



CIN : L24232MP1983PLC002320

PANJON[®] LIMITED

Date: 8th September, 2023

To,
Department of Corporate Services,
BSE Limited,
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

BSE CODE: 526345

SUBJECT: IN ADDITION TO THE BOARD MEETING OUTCOME DATED 31ST AUGUST, 2023

Dear Sir/Madam,

In pursuant to Regulation 29(1) and 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that Board Meeting of the Company was held today i.e. **on Thursday, August 31, 2023 at 02:00 p.m.** at the registered office of the Company, the Board has considered and approved the following:

1. Take on record the Resignation of Mr. Amit Mehta (DIN: 02610151) and Mr. Prakash Doshi (DIN: 00910638) from the post of Non-Executive Independent Director of the Company **w.e.f. 29th, August, 2023;**

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 enclosed and marked as **Annexure- 1 and Annexure- 2 respectively;**

2. Approved the Appointment of Mr. Athak Mahajan (DIN: 10292097) and Mr. Rajiv Kumar (DIN: 10292119) as an Additional Director (Non-Executive Independent Director) of the company **w.e.f. 31st August, 2023;**

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 enclosed and marked as **Annexure- 3 and Annexure- 4 respectively;**

3. **Alteration of Memorandum of Associations:**

Increase of Authorised Capital of company from **15,50,00,000 to 18, 50,00,000** subject to the approval of Members in the ensuing Annual General Meeting ;

For Panjon Limited;


Director

01, Panjon Farm House, Near Hinkargiri Jain Tirth,
Airport- Bijasan Road, Indore 452005 (M.P.) INDIA
Phone : +91-731-2622503, +91 9300008787
Website: www.panjon.in • E-mail: info@panjon.in

PANJON
TABLET/BALM

Swad Mini
DIGESTIVE TABLETS

PANJON
COLD PLUS

Percy
PERMIUM CANDY

Swad
DIGESTIVE DROPS

Swad Khajoor
DIGESTIVE CRYSTALS

KERY
COUGH DROPS



CIN : L24232MP1983PLC002320

PANJON[®] LIMITED

4. Conversion of loan into convertible warrants into equity shares - As on date the total outstanding loan is Rs. 1,24,05,000 from Mr. Jay Kothari – promoter and director of the company. This amount will be utilised for subscription of Convertible Warrants by the Mr. Jay Kothari promoter of the company. In future any loans & advances on periodic basis shall be used for the unpaid portion of the convertible warrants to make it fully paid up in one or multiple tranches and accordingly listing and trading approval will be taken from the Exchange.
5. Issue of 2563532 Convertible Warrants into Equity shares to Mr. Jay Kothari – Promoter and director of the company in accordance with Securities and Exchange Board of India (Issue of capital and Disclosure requirements) Regulations 2018 on a Preferential basis at an issue price Rs. 15 each of a face value of Rs. 10 per share or such price as calculated as per the Securities and Exchange Board of India (Issue of capital and Disclosure requirements) Regulations 2018. Comaony has taken valuation report from Bhavesh M Rathod – SEBI Registerd valuer (IBBI/RV/06/2019/10708) dated 31st August, 2023 and fixed 31st August,2023 as the relevant date for the preferential issue;
6. Mrs. Anju Kothari (DIN: 00567422) Director, who retires by rotation offered herself for re-appointment. The Board recommended his re-appointment at the Board Meeting for 40th AGM;
7. Approved the Board Report and other annexure, Management Discussion and Analysis and Corporate Governance Report of the company for the Financial year 2022-23;
8. **Company has entered into trademark agreement between Mr. Jay Kothari and M/s. Panjon Limited on 31-08-2023;**

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 enclosed and marked as **Annexure- 5**;

9. Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10(1) of the Companies (Management and Administration) Rules 2014 and as per Regulations 42 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Register of Beneficial Owners / Register of Members and share Transfer Books of the Company will remain closed From Sunday, September 24, 2023 to Saturday , September 30, 2023 (both days inclusive) and Company has fixed Saturday, 23rd September, 2023 as the "Cut-off Date" for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the Annual General Meeting and to attend the Annual General Meeting ;

For Panjon Limited;


Director

01, Panjon Farm House, Near Hinkargiri Jain Tirth,
Airport- Bijasan Road, Indore 452005 (M.P.) INDIA
Phone : +91-731-2622503, +91 9300008787
Website: www.panjon.in • E-mail: info@panjon.in





CIN : L24232MP1983PLC002320

PANJON[®] LIMITED

10. Decided to provide the e-voting facility to the shareholders of the company for the ensuing 40th Annual General Meeting and for this National Securities Depositories Limited ("NSDL") has been appointed to provide remote e-voting and Voting at the Annual general Meeting (AGM) facility to the shareholders of the Company for the ensuing 40th Annual General Meeting ;
11. Appointed Mrs. Parul Dwivedi, Practicing Company Secretary (CP No. 20933) as a Scrutinizer to Scrutinize the e-voting and submit their report as prescribed under Companies Act, 2013; and
12. Approved the Notice of the 40th Annual General Meeting ("AGM") of the Company, which is scheduled to be held on **Saturday, September 30, 2023 at 12:30 p.m.** at the registered of the company i.e. 01, Panjon Farm House, Near Hinkargiri Jain Tirth, Airport-Bijasan Road Indore 452005(MP).

The Board Meeting of the company commenced at 02:00 P.M. and concluded at 11: 15 P.M.

Kindly acknowledge & take on record the same.

Thanking you,

For Panjon Limited,

For Panjon Limited;


Director

Jay Kothari

Managing Director

(DIN: 0057254)



01, Panjon Farm House, Near Hinkargiri Jain Tirth,
Airport- Bijasan Road, Indore 452005 (M.P.) INDIA
Phone : +91-731-2622503, +91 9300008787
Website: www.panjon.in • E-mail: info@panjon.in



CIN : L24232MP1983PLC002320

PANJON[®]

LIMITED

"ANNEXURE-1"

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.

Sr.no	Particulars	Details
1	Name of the Director	Resignation of Independent Director Mr. Amit Mehta (DIN: 02610151)
2	DIN	(DIN: 02610151)
3	Date of Resignation	29th August, 2023
4	Reason for Resignation	Preoccupation in other activities and her inability to devote time to the business affairs of the Company. Also, other than reason stated in my resignation letter there is no material reason for my resignation from company.
5	Brief Profile of Director	Mr. Amit Mehta is a Self Employed and has done his Bachelor of Engineering (BE) degree and has more than 15 years of experience in the business field.
6.	Name of Listed Entity in which the resigning Director holds directorship	No Directorship in any other Listed entity
7	Confirmation that there is no other material reasons other than those provided	There is no other material reasons other than those provided in the Point no. 3

For Panjon Limited,
For Panjon Limited;

Jay Kothari **Director**

Managing Director
(DIN: 0057254)

01, Panjon Farm House, Near Hinkargiri Jain Tirth,
Airport- Bijasan Road, Indore 452005 (M.P.) INDIA
Phone : +91-731-2622503, +91 9300008787
Website: www.panjon.in • E-mail: info@panjon.in





CIN : L24232MP1983PLC002320

PANJON[®]

LIMITED

ANNEXURE-2

Details under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015, dated September 09, 2015

Sr. no	Particulars	Details
1	Reason for change viz. appointment, resignation, removal, death or otherwise;	Resignation of Independent Director Mr. Prakash Doshi (DIN: 00910638)
2	Date of Resignation.	29th August, 2023
3	Brief Profile of Director.	Mr. Prakash Doshi is a Self Employed and has done his Bachelor of Arts (BA) degree from Indore university.
4	Disclosure of Relationship Between Director	No Relation with Directors - Not Applicable
5	Reason for Resignation	Pre-occupation in other activities and my inability to devote time to the business affairs of the Company. Also, other than reason stated in the resignation letter there is no other material reason for the resignation from company
6	Confirmation that there is no other material reasons other than those provided	There is no other material reasons other than those provided in Point no. 5
7	Names of the listed entities in which Director holds Directorships, indicating the category of Directorship and Membership of Board Committees before the resignation becoming effective	No Directorship in any other Listed entity

For Panjon Limited,
For Panjon Limited;


Jay Kothari Director
Managing Director.
(DIN: 00572543)

01, Panjon Farm House, Near Hinkargiri Jain Tirth,
Airport- Bijasan Road, Indore 452005 (M.P.) INDIA
Phone : +91-731-2622503, +91 9300008787
Website: www.panjon.in • E-mail: info@panjon.in





CIN : L24232MP1983PLC002320

PANJON[®]

LIMITED

ANNEXURE-3

Details under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015, dated September 09, 2015

Sr.no	Particulars	Details
1	Name of the Director	Mr. Athak Mahajan (DIN: 10292097)
2	DIN	10292097
3	Reason for change viz Appointment	Appointment as an Additional Director (Non-Executive- Independent)
4	Date of Appointment	31st August, 2023
5	Brief Profile of Director	Mr. Athak Mahajan is Self Employed and has done his Bachelor of Engineering (BE) degree and has more than 15 years of experience.
6	Disclosure of Relationship Between Director	Mr. Athak Mahajan is not related to any of the Directors on the Board.

For Panjon Limited,

For Panjon Limited;

Jay Kothari

Managing Director.
(DIN: 00572543)

Director



01, Panjon Farm House, Near Hinkargiri Jain Tirth,
Airport- Bijasan Road, Indore 452005 (M.P.) INDIA
Phone : +91-731-2622503, +91 9300008787
Website: www.panjon.in • E-mail: info@panjon.in



CIN : L24232MP1983PLC002320

PANJON[®]

LIMITED

ANNEXURE-4

Details under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015, dated September 09, 2015

Sr.no	Particulars	Details
1	Name of the Director	Mr. Rajiv Kumar (DIN: 10292119)
2	DIN	10292119
3	Reason for change viz Appointment	Appointment as an Additional Director (Non-Executive- Independent)
4	Date of Appointment	31 st August, 2023
5	Brief Profile of Director	Mr. Rajiv Kumar is Self Employed and has done his Bachelor of Arts (BA) degree and has more than 20 years of experince
6	Disclosure of Relationship Between Director	Mr. Rajiv Kumar is not related to any of the Directors on the Board.

For Panjon Limited,
For Panjon Limited,


Jay Kothari **Director**

Managing Director.
(DIN: 00572543)



01, Panjon Farm House, Near Hinkargiri Jain Tirth,
Airport- Bijasan Road, Indore 452005 (M.P.) INDIA
Phone : +91-731-2622503, +91 9300008787
Website: www.panjon.in • E-mail: info@panjon.in



CIN : L24232MP1983PLC002320

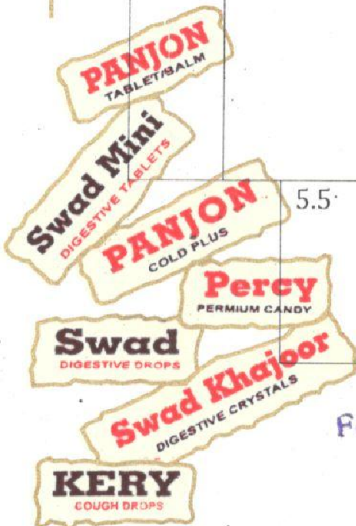
PANJON[®]

LIMITED

ANNEXURE-5

Details under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015, dated September 09, 2015

Sr.no	Particulars	Details
5.1	Name parties with whom the agreement is entered	Mr. Jay Kothari (Assignor) and Panjon Limited (Assignee)
5.2	Purpose of entering into the agreement	Deed of Assignment of Trademark
5.3	Shareholding, if any in the entity with whom the agreement is executed	2043838 shares (13.19%)
5.4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any changes in capital structure etc	<p>a) The Assignor has assigned his rights in aforesaid trademark to the assignee to be used for manufacture, sell, market and advertise the product mentioned in the agreement viz SWAD, PERCY, PANJON, PANJON SWAD and Assignor is a sole proprietor of the aforesaid trademark;</p> <p>b) That the agreement shall be for a period of three years commencing from 01/04/2023 to 31/03/2026 for a royalty of 0.50% of the total annual sale of the products;</p> <p>c) That the Assignee shall deposit with the Assignor an interest free returnable security deposit of Rs 300,00,000/-;</p> <p>d) That the Assignee shall not have any right or authority to transfer any trademark without any written consent of the Assignor.</p>
5.5	Whether the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship	Yes Mr Jay Kothari (Assignor) is a Promoter director of the Panjon Limited (Assignee)



For Panjon Limited;

Director

01, Panjon Farm House, Near Hinkargiri Jain Tirth,
Airport- Bijasan Road, Indore 452005 (M.P.) INDIA
Phone : +91-731-2622503, +91 9300008787
Website: www.panjon.in • E-mail: info@panjon.in



CIN : L24232MP1983PLC002320

PANJON[®]

LIMITED

5.6	Whether the transaction would fall within related party transaction? If yes ,whether the same is done at "arm length"	Yes, it is not at arm length basis
5.7	In case issuance of shares to the parties, details of issue price, class of shares issued	Not Applicable
5.8	Any other disclosure related to such agreement, viz details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreement	a) Successor which is in interest and permitted assigns is a nominee; b) There is no conflict of interest arising out of such agreement
5.9	In case termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange: a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement: d) details of amendment and impact thereof or reason of termination and impact thereof	a) Mr. Jay Kothari (Assignor) and Panjon Limited (Assignee) ; b) Deed of Assignment of trademark; c) 31 st August, 2023; d) That the Assignee shall not violate any of the term or provision of trademark Act and in case of violation Assignor or shall not be liable e) That in case Assignee violate any term of this deed the Assignor shall be Not entitled to terminate this deed any amount of interest free security shall not entitle to claim by Assignee; f) That the Assignor shall be free to transfer his right of aforesaid trademark to the third party.

For Panjon Limited;
For Panjon Limited;Jay Kothari
Managing Director.
(DIN: 00572543)
Director01, Panjon Farm House, Near Hinkargiri Jain Tirth,
Airport- Bijasan Road, Indore 452005 (M.P.) INDIA
Phone : +91-731-2622503, +91 9300008787
Website: www.panjon.in • E-mail: info@panjon.in