Less than 5 Crores	60 Lakhs
ii. 5 Crore & above but less than 100 Crores	84 Lakhs
iii. 100 Crores & above but less than 250 Crores	120 Lakhs
iv. 250 Crores & above	120 Lakhs plus 0.01% of the effective capital in excess of 250 Crores.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution.”

**By Order of the Board
For Parvati Sweetners & Power Limited**

**Sd/-
Deepak Chhugani
Company Secretary & Compliance Officer**

Place: Bhopal
Date: August 14, 2019

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under item no. 3 and 10 set out above is annexed hereto

2. **Ratification of Appointment of Auditors**

The Members of the Company at their Seventh Annual General Meeting held on September 29, 2018 appointed M/s. Khare Pamecha & Co., Chartered Accountants, Bhopal as Statutory Auditors of the Company for one term of five consecutive financial years from the conclusion of seventh Annual General Meeting till the conclusion of the Twelfth Annual General Meeting of the Company, subject to the ratification by the Members at the every Annual General Meeting held during the said term, in terms of the proviso under section 139 (1) of the Act.

The mandatory requirement of ratification of appointment of auditors by the Members at every Annual General Meeting has been omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors at this AGM.

3. Details of Directors seeking appointment/re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of directors seeking appointment / re-appointment at this Annual General Meeting ("AGM" / "the meeting") is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 27, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of Annual General Meeting.
5. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
6. A Member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
7. The duly completed and signed instrument appointing a proxy i.e. the Form No MGT-11 enclosed herewith should be returned to the Registered Office of the Company not less than 48 (Forty-Eight) hours before the time for holding the AGM. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. Any unstamped or inadequately stamped Proxy Forms or Proxy Forms upon which the stamps have not been cancelled will be treated as invalid.
8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Act, the Register of Contracts or Arrangement in which the Directors are interested as maintained under Section 189 of the Act and relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between 11:00 a.m. and 4:00 p.m., except Saturdays, during business hours up to the date of the AGM and at the venue of the Meeting for the duration of the Meeting. Members visiting our Registered Office for inspection are requested to carry a valid identity proof such as PAN card, passport, Aadhaar card or driving license for identification.

10. The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) are **Link Intime India Private Limited** (herein after referred to as "RTA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

M/s. Link Intime India Private Limited
C-101, 247 Park, L.B.S Marg, Vikhroli (West)
Mumbai - 400 083.
Maharashtra, India
Phone: 91 22 49186000 Fax No.: 91 22 49186060
Email: rnt.helpdesk@linkintime.co.in;
Website: www.linkintime.co.in

11. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed form No SH-13 duly filled in to the Company's RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

12. As directed by SEBI, Members are requested to-

- Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
- Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
- Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
- Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar and Transfer Agents viz., Link Intime India Private Limited may be contacted for assistance, if any, in this regard. Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 the dematerialized form effective April 01, 2019. Members are advised to Dematerialize the shares held by them in physical form.**

13. Electronic copy of the Annual Report for the financial year 2018-19 and the Notice of this AGM inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy Form, are being sent to all the Members whose e-mail id are registered with the Company/ Depository Participants. For Members who have not registered their e-mail id physical copies of the aforesaid documents would be sent in the permitted mode.

Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making the request for the same, free of cost. For any communication, the shareholders may send requests to the following e-mail id - info@parvatisweetners.com

Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.

14. Route Map showing directions to reach to the venue of the AGM is annexed as per the requirement of the Secretarial Standards - 2 on "General Meetings."
15. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict

non-members from attending the meeting.

16. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/Demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. Members/Proxies attending the Meeting are requested to complete and bring the Attendance Slip enclosed with the Annual Report, duly filled in & signed, and hand over the same at the entrance of the meeting hall.
19. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details.
20. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
21. In order to save the natural resources Members are requested to register their e-mail address/addresses and Bank Account details with the Depository Participants, if the shares are held in dematerialized form and with the Company's Registrar and Transfer Agents, if the shares are held in physical form, in case you have not registered your email ids till now. Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.
22. Members may also note that the Notice of the AGM and the Annual Report for the financial year 2018-19 will also be available on the Company's website www.parvatisweetners.com for their download.
23. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The remote e-voting period commences on Friday, September 27, 2019 (9:00 am) and ends on Sunday, September 29, 2019 (5:00pm). 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., Monday, September 23, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after Sunday, September 29, 2019 (5:00 pm). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through electronic means.

A copy of this notice has been placed on the website of the Company and the website of CDSL (www.evotingindia.com).

Mr. Piyush Bindal, Practicing Company Secretary (TCS: 6749 CP: 7442) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.parvatisweetners.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

The process and manner for remote e-voting is as under:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID-
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Parvati Sweetners and Power Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, IIUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The List of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. **Monday, September 23, 2019.**
24. In terms of provisions of Section 107 of the Companies Act, 2013 since the resolutions as set out in the notice are being conducted through e-voting, the said resolutions will not be decided on a



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show of hands at the Annual General Meeting (AGM).

25. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, (Listing Regulations, 2015) the Company is maintaining an email ID, info@parvatisweetners.com for redressal of members/ investors grievances.

**By Order of the Board
For Parvati Sweeteners & Power Limited**

**Sd/-
Deepak Chhugani
Company Secretary & Compliance Officer**

Place: Bhopal
Date: August 14, 2019

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT"), GIVEN HEREUNDER SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS OF THE ACCOMPANYING NOTICE DATED AUGUST 14, 2019

Item No. 3 & 4: Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 100.00 Crores (Rupees One Hundred Crores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution

Item No 5: On the recommendation of the Nomination & Remuneration Committee, the Board at its Meeting held on September 29, 2018 appointed Mr. Ashish Jaiswal as additional director in the capacity of Non-Executive Director of the Company.

Further the Board has recommended the appointment of Mr. Ashish Jaiswal as a Non-executive Director of the Company, for the approval of members.

The Company has received from Mr. Ashish Jaiswal (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Except Mr. Ashish Jaiswal and/or his relatives, no other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item No. 5 of this Notice.

Item No 5: On the recommendation of the Nomination & Remuneration Committee, the Board at its Meeting held on September 29, 2018 appointed Mr. Ashish Jaiswal as additional director in the capacity of Non-Executive Director of the Company.

Further the Board has recommended the appointment of Mr. Ashish Jaiswal as a Non-executive Director of the Company, for the approval of members.

The Company has received from Mr. Ashish Jaiswal (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Except Mr. Ashish Jaiswal and/or his relatives, no other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item No. 5 of this Notice.

Item No 6: On the recommendation of the Nomination & Remuneration Committee, the Board at its Meeting held on September 29, 2018 appointed Ms. Pooja Shree Chouksey as an additional director in the capacity of Non-Executive Director of the Company.

Further the Board has recommended the appointment of Ms. Pooja Shree Chouksey as a Non-executive Director of the Company, for the approval of members.

The Company has received from Ms. Pooja Shree Chouksey (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Except Ms. Pooja Shree Chouksey and/or her relatives, no other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item No. 5 of this Notice.

Item No 7: On the recommendation of the Nomination & Remuneration Committee, the Board at its Meeting held on November 12, 2018 appointed Mr. Manvendra Mohan Kanoongo as an additional director in the capacity of Non-Executive Independent Director of the Company.

Further the Board has recommended the appointment of Mr. Manvendra Mohan Kanoongo as a Non-Executive Independent Director of the Company, for the approval of members.

The Company has received from Mr. Manvendra Mohan Kanoongo (i) consent in writing to act as Director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment & qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act. (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Mr. Manvendra Mohan Kanoongo, being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years from November 12, 2018 up to November 12, 2023 in compliance with Section 149 of the Act read with Schedule IV to the Act. Pursuant to the provisions of Section 160 (1) of the Act, the Company has received notice from himself signifying his intention to be appointed as a Director.

Except Mr. Manvendra Mohan Kanoongo and/or his relatives, no other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, in any way, in the Resolution set out at Item No. 5 of this Notice.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS]

Particulars	Mr. Anupam Chouksey
Director Identification Number (DIN)	02110273
Date of Birth / Age	11/04/1979
Date of first appointment on the Board	15/12/2011
Educational Qualification	PhD
Experience (including expertise in specific functional areas) / Brief Resume	He has rich experience in Business Management.
Memberships/ Chairmanships of committees across companies	Parvati Sweetners & Power Limited-Member of Executive Committee
Relationship with other Directors/Key Managerial Personnel	Related to the Managing Director of the Company.
No. of shares held in the Company either by self or on a beneficial basis for any other person	103000 Equity shares

For details regarding the number of meetings of the Board/Committees attended by the above Directors during the year and remuneration drawn/sitting fees received, please refer to the Boards' Report and the Corporate Governance Report forming part of the Annual Report.

In terms of the provisions of Section 152(6) of the Act, Mr. Anupam Chouksey, retires by rotation at the meeting. The Board of Directors recommends his re-appointment.



8th Annual Report 2018-19

PARVATI SWEETNERS AND POWER LIMITED

CIN: L15421MP2011PLC027287

Registered Office: Hall No. 2, Gomantika Parisar, Shopping Complex,
Jawahar Chowk, Bhopal- 462003 (MP)

Tel. No. 0755-4009254

Website: www.parvatisweetners.com • E-mail: info@parvatisweetners.com

ATTENDANCE SLIP
(To be presented at the entrance)

EIGHTH ANNUAL GENERAL MEETING - MONDAY, SEPTEMBER 30, 2019

Registered Folio No. / DP ID No./ Client ID No. Name and Address of the Member	
Joint Holder 1 Joint Holder 2	
No. of Shares held	
Name of the Member(s)/Proxy	

I/ We hereby record my/our presence at the EIGHTH ANNUAL GENERAL MEETING of the Company held on Monday, September 30, 2019 at 12:30 PM (IST) at CME Hall, J.K Hospital & Research Centre, Kolar Road, Bhopal (MP)

SIGNATURE OF THE MEMBER/
JOINT MEMBER(S)/PROXY

NOTE: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members/Proxy holders are requested to bring their copy of the Annual Report for reference at the meeting



8th Annual Report 2018-19

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Tel. No. 0755-4009254

Website: www.parvatisweetners.com • E-mail: info@parvatisweetners.com

PROXY FORM (Form No: MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 read along with Rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

EIGHTH ANNUAL GENERAL MEETING ON MONDAY, SEPTEMBER 30, 2019

Name of the Member(s):

Registered address:

E-mail Id:

Folio No.: DP Id No.* Client Id No.*

* Applicable for investors holding shares in electronic form.

I / We, being the Member(s) holding Shares of Parvati Sweetners & Power Limited, hereby appoint:

1. Name: E-mail Id:
Address:
Signature: or failing him/her

2. Name: E-mail Id:
Address:
Signature: or failing him/her

3. Name: E-mail Id:
Address:
Signature: or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company to be held on Monday, September 30, 2019 at 12:30 PM (IST) at CME Hall, J.K Hospital & Research Centre, Kolar Road, Bhopal -(MP), and at any adjournment thereof in respect of such resolutions as are indicated hereinafter:

Description of Resolution	Type of Resolution	For	Against
1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
2. To appoint a Director in place of Mr. Anupam Chouskey, who retires by rotation and, being eligible, offers herself for re-appointment.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
3. To increase the limit for the mortgage/Charge on the assets of the Company and in this regard to consider and, if thought fit, to pass the following	Special	<input type="checkbox"/>	<input type="checkbox"/>

resolution as SPECIAL RESOLUTION under Section 180 (1)(a) of the Companies Act, 2013			
4. To increase the borrowing limits of the Company and in this regard to consider and, if thought fit, to pass the following resolution as SPECIAL RESOLUTION under Section 180(1)(c) of the Companies Act, 2013	Special	<input type="checkbox"/>	<input type="checkbox"/>
5. Regularisation & Appointment of Mr. Ashish Jaiswal (DIN- 07972271) as Non-Executive Director of the Company.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
6. Regularisation & Appointment of Mrs. Pooja Shree Chouksey (DIN- 07575058) as Non-Executive Director of the Company.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
7. Regularisation & Appointment of Mr. Manvendra Mohan Kanoongo (DIN- 01851481) as Independent Director of the Company.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
8. Regularisation & Appointment of Mr. Vineet Richhariya (DIN- 08277328) as Independent Director of the Company.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
9. Regularisation & Appointment of Mr. Ajay Gupta (DIN- 07656280) as Independent Director of the Company.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>
10. To consider and approve the payment of remuneration to Mrs. Poonam Chouksey, Chairperson & Managing Director of the Company even in case of loss/inadequacy of Profit.	Ordinary	<input type="checkbox"/>	<input type="checkbox"/>

Signed this day of 2019

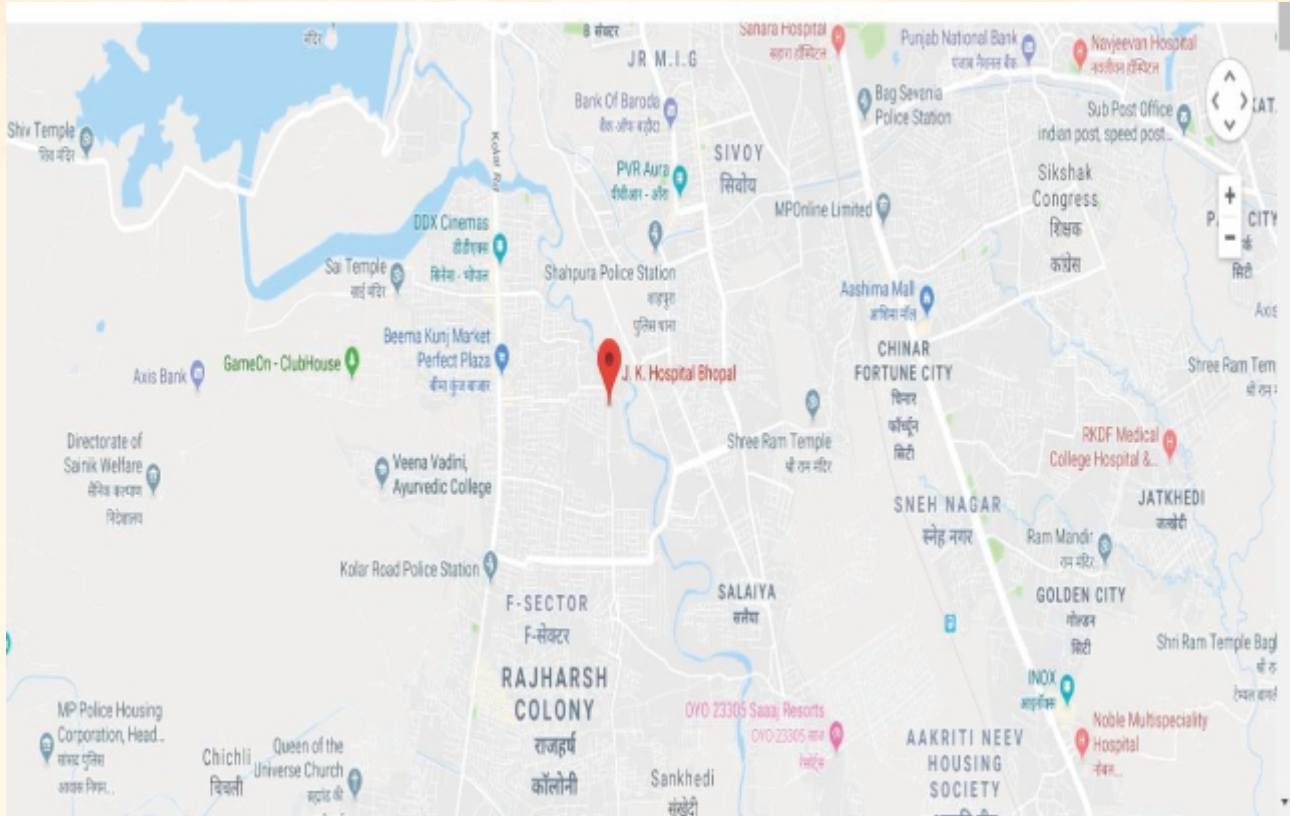
Affix
Revenue
Stamp

Signature of Member: Signature of Proxy holder

NOTES:

1. A Member may vote 'For' or 'Against' each resolution. Please put a ✓ in the Box in the appropriate column either 'For' or 'Against' the respective resolutions. If you leave the 'For' or 'Against' column blank in respect of any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Hall No. 2, Gomantika Parisar, Shopping Complex, Jawahar Chowk, Bhopal (MP), not less than 48 hours before the commencement of the Meeting.
4. Those Members who have multiple folios with different joint holders may use copies of this Proxy Form.

ROUTE MAP TO AGM VENUE



CME Hall, J.K Hospital & Research Centre, Kolar Road, Bhopal –462042 (MP)

NOTE: “NO GIFTS COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING”